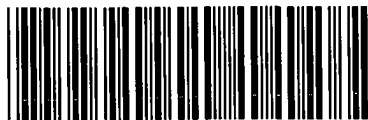


REGISTERED NUMBER: 02672672 (England and Wales)

**GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020
FOR
OPERA HOLDINGS LIMITED**

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**CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Page
Company Information	1
Group Strategic Report	2
Report of the Directors	4
Report of the Independent Auditors	6
Consolidated Income Statement	9
Consolidated Other Comprehensive Income	10
Consolidated Statement of Financial Position	11
Company Statement of Financial Position	12
Consolidated Statement of Changes in Equity	13
Company Statement of Changes in Equity	14
Consolidated Statement of Cash Flows	15
Notes to the Consolidated Statement of Cash Flows	16
Notes to the Consolidated Financial Statements	18

OPERA HOLDINGS LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 30 SEPTEMBER 2020

DIRECTORS:

Mr J A Plinston
Mr A Gunn-Forbes
Mrs J Benn

SECRETARY:

Mr J A Plinston

REGISTERED OFFICE:

15 Wheatstone Court
Waterwells Business Park
Quedgeley
Gloucester
Gloucestershire
GL2 2AQ

REGISTERED NUMBER:

02672672 (England and Wales)

AUDITORS:

GKP (Amphill) Limited
First Floor
5 Doolittle Yard
Froghall Road
Amphill
Bedfordshire
MK45 2NW

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

The directors present their strategic report of the company and the group for the year ended 30 September 2020.

The purpose of the Strategic Report is to inform shareholders and help them to assess how the directors have performed their duties to promote the success of the company. The report, together with the further information in the Directors' Report, provides a fair and balanced review of the company's business including; the development and performance of the business during the year, the position of the company at the end of the year and a description of the principal risks and uncertainties facing the company.

REVIEW OF BUSINESS

The year to 30 September 2020 was a better year for the group. The group profit before tax and impairment adjustments increased to £339,8511 (2019 - £94,874). Adjusted EBITA increased to £780,041 (2019 £717,097).

PRINCIPAL RISKS AND UNCERTAINTIES

The group's principal activities were the provision of recruitment and financial services. The recruitment services can be split into two areas; general recruitment and healthcare recruitment and both attract different risks.

The general recruitment services are reliant on a strong economy which is currently impacted by the Covid-19 pandemic and ongoing changes to government policy and legislation.

The healthcare recruitment services are reliant on demand from healthcare providers and have also been impacted by the Covid-19 pandemic and government policy.

The group is, therefore, vulnerable as a result of Covid-19 and has utilised the furlough scheme and other government backed assistance to enable them to continue to trade through the unprecedented times that we have faced. It is anticipated that the general recruitment services of the group will improve as the economy strengthens and that temporary staff will be sought by companies as they return to full strength. It is also anticipated that the healthcare recruitment services of the group will return to, at least, previous levels as the UK looks to catch up on routine medical procedures whilst still continuing to meet ongoing needs. We do not know when these events will occur although we are confident that they must.

The directors continue to monitor and manage the impact of Covid-19 and are taking all available steps to ensure the company is in the best position to service its customers at full capacity once more.

As the group makes no other use of financial instruments other than operational bank accounts and an invoice discounting facility, its exposure to price risk and credit risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the group.

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

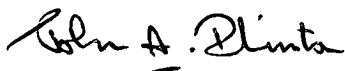
KEY PERFORMANCE INDICATORS

Key performance indicators revolve around gross profit percentage, staff retention and productivity ratios, adjusted EBITA and cash conversion rate. The comparison of these ratios with the previous year is set out below:

	2020	2019
Gross profit percentage	23.75%	28.93%
Staff retention	80%	74%
Adjusted EBITA	£780,041	£717,097
Cash conversion rate	1.26%	95.29%
Staff productivity	£1.71	£1.73

The strategy of the directors continues to be to review performance of the individual subsidiaries and local management, and to provide additional leadership and training where skill gaps are apparent. .

ON BEHALF OF THE BOARD:



Mr J A Plinston - Director

25 May 2021

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

The directors present their report with the financial statements of the company and the group for the year ended 30 September 2020.

DIVIDENDS

No dividends per share on the Ordinary £1 shares were paid (2019 NIL).

No dividends have been paid in respect of the cumulative preference shares since 31 December 2011.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2019 to the date of this report.

Mr J A Plinston
Mr A Gunn-Forbes
Mrs J Benn

FUTURE DEVELOPMENTS

The directors expect continuing profitability in the foreseeable future.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group 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 the group and of the profit or loss of the group 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.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

ON BEHALF OF THE BOARD:



Mr J A Plinston - Director

25 May 2021

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF OPERA HOLDINGS LIMITED

Opinion

We have audited the financial statements of Opera Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2020 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Statement of Cash Flows, Notes to the Financial Statements, including a summary of significant accounting policies. 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).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company affairs as at 30 September 2020 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Other information

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF OPERA HOLDINGS LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 a Report of the Auditors 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
OPERA HOLDINGS LIMITED**

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 a Report of the Auditors 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.



Tara Aldwin ACA (Senior Statutory Auditor)
for and on behalf of GKP (Amphill) Limited
Statutory Auditor
First Floor 5 Doolittle Yard
Froghall Road
Amphill
Bedfordshire
MK45 2NW

27 May 2021

**CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Notes	2020 £	2019 £
TURNOVER	3	12,365,120	16,640,864
Cost of sales		9,428,024	11,826,764
GROSS PROFIT		2,937,096	4,814,100
Administrative expenses		2,783,638	4,712,850
		153,458	101,250
Other operating income	4	312,601	46,927
OPERATING PROFIT	6	466,059	148,177
Interest receivable and similar income		12	73
		466,071	148,250
Interest payable and similar expenses	7	126,220	188,870
PROFIT/(LOSS) BEFORE TAXATION		339,851	(40,620)
Tax on profit/(loss)	8	93,880	122,587
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		245,971	(163,207)
Profit/(loss) attributable to:			
Owners of the parent		161,332	(185,704)
Non-controlling interests		84,639	22,497
		245,971	(163,207)

The notes form part of these financial statements

**CONSOLIDATED OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Notes	2020 £	2019 £
PROFIT/(LOSS) FOR THE YEAR		245,971	(163,207)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>245,971</u>	<u>(163,207)</u>
Total comprehensive income attributable to:			
Owners of the parent		161,333	(185,704)
Non-controlling interests		<u>84,638</u>	<u>22,497</u>
		<u>245,971</u>	<u>(163,207)</u>

The notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
30 SEPTEMBER 2020

		2020	2019
	Notes	£	£
FIXED ASSETS			
Intangible assets	11	1,847,816	2,180,786
Tangible assets	12	27,483	46,787
Investments	13	-	-
		<u>1,875,299</u>	<u>2,227,573</u>
CURRENT ASSETS			
Debtors	14	1,362,353	1,905,743
Cash at bank and in hand		<u>214,088</u>	<u>415,805</u>
		1,576,441	2,321,548
CREDITORS			
Amounts falling due within one year	15	<u>2,796,333</u>	<u>3,783,746</u>
NET CURRENT LIABILITIES		<u>(1,219,892)</u>	<u>(1,462,198)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		655,407	765,375
CREDITORS			
Amounts falling due after more than one year	16	(1,083,335)	(1,320,000)
PROVISIONS FOR LIABILITIES	20	<u>(113,175)</u>	<u>(166,409)</u>
NET LIABILITIES		<u><u>(541,103)</u></u>	<u><u>(721,034)</u></u>
CAPITAL AND RESERVES			
Called up share capital	21	346,310	346,310
Share premium	22	1,184,045	1,184,045
Capital redemption reserve	22	114,750	114,750
Retained earnings	22	<u>(2,855,833)</u>	<u>(2,951,126)</u>
SHAREHOLDERS' FUNDS		<u>(1,210,728)</u>	<u>(1,306,021)</u>
NON-CONTROLLING INTERESTS	23	<u>669,625</u>	<u>584,987</u>
TOTAL EQUITY		<u><u>(541,103)</u></u>	<u><u>(721,034)</u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 25 May 2021 and were signed on its behalf by:



Mr J A Plinston - Director

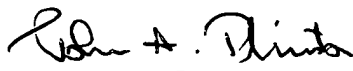
The notes form part of these financial statements

OPERA HOLDINGS LIMITED (REGISTERED NUMBER: 02672672)

**COMPANY STATEMENT OF FINANCIAL POSITION
30 SEPTEMBER 2020**

		2020	2019
	Notes	£	£
FIXED ASSETS			
Intangible assets	11	-	-
Tangible assets	12	7,856	7,559
Investments	13	4,653,657	4,714,931
		<u>4,661,513</u>	<u>4,722,490</u>
CURRENT ASSETS			
Debtors	14	210,846	301,594
Cash at bank and in hand		29,219	34,549
		<u>240,065</u>	<u>336,143</u>
CREDITORS			
Amounts falling due within one year	15	4,565,875	4,471,088
NET CURRENT LIABILITIES		<u>(4,325,810)</u>	<u>(4,134,945)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		335,703	587,545
CREDITORS			
Amounts falling due after more than one year	16	(846,667)	(1,320,000)
PROVISIONS FOR LIABILITIES	20	(44,989)	(86,667)
NET LIABILITIES		<u><u>(555,953)</u></u>	<u><u>(819,122)</u></u>
CAPITAL AND RESERVES			
Called up share capital	21	346,310	346,310
Share premium	22	1,184,045	1,184,045
Revaluation reserve	22	40,198	40,198
Capital redemption reserve	22	114,750	114,750
Retained earnings	22	(2,241,256)	(2,504,425)
SHAREHOLDERS' FUNDS		<u><u>(555,953)</u></u>	<u><u>(819,122)</u></u>
Company's profit/(loss) for the financial year		<u><u>263,169</u></u>	<u><u>(673,112)</u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 25 May 2021 and were signed on its behalf by:



Mr J A Plinston - Director

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 October 2018	346,310	(2,678,608)	1,184,045
Changes in equity			
Dividends	-	(86,814)	-
Total comprehensive income	-	(185,704)	-
Balance at 30 September 2019	346,310	(2,951,126)	1,184,045
Changes in equity			
Dividends	-	(66,039)	-
Total comprehensive income	-	161,332	-
Balance at 30 September 2020	346,310	(2,855,833)	1,184,045

	Capital redemption reserve £	Total £	Non-controlling interests £	Total equity £
Balance at 1 October 2018	114,750	(1,033,503)	562,490	(471,013)
Changes in equity				
Dividends	-	(86,814)	-	(86,814)
Total comprehensive income	-	(185,704)	22,497	(163,207)
Balance at 30 September 2019	114,750	(1,306,021)	584,987	(721,034)
Changes in equity				
Dividends	-	(66,039)	-	(66,039)
Total comprehensive income	-	161,332	84,638	245,970
Balance at 30 September 2020	114,750	(1,210,728)	669,625	(541,103)

The notes form part of these financial statements

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 October 2018	346,310	(1,831,313)	1,184,045
Changes in equity			
Total comprehensive income	-	(673,112)	-
Balance at 30 September 2019	346,310	(2,504,425)	1,184,045
Changes in equity			
Total comprehensive income	-	263,169	-
Balance at 30 September 2020	346,310	(2,241,256)	1,184,045
	Revaluation reserve £	Capital redemption reserve £	Total equity £
Balance at 1 October 2018	40,198	114,750	(146,010)
Changes in equity			
Total comprehensive income	-	-	(673,112)
Balance at 30 September 2019	40,198	114,750	(819,122)
Changes in equity			
Total comprehensive income	-	-	263,169
Balance at 30 September 2020	40,198	114,750	(555,953)

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Notes	2020 £	2019 £
Cash flows from operating activities			
Cash generated from operations	1	16,519	683,261
Interest paid		(126,220)	(70,935)
Tax paid		(1)	(102,298)
Government grants		244,669	-
Net cash from operating activities		<u>134,967</u>	<u>510,028</u>
Cash flows from investing activities			
Purchase of intangible fixed assets		-	(30,000)
Purchase of tangible fixed assets		(9,264)	(30,823)
Sale of tangible fixed assets		(878)	4,256
Interest received		12	73
Net cash from investing activities		<u>(10,130)</u>	<u>(56,494)</u>
Cash flows from financing activities			
New loans in year		300,000	-
Amount withdrawn by directors		(40,515)	-
Redemption of loan notes		(520,000)	(460,000)
Equity dividends paid		(66,039)	(86,814)
Net cash from financing activities		<u>(326,554)</u>	<u>(546,814)</u>
Decrease in cash and cash equivalents		<u>(201,717)</u>	<u>(93,280)</u>
Cash and cash equivalents at beginning of year	2	<u>415,805</u>	<u>509,085</u>
Cash and cash equivalents at end of year	2	<u><u>214,088</u></u>	<u><u>415,805</u></u>

The notes form part of these financial statements

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2020

1. RECONCILIATION OF PROFIT/(LOSS) BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	2020	2019
	£	£
Profit/(loss) before taxation	339,851	(40,620)
Depreciation charges	341,077	487,378
Loss on disposal of fixed assets	2,339	7,066
Movement in provisions	(50,613)	(10,068)
Goodwill impairment	19,000	-
Goodwill adj following impairment review	-	135,494
Government grants	(244,669)	-
Finance costs	126,220	188,870
Finance income	(12)	(73)
	<u>533,193</u>	<u>768,047</u>
Decrease in trade and other debtors	543,388	54,316
Decrease in trade and other creditors	(1,060,062)	(139,102)
	<u>16,519</u>	<u>683,261</u>
Cash generated from operations		

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 30 September 2020

	30.9.20	1.10.19
	£	£
Cash and cash equivalents	<u>214,088</u>	<u>415,805</u>

Year ended 30 September 2019

	30.9.19	1.10.18
	£	£
Cash and cash equivalents	<u>415,805</u>	<u>509,085</u>

The notes form part of these financial statements

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2020

3. ANALYSIS OF CHANGES IN NET FUNDS/(DEBT)

	At 1.10.19 £	Cash flow £	At 30.9.20 £
Net cash			
Cash at bank and in hand	415,805	(201,717)	214,088
	<u>415,805</u>	<u>(201,717)</u>	<u>214,088</u>
Debt			
Debts falling due within 1 year	-	(16,665)	(16,665)
Debts falling due after 1 year	-	(283,335)	(283,335)
	<u>-</u>	<u>(300,000)</u>	<u>(300,000)</u>
Total	<u>415,805</u>	<u>(501,717)</u>	<u>(85,912)</u>

The notes form part of these financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2020

1. **STATUTORY INFORMATION**

Opera Holdings 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 General Information page.

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 as modified by the revaluation of certain assets.

The directors believe that the company has adequate resources in place and has taken appropriate measures to manage the principal risks and uncertainties it faces as a result of the current Covid-19 pandemic. The company has taken advantage of support measures offered by the UK government and has amended its operational procedures in order to mitigate the financial impact to the business. Whilst trading has been interrupted, the company has continued to trade through these uncertain times.

The directors have considered all relevant matters and believe that the going concern basis continues to be appropriate when preparing these accounts.

Basis of consolidation

The group financial statements consolidate the accounts of Opera Holdings Limited and all its subsidiary undertakings made up to 30 September each year. The Group profit and loss account includes the results of all subsidiary undertakings for the period from the date of their acquisition and up to the date of disposal.

Turnover

Turnover represents the net invoiced sales of services, stated after trade discounts, other sales taxes and net of VAT, and fees and commissions receivable less a 5% provision for commissions received on indemnity terms.

Goodwill

Goodwill may arise on the acquisition of subsidiary and associated undertakings and interests in joint ventures. It represents the cost of fair value of the group share of tangible assets acquired. In accordance with Financial Reporting Standard 102 such goodwill is capitalised as an intangible fixed asset and amortised by equal instalments over its expected life. Furthermore, in accordance with Financial Reporting Standard 102 an impairment review has been undertaken to ensure that the value of goodwill in the balance sheet at 30 September 2020 is not considered to be in excess of the economic value, which is regarded as the estimated recoverable value. Goodwill is now being amortised over 5 or 10 years, which is the directors' view of the duration of the relevant business cycles.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Tangible fixed assets

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

Short leasehold	- over the term of the lease
Fixtures and fittings	- 33% on cost, 33.33% on cost, 20% on cost and 15% on cost

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

2. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, 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 statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

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

Investments

Investments held as fixed assets are stated at cost or valuation less provision for permanent diminution in value. Dividends are brought into the profit and loss account when received.

Hire purchase and leasing commitments

Rentals payable under operating lease are charged against income on a straight line basis over the lease term.

Financial instruments

Basic financial assets, which include debtors and cash and bank balances, 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 transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Government grants

Grant income is recognised on the accruals model. Where there are no future performance related conditions, income is recognised when the grant proceeds are received.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

3. TURNOVER

The turnover and loss are attributable to the two main activities of the group:

1/ Employment and recruitment agents.

2/ Providers of financial & management services.

An analysis of turnover by class of business is given below:

	2020	2019
	£	£
Employment and recruitment	12,020,662	15,136,533
Financial & management services	344,458	1,504,331
	<u>12,365,120</u>	<u>16,640,864</u>

4. OTHER OPERATING INCOME

	2020	2019
	£	£
Rents received	55,750	43,717
Sundry receipts	12,000	3,200
Sundry income	182	10
Government grants	244,669	-
	<u>312,601</u>	<u>46,927</u>

Other operating income includes £184,669 (2019 £NIL) from H M Government under the Job Retention Scheme and £60,000 (2019 £NIL) Business Grant Funds received from local authorities.

5. EMPLOYEES AND DIRECTORS

	2020	2019
	£	£
Wages and salaries	10,271,713	13,449,300
Social security costs	797,448	996,583
Other pension costs	48,465	123,391
	<u>11,117,626</u>	<u>14,569,274</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

5. **EMPLOYEES AND DIRECTORS - continued**

The average number of employees during the year was as follows:

	2020	2019
Administration	31	35
Sales	26	34
Temporary	394	613
	<u>451</u>	<u>682</u>

	2020	2019
	£	£
Directors' remuneration	107,219	110,023
Directors' pension contributions to money purchase schemes	<u>7,135</u>	<u>11,000</u>

The number of directors to whom retirement benefits were accruing was as follows:

	2020	2019
Money purchase schemes	<u>2</u>	<u>2</u>

6. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

	2020	2019
	£	£
Hire of plant and machinery	1,088	1,186
Other operating leases	-	(11,880)
Depreciation - owned assets	27,107	53,951
Loss on disposal of fixed assets	2,339	7,066
Goodwill amortisation	313,970	433,426
Auditors' remuneration	32,555	36,199
Operating lease rentals - Land & buildings	<u>173,614</u>	<u>246,314</u>

7. **INTEREST PAYABLE AND SIMILAR EXPENSES**

	2020	2019
	£	£
'Invoice discounting interest	13,368	25,346
Other interest	4,990	3,181
Series A loan note interest	619	40,181
Series B loan note interest	<u>107,243</u>	<u>120,162</u>
	<u>126,220</u>	<u>188,870</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

8. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2020 £	2019 £
Current tax:		
UK corporation tax	126,050	125,227
Adjustment re previous years	(29,550)	-
Total current tax	96,500	125,227
Deferred tax	(2,620)	(2,640)
Tax on profit/(loss)	93,880	122,587

UK corporation tax has been charged at 19% (2019 - 19%).

Reconciliation of total tax charge included in profit and loss

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

	2020 £	2019 £
Profit/(loss) before tax	339,851	(40,620)
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	64,572	(7,718)
Effects of:		
Expenses not deductible for tax purposes	855	3,036
Income not taxable for tax purposes	(38)	(30)
Depreciation in excess of capital allowances	2,549	3,423
Goodwill on consolidation	58,514	107,145
Deferred tax movement	(2,620)	(2,404)
Movement on indemnity provision	(402)	(147)
Loss to be surrendered to group company	-	29,316
Adjustment to subsidiary tax	-	(10,034)
Prior year adjustment	(29,550)	-
Total tax charge	93,880	122,587

9. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

10. DIVIDENDS

	2020	2019
	£	£
Minority interest dividend	<u>£66,039</u>	<u>£86,814</u>

No dividends have been paid in respect of the cumulative preference shares since 31 December 2011.

11. INTANGIBLE FIXED ASSETS

Group

	Goodwill £
COST	
At 1 October 2019	3,697,037
Impairments	(19,000)
At 30 September 2020	<u>3,678,037</u>
AMORTISATION	
At 1 October 2019	1,516,251
Amortisation for year	313,970
At 30 September 2020	<u>1,830,221</u>
NET BOOK VALUE	
At 30 September 2020	<u>1,847,816</u>
At 30 September 2019	<u>2,180,786</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

12. TANGIBLE FIXED ASSETS

Group

	Short leasehold £	Fixtures and fittings £	Totals £
COST			
At 1 October 2019	46,301	280,960	327,261
Additions	-	9,264	9,264
Disposals	-	(17,450)	(17,450)
At 30 September 2020	46,301	272,774	319,075
DEPRECIATION			
At 1 October 2019	37,992	242,482	280,474
Charge for year	6,030	21,077	27,107
Eliminated on disposal	-	(15,989)	(15,989)
At 30 September 2020	44,022	247,570	291,592
NET BOOK VALUE			
At 30 September 2020	2,279	25,204	27,483
At 30 September 2019	8,309	38,478	46,787

Company

	Short leasehold £	Fixtures and fittings £	Totals £
COST			
At 1 October 2019	18,168	176,696	194,864
Additions	-	4,860	4,860
Disposals	-	(4,080)	(4,080)
At 30 September 2020	18,168	177,476	195,644
DEPRECIATION			
At 1 October 2019	15,550	171,755	187,305
Charge for year	1,210	3,353	4,563
Eliminated on disposal	-	(4,080)	(4,080)
At 30 September 2020	16,760	171,028	187,788
NET BOOK VALUE			
At 30 September 2020	1,408	6,448	7,856
At 30 September 2019	2,618	4,941	7,559

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

13. **FIXED ASSET INVESTMENTS**

Company

	Unlisted investments £
COST OR VALUATION	
At 1 October 2019	4,714,931
Impairments	(61,274)
	<hr/>
At 30 September 2020	4,653,657
	<hr/>
NET BOOK VALUE	
At 30 September 2020	4,653,657
	<hr/>
At 30 September 2019	4,714,931
	<hr/>

Cost or valuation at 30 September 2020 is represented by:

	Unlisted investments £
Valuation in 2020	4,653,657
	<hr/>

The company's investments in subsidiary companies represent the costs of acquisition of the whole of the issued share capital together with revaluations of the following companies:

Freight Personnel Limited	£24,998
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The following companies are all included in the consolidation and have the same registered office as the parent, details of which can be found on the company information page.

The group or the company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Subsidiaries

Claritas Asset Management Limited

Registered office:

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

13. **FIXED ASSET INVESTMENTS - continued**

Enhance Payroll Solutions Limited

Registered office:

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

Freight Personnel Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

Driving Personnel Limited

Registered office:

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

Management Personnel Limited

Registered office:

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

Merlin Financial Consultants Limited

Registered office:

Nature of business: Provision of financial services

	%
Class of shares:	holding
Ordinary	75.00

ProHealthCare Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

Recruitment Solutions Limited

Registered office:

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

13. **FIXED ASSET INVESTMENTS - continued**

Total Staff Services UK Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

The Workbank Recruitment Consultancy Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

For the year ended 30 September 2020 The Workbank Recruitment Consultancy Limited was entitled to exemption from audit under S479A of the Companies Act 2006 relating to subsidiary companies.

Opera Holdings Limited has provided a guarantee over all liabilities of The Workbank Recruitment Consultancy Limited at 30 September 2020.

Workworld Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

For the year ended 30 September 2020 Workworld Limited was entitled to exemption from audit under S479A of the Companies Act 2006 relating to subsidiary companies.

Opera Holdings Limited has provided a guarantee over all liabilities of Workworld Limited at 30 September 2020.

Staff Call Recruitment Specialists Limited

Registered office:

Nature of business: Employment and recruitment agents

	%
Class of shares:	holding
Ordinary	100.00

For the year ended 30 September 2020 Staff Call Recruitment Specialists Limited was entitled to exemption from audit under S479A of the Companies Act 2006 relating to subsidiary companies.

Opera Holdings Limited has provided a guarantee over all liabilities of Staff Call Recruitment Specialists Limited at 30 September 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

13. FIXED ASSET INVESTMENTS - continued

Richmond Nursing Agency Limited

Registered office: UK

Nature of business: Employment and recruitment agents

Class of shares:	%
Ordinary	holding 75.00

14. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Trade debtors	1,035,419	1,558,665	-	-
Other debtors	5,739	24,671	-	16,950
Amounts due from group undertakings	-	-	6,975	91,162
Prepayments	321,195	322,407	203,871	193,482
	<u>1,362,353</u>	<u>1,905,743</u>	<u>210,846</u>	<u>301,594</u>

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Bank loans and overdrafts (see note 17)	16,665	-	3,333	-
Trade creditors	123,326	162,232	44,827	67,781
Corporation tax	230,773	134,274	-	-
Social security and other taxes	657,765	700,690	66,970	59,476
Other creditors (see note 17)	624,261	1,548,427	414,231	1,211,381
Amounts due to group undertakings	-	-	3,139,185	2,249,304
Loan notes (Series A)	-	300,000	-	300,000
Loan notes (Series B)	520,000	220,000	520,000	220,000
Directors' current accounts	-	40,515	-	40,515
Accrued expenses	623,543	677,608	377,329	322,631
	<u>2,796,333</u>	<u>3,783,746</u>	<u>4,565,875</u>	<u>4,471,088</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

16. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Bank loans (see note 17)	283,335	-	46,667	-
Loan notes (Series B)	800,000	1,320,000	800,000	1,320,000
	<u>1,083,335</u>	<u>1,320,000</u>	<u>846,667</u>	<u>1,320,000</u>

The loan notes (Series A) carried interest at 6% per annum and were repaid by quarterly instalments ending on 21 June 2020. The loan notes (Series B) carry interest at 6% per annum and are repayable by quarterly instalments which commenced on 21 June 2019 and end on 21 June 2023.

17. **LOANS**

An analysis of the maturity of loans is given below:

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Amounts falling due within one year or on demand:				
Bank loans	<u>16,665</u>	<u>-</u>	<u>3,333</u>	<u>-</u>
Amounts falling due between one and two years:				
Bank loans - 1-2 years	<u>60,000</u>	<u>-</u>	<u>10,000</u>	<u>-</u>
Amounts falling due between two and five years:				
Bank loans - 2-5 years	<u>180,000</u>	<u>-</u>	<u>30,000</u>	<u>-</u>
Amounts falling due in more than five years:				
Repayable by instalments				
Bank loans more 5 yr by instal	<u>43,335</u>	<u>-</u>	<u>6,667</u>	<u>-</u>

18. **LEASING AGREEMENTS**

Minimum lease payments fall due as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

Group

	Non-cancellable operating leases	
	2020	2019
	£	£
Within one year	68,928	138,360
Between one and five years	1,067	47,294
	<u>69,995</u>	<u>185,654</u>

Company

	Non-cancellable operating leases	
	2020	2019
	£	£
Within one year	30,148	43,194
Between one and five years	-	30,148
	<u>30,148</u>	<u>73,342</u>

19. SECURED DEBTS

The company administers a receivables finance agreement with Lloyds Commercial Finance Limited on behalf of the following group companies : The Workbank Recruitment Consultancy Limited, Workworld Limited, Total Staff Services UK Limited, ProHealthCare Limited, Staff Call Recruitment Specialists Limited, Freight Personnel Limited and Richmond Nursing Agency Limited. All amounts due to or owed by these group companies under the agreement are reflected in the accounts of Opera Holdings Limited.

At 30 September 2020 the group owed £264,790 (2019 - £1,100,702) under the agreement. This amount is included in other creditors due in less than one year.

The liability is secured by a debenture giving a fixed and floating charge over the assets of each group company covered by the agreement with each company having a cross guarantee with the other companies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

20. PROVISIONS FOR LIABILITIES

Group	Deferred Tax £	Indemnity Provision £	Dilapid- ations £	Total £
At 1 October 2019	5,928	2,118	158,363	166,409
Arising	38	-	3,758	3,796
Utilised or released	(2,657)	(2,118)	(52,255)	(57,030)
At 30 September 2020	<u>3,309</u>	<u>-</u>	<u>109,866</u>	<u>113,175</u>

Company	Dilapid- ations £	Total £
At 1 October 2019	86,667	86,667
Arising	(41,678)	(41,678)
At September 2020	<u>44,989</u>	<u>44,989</u>

Provision is made for indemnity commission which could be clawed back as a result of the cancellation of policies. Due to the nature of the provisions it is not possible to assess the timing of any payment.

The provision against dilapidations relates to the estimated claims for dilapidations of the group's leasehold properties which fall due at various dates between October 2020 and November 2025.

21. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value:	2020	2019
Number:	Class:		£	£
236,060	Ordinary	£1	236,060	236,060
110,250	Preference	£1	110,250	110,250
			<u>346,310</u>	<u>346,310</u>

The ordinary shares have attached to them full voting, dividend and capital distribution rights.

The holders of the preference shares are not entitled to vote at any general meeting and the payment and rate of any dividend is entirely at the directors' discretion. The company has the right to redeem the preference shares at any time.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020

22. RESERVES

Group

	Retained earnings £	Share premium £	Capital redemption reserve £	Totals £
At 1 October 2019	(2,951,126)	1,184,045	114,750	(1,652,331)
Profit for the year	161,332			161,332
Dividends	(66,039)			(66,039)
At 30 September 2020	<u>(2,855,833)</u>	<u>1,184,045</u>	<u>114,750</u>	<u>(1,557,038)</u>

Company

	Retained earnings £	Share premium £	Revaluation reserve £	Capital redemption reserve £	Totals £
At 1 October 2019	(2,504,425)	1,184,045	40,198	114,750	(1,165,432)
Profit for the year	263,169				263,169
At 30 September 2020	<u>(2,241,256)</u>	<u>1,184,045</u>	<u>40,198</u>	<u>114,750</u>	<u>(902,263)</u>

23. NON-CONTROLLING INTERESTS

The minority interest represents:

1/ 25% (2019- 25%) of the ordinary issued share capital of Merlin Financial Consultants Limited.

2/ 25% (2019 - 25%) of the ordinary issued share capital of Richmond Nursing Agency Limited.

	2020 £	2019 £
Balance at beginning of year	584.987	562.790
Movement in year	<u>85.217</u>	<u>22.497</u>
Balance at end of year	<u>£670.204</u>	<u>£584.987</u>

24. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

Entities with control, joint control or significant influence over the entity

The company leases office premises from Earn & Learn Limited at a rent of £42,000 per annum (2019 £42,000). The directors are also directors and shareholders of Earn & Learn Limited. The transactions were undertaken under normal trading arrangements and any amounts owing are interest free and are repayable on demand. The amount outstanding at 30 September 2020 was £(1,666) (2019 £1,710).

Artisan Contract Services Limited, a company in which Mr J A Plinston and Mr A Gunn-Forbes were directors and shareholders, made a further loan of £25,000 to the company during the year. The amount outstanding at 30 September 2020 was £105,000 (2019 £80,000). During the year interest amounting to £4,661 (2019 £2,400) was paid to Artisan Contract Services Limited.

The group was charged £4,500 (2019 £18,000) for management fees by John Plinston Limited, a company in which Mr J A Plinston is a director and shareholder. The transactions were undertaken under normal trading arrangements and any amounts owing are interest free and are repayable on demand. The total amount outstanding at 30 September 2020 was £NIL (2019 £NIL).

Entities over which the entity has control, joint control or significant influence

The company received management charges of £8,231 (2019 £26,517) from Merlin Financial Consultants Limited, a 75% owned subsidiary. The transactions were undertaken under normal trading arrangements and any amounts owing are interest free and are repayable on demand. In addition, the company received interest free loans from Merlin Financial Consultants Limited and the total amount outstanding at 30 September 2020 was £299,962 (2019 £274,376).

The company received management charges of £222,395 (2019 £217,794) from Richmond Nursing Agency Limited, a 75% owned subsidiary. The transactions were undertaken under normal trading arrangements and any amounts owing are interest free and are repayable on demand. In addition, the company received interest free loans from Richmond Nursing Agency Limited and the total amount outstanding at 30 September 2020 was £2,444,153 (2019 £1,807,662).

25. ULTIMATE CONTROLLING PARTY

In the opinion of the directors the company has no single controlling party.

The directors jointly hold 81.67% (2019 - 81.67%) of the issued ordinary share capital of the company.