# UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

PAGES FOR FILING WITH REGISTRAR

WEDNESDAY

\*ARDT 67KJ\*

A07 28/09/2022 COMPANIES HOUSE

#321

## BALANCE SHEET AS AT 31 DECEMBER 2021

		2	021	20	020
	Notes	£	£	£	£
Fixed assets					
Intangible assets	4		281,986		-
Tangible assets	5		2,078,189		1,878,014
Investments	6		2,576,895		1,335,198
			4,937,070		3,213,212
Current assets					
Debtors falling due after more than one	_				
year	7	16,560,615		14,622,799	
Debtors falling due within one year	7	170,616		170,327	
Cash at bank and in hand	·	88,005		13,003	
		16,819,236		14,806,129	
Creditors: amounts falling due within	8	(750,025)		(376,608)	
one year	0	(750,025)			
Net current assets			16,069,211		14,429,521
Total assets less current liabilities	·		21,006,281		17,642,733
Creditors: amounts falling due after more than one year	9		(19,705,570)		(16,681,715
Provisions for liabilities			(1,212)		-
Net assets			1,299,499		961,018
			=======================================		**************************************
Capital and reserves			•		
Called up share capital			1,000		1,000
Share premium account			9,000		9,000
Profit and loss reserves			1,289,499		951,018
Total equity			1,299,499		961,018

## BALANCE SHEET (CONTINUED) AS AT 31 DECEMBER 2021

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2021 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 27/09/22 and are signed on its behalf by:

Mr P George **Director** 

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

#### 1 Accounting policies

#### Company information

Enigma Holdings Group Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Enigma House, 76 High Street, Tarporley, Cheshire, England, CW6 0AT.

#### **Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

#### **Group accounts**

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

#### Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The directors have considered the effect that of external factors including the pandemic, Ukraine crisis and macroeconomic challenges presents to the business currently and in the future. Following this review it was concluded that although some impact has already been seen and is further anticipated, the business remains well placed and this is likely to not be significant to the business. Cash reserves across the group remain sufficient. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Other income

Other income includes rent and management fees receivable from group entities and sundry income. Other income is recognised in the period in which the service is provided.

#### Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Software

5 years straight line

#### Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost net of depreciation and any impairment losses.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1 Accounting policies (Continued)

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Freehold buildings Fixtures and fittings 50 years straight line 5 years straight line

Computers

3 years straight line

Freehold property improvements

10 years straight line

Freehold land is not depreciated.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### **Fixed asset investments**

Interests in subsidiaries and associates are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

#### Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

#### Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1 Accounting policies (Continued)

#### Basic financial assets

Basic financial assets, which include trade and other debtors, cash and bank balances, and amounts owed by group undertakings are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

#### Other financial assets

Other financial assets, including investments in unlisted convertible bonds, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss.

The fair value of investments in unlisted convertible bonds is measured using a turnover multiple valuation technique.

#### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### Basic financial liabilities

Basic financial liabilities, including trade and other creditors, and amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

#### **Equity instruments**

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1 Accounting policies (Continued)

#### **Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

#### **Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

#### Leases

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

#### **Government grants**

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1 Accounting policies (Continued)

#### Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

#### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	·	2021 Number	2020 Number
	Total	6	7
3	Directors' remuneration		•
		2021	2020
		£	£
	Remuneration paid to directors	97,997	64,125

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2020 - 1).

#### 4 Intangible fixed assets

	Software £
<b>Cost</b> Additions	335,733
At 31 December 2021	335,733
Amortisation and impairment Amortisation charged for the year	53,747
At 31 December 2021	53,747
Carrying amount At 31 December 2021	281,986
At 31 December 2020	

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

5	Tangible fixed assets					
		Freehold land and buildings	Fixtures and fittings	Computers	Freehold property	Total
		and buildings	nungs		improvements	
		£	£	£	£	£
	Cost					
	At 1 January 2021	982,734	915	8,500	•	1,884,986
	Additions	-	268	3,285	294,749	298,302
	At 31 December 2021	982,734	1,183	11,785	1,187,586	2,183,288
•	Depreciation and impairment					
	At 1 January 2021	-	95	2,926	3,951	6,972
	Depreciation charged in the year	-	199	3,611	94,317	98,127
	At 31 December 2021	-	294	6,537	98,268	105,099
	Carrying amount					
	At 31 December 2021	982,734	889	5,248	1,089,318	2,078,189
	At 31 December 2020	982,734	820	5,574	888,886	1,878,014
	Freehold buildings have a cost of £Nil	(2020 - £Nil).				
6	Fixed asset investments			•		
	·				2021	2020
					£	£
	Shares in group undertakings and part	icipating interests			1,671,336	1,335,198
	Other investments other than loans				905,559	
					2,576,895	1,335,198

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 6 Fixed asset investments (Continued)

Movements in fixed asset investments			
	Shares in group undertakings and participating	Other investments other than loans	Total
	interests		
	£	£	£
Cost or valuation			
At 1 January 2021	1,335,198	-	1,335,198
Additions	336,138	905,559	1,241,697 ————
At 31 December 2021	1,671,336	905,559	2,576,895
Carrying amount			
At 31 December 2021	1,671,336	905,559	2,576,895
At 31 December 2020	1,335,198	-	1,335,198

Included in other investments other than loans above is an unlisted convertible bond of £905,559 (2020 - £Nil). The directors consider the book value of £905,559 (2020 - £Nil) to represent the fair value. The fair value is measured using a turnover multiple of 8 discounted by 25%.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

7	Debtors	2021	2020
	Amounts falling due within one year:	£	£
	Trade debtors		3,491
	Amounts owed by group undertakings	46,417	89,985
	Other debtors	124,199	67,616
		170,616	161,092
	Deferred tax asset		9,235
		170,616	170,327
		2021	2020
	Amounts falling due after more than one year:	£	£
	Amounts owed by group undertakings	15,299,531	14,449,969
	Other debtors	1,261,084	172,830
		16,560,615	14,622,799
	Total debtors	16,731,231 —————	14,793,126
8	Creditors: amounts falling due within one year		
	,	2021	2020
		£	£
	Trade creditors	116,442	138,225
	Amounts owed to group undertakings	15,397	15,000
	Corporation tax	119,102	7,264
	Other taxation and social security	17,505	20,146
	Other creditors	481,579 ————	195,973
		750,025	376,608
	·	<del></del>	
9	Creditors: amounts falling due after more than one year	2021	2020
		£	£
	Amounts owed to group undertakings	17,983,254	16,631,715
	Other creditors	1,722,316	50,000
		19,705,570	16,681,715
		. ======	· · · · · · · · · · · · · · · · · · ·

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

10	Financial instruments		
		2021	2020
		£	£
	Carrying amount of financial assets		
	Instruments measured at fair value through profit or loss	905,559	-
	•		
11	Operating lease commitments receivable		
	Lessor		
	At the reporting end date the company had contracted with tenants for the payments:	following minimum	lease
		2021	2020
		£	£
	Within one year	51,800	_
	Between one and five years	161,954	-
		213,754	

The rental lease is with another group entity and the property is included in tangible fixed assets, as per FRS 102 16.1A.

#### 12 Related party transactions

The following amounts were outstanding at the reporting date:

	2021	2020
Amounts due to related parties	£	£
XPG Holdings Limited	17,998,254	16,646,715
Instinct Wellness Limited	2,129	-
XPG 1 Limited	11,517	98,519
XPG Limited	1,722,316	51,132
3DIFS Limited	386,199	-

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 12 Related party transactions (Continued)

The parent company, XPG Holdings Limited, has loaned £Nil (2020 - £Nil) to the company during the year and repayments of £Nil (2020 - £42,930) were made. The amount outstanding at the year end is £13,833,265 (2020 - 13,833,265). The loans are interest free, unsecured, and can be recalled with 1 year and 1 week notice on demand.

XPG Holdings Limited also loaned the company £1,248,687 (2020 - £2,752,500) during the year. These loans are unsecured, repayable in 2025, and attract interest at 3% per annum. Interest charged during the year was £96,959 (2020 - £45,950). The amount outstanding at the year end is £4,134,989 (2020 - £2,798,450) including an interest accrual of £142,909 (2020 - £45,950).

The parent company also made payments on behalf of the company amounting to £9,106 (2020 - £Nil), and made management charges of £15,000 (2020 - £15,000). The amount outstanding at the year end in relation these amounts was £30,000 (2020 - £15,000).

XPG 1 Limited is an entity that shares directors in common with the company. During the year XPG 1 Limited made payments on behalf of the company of £11,517 (2020- £49,653) and sales of £114,648 (2020 - £64,890). Management fees of £16,621 (2020 - £48,374) were payable and purchases of £292,430 (2020 - £834,583) were made. The company purchased an asset from XPG 1 Limited in the year totalling £117 (2020 - £Nil). The amount outstanding at the year end was £11,517 (2020 - £98,519).

During the year the company received loans from XPG Limited, an entity that shares directors in common with the company, amounting to £1,628,900 (2020 - £50,000). The loans are unsecured, repayable in 2025, and attract interest at 3% per annum. Interest charged during the year was £42,284 (2020 - £1,132). The amount outstanding at the year end was £1,722,316 (2020 - £51,132).

Instinct Wellness Limited is a subsidiary of the company. During the year the company made a payment of £2,129 (2020 - £Nil) to Instinct Wellness Limited. The amount outstanding at the year end amounted to £2,129 (2020 - £Nil).

3DIFS Limited is a related party due to there being a common shareholder and director. During the year the company received a loan of £375,000 (2020 - £Nil). The loan is repayable in 2023 and attracts interest at 5% per annum. Interest charged during the year was £11,199 (2020 - £Nil). The amount outstanding at the year end was £386,199 (2020 - £Nil).

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 12 Related party transactions (Continued)

Amounts due from related parties	2021 £	2020 £
Eminent Sports Group Ltd	499,360	513,360
Instinct Wellness Limited	91,769	-
XPG 1 Limited	-	2,825
Enigma Holdings Rentplus Limited	13,981,345	13,277,857
Enoksen Watch Company Limited	283,934	172,830
Crowd Network Limited	400,000	-
Marco Polo Holdings Limited	450,819	-
XPG2 Limited	23,968	25
		<del></del>

During the year the company loaned £Nil (2020 - £Nil) to Eminent Sports Group Ltd, and repayments of £14,000 (2020 - £37,500) were received. The amount outstanding at the year end amounted to £499,360 (2020 - £513,360). The loans are interest free, unsecured and can be recalled with 1 year and 1 week notice.

Enigma Holdings Rentplus Limited is a subsidiary of the company. During the year the company made payments on behalf of Enigma Holdings Rentplus Limited of £4,545 (2020 - £2,460). The company also loaned Enigma Holdings Rentplus Limited £Nil (2020 - £Nil). The loans are unsecured and interest is charged on £9,900,000 at 8% per annum. During the year interest of £1,198,943 (2020 - £792,000) was accrued. Repayments were made in the year totalling £500,000 (2020 - £Nil). The amount outstanding at the year end amounted to £13,981,345 (2020 - £13,277,857). Interest free loans of £1,100,000 can be recalled with 1 year and 1 week notice.

Enoksen Watch Company Limited is an associate of the company. During the year the company made a secured loan to Enoksen Watch Company Limited of £104,000 (2020 - £100,000). The loan is repayable in 2023 and attracts interest between 5-8% per annum. Interest charged during the year was £11,104 (2020 - 7,738) and amounts repaid amoutned to £4,000 (2020 - £Nil). The amount outstanding at the year end was £218,092 (2020 - £107,738).

The company also made unsecured interest bearing and non-interest bearing loans to Enoksen Watch Company Limited of £Nil (2020 - £15,000) and £Nil (2020 - £50,000) respectively. The loans are repayable in 2023 and interest charged during the year was £750 (2020 - £92). The amount outstanding at the year end was £65,842 (2019 - £65,092).

Management fees receivable of £Nil (2020 - £9,467) were made from XPG 1 Limited during the year, and amounts relating to 2020 were reduced by £2,825. The amount outstanding at the year end amounted to £Nil (2020 - £2,825).

XPG2 Limited is a company that shares directors in common with the entity. During the year, management fees receivable of £Nil (2020 - £25,626) were made from XPG2 Limited and the company made payments on behalf of XPG2 Limited of £23,968 (2020 - £25). Amounts relating to 2020 were reduced by £25. The amount outstanding at the year end amounted to £23,968 (2020 - £25).

Instinct Wellness Limited is a subsidiary of the company. During the year the company made loans to Instinct Wellness Limited totalling £64,000 (2020 - £Nil). These are repayable in 3 years, all in 2024. Interest is charged at 5% per annum. £784 (2020 - £Nil) of interest was charged in the year. The total amount repayable from Instinct Wellness Limited is £91,769 (2020 - £Nil).

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### 12 Related party transactions (Continued)

Marco Polo Holdings Limited is a related party due to there being a common shareholder and director. During the year the company made loans to Marco Polo amounting to £443,000 (2020 - £Nil) and interest was charged of £7,819 (2020 - £Nil). The amount outstanding at the year end amounted to £450,819 (2020 - £Nil).

Crowd Network Limited is an associate of the company. During the year the company made a loan to Crowd Network Limited of £400,000 (2020 - £Nil). The amount outstanding at the year end was £400,000 (2020 - £Nil).

#### 13 Directors' transactions

During the year the company received loans from a director amounting to £Nil (2020 - £Nil), and repayments during the year amounted to £61,247 (2020 - £2,981). At the year end £11,624 (2020 - £72,871) was due to the director and is included within other creditors. The loan is unsecured, interest free and repayable on demand, and is included within other creditors.

During the year a director also made payments on behalf of the company of £25 (2020 - £25). The amount outstanding at the year end was £Nil (2020 - £25) and is included within other creditors.

During the year the company received a loan from another director amounting to £40,000 (2020 - £Nil). The loan is unsecured and interest is charged at a rate of 5% per annum. Interest charged on the loan amounted to £542 (2020 - £Nil). At the year end £40,542 (2020 - £Nil) was due to the director and is included within other creditors.

#### 14 Parent company

The immediate and ultimate parent company is XPG Holdings Limited, a company registered and incorporated in England and Wales.

The directors consider Mr Peter George to be the ultimate controlling party by virtue of his majority shareholding in XPG Holdings Limited.