

Registered number
11111446

FOS HOLDINGS PLC
Report of the Directors
Half Year Unaudited Consolidated Financial Statements
30 June 2020

FOS HOLDINGS PLC
Report and accounts
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FOS HOLDINGS PLC
Company Information

Directors

N Johns
P Tucker
M Battles
K Napaul (appointed 15 February 2020)
J Cook

Secretary

J Cook (appointed 18 October 2019)

Auditors

Trevor Jones and Partners LTD
Springfield House
99-101 Crossbrook Street
Waltham Cross
EN8 8JR

Bankers

HSBC Bank UK PLC
6th Floor
71 Queen Victoria Road
London
EC4V 4AY

Accountants

Affirm Accountants Limited
Unit 14 Garth Business 193
Garth Road
Morden
Surrey
SM4 4LZ

Registered office

Unit 14 ,Garth Business Centre
Garth Road
Morden
Surrey
SM4 4LZ

Registered number

11111446

REVIEW OF BUSINESS

The directors present their strategic report of the company and the group for the period 1 January 2020 to 30 June 2020.

The Group's activity during the first half of the year continued to be on the production of film. The Group has a number of ongoing films in production and has also diversified by acquiring selected companies that operate within and outside of the core Film and Media businesses.

Throughout the six months ending June 2020, the company focused on Film and Theatre Production but has also developed its model into five separate divisions: FOS Productions Ltd, FOS Ventures Ltd, FOS Medical Ltd, FOS Developments Ltd and FOS Franchising Ltd and under each division head sits a number of companies relative to that sector.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the management.

Our planned application for a listing on the Cyprus Stock Exchange was delayed due to COVID as like many countries Cyprus was in lockdown for a considerable number of weeks which unfortunately delayed our listing. Our admission document will be submitted by our Cyprus lawyers within the course of the next few weeks, now that we have finalised our dec31st 2019 year end accounts and these half yearly unaudited accounts.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks faced by the company and its responses thereto are summarised in this analysis. Not all these factors are within the management's control and there may be risks and uncertainties which are unknown to the company. Other risks may not be deemed relevant now but may turn out to be significant in the future.

A number of factors influence and could influence the Group's operations and financial performance and ultimately the Company's ability to pay dividends. The Directors consider the following risks to be the most significant for potential investors in the Company. The following factors do not purport to be a complete list or explanation of all the risk factors involved in investing in the Company. In particular, the Group's performance may be affected by changes in the market and/or economic conditions in legal, regulatory and tax requirements. Prospective investors should be aware that an investment in the Company involves a higher than normal degree of risk. In addition to the other information contained in this document, the following risk factors should be considered carefully in evaluating whether to make an investment in the Company.

Additional risks and uncertainties not presently known to the Group or the Directors or, that they currently deem immaterial may also impair the Group's business operations. The financial condition or result of operations of the Group could be materially and adversely affected by any of these risks.

DEPENDENCE ON DIRECTORS AND MANAGEMENT TEAM

To a large extent, the Group's success will depend on the abilities and continued efforts of the Board and the management team. The management team and the Board include qualified personnel with experience across a range of industries. The loss of any director or key manager may adversely affect the Group's operations and competitiveness in the market.

The Group will strive to minimise this risk by ensuring that it has the ability to retain key people but it may need to offer higher compensation and other benefits, such as option shares, in order to attract and retain and motivate the key management.

EXPOSURE TO FOREIGN EXCHANGES RISK

The costs of production and the income earned from the distribution of films may be denominated in a number of foreign currencies. Whilst the Company may enter into forward currency contracts to partially mitigate these risks, there remains a risk that significant movements in foreign exchange rates may adversely affect the Company's future financial performance.

RISKS RELATING TO OPERATING HISTORY, PAST AND FUTURE PERFORMANCE

The Company is still in the early stage and the recent acquisition of revenue generating businesses with established trading records has helped in contributing to group turnover and profitability.

FOS HOLDINGS PLC

Strategic Report

The Company's actual performance could differ materially from projections. The Company will be operating in a competitive industry where the commercial risks are high. Audience reaction, initial reviews and public taste cannot be predicted. Any investment in a film production business such as the Company is, therefore, highly speculative and no guarantee of any return may be given.

However, the Company has been focusing on acquisition both within and outside the core business which will help in generating cash flows and going concern.

FOS PRODUCTIONS LIMITED

The film industry is a high-risk sector and there is a significant risk that the Company may lose part or all its investment in any or all the films on the Slate.

The success of any of the films on the Slate will depend on the Company (or any subsidiaries it incorporates for the purposes of producing such films) entering into definitive and effective legal documentation with third parties. The Company has not yet engaged all the relevant parties for all the films set out on the Slate, therefore the inability of the Company or its subsidiaries to enter into such legally binding documentation will have a detrimental effect on the relevant film's success

The budget for any or all the films on the Slate may be exceeded, for example as a result of production delays caused by events such as natural disasters, strikes, illness or death or suspension for misconduct of leading actors and production staff and the sales for the film may not achieve anticipated levels. Where possible the Company will ensure that suitable insurance cover will be obtained but such insurance may not be sufficient to cover all losses or risks

There is a risk that any or all the films on the Slate may not be completed notwithstanding those funds were employed in its or their development and production, in which case, the Company could lose all of its investment in the subsidiary company.

The Company may use funds to finance significant pre-production costs of one or more films on the Slate, but ultimately the subsidiary company may be unable to proceed to complete the production of such film or films.

All the above risks relating to the film industry could have a material adverse impact on the relevant subsidiary and therefore the Group's operations and its financial position.

Production Risk

Delays to filming or other circumstances, such as rights clearance issues, can stop production in its tracks with resultant adverse effects on the profitability of the production subsidiary

Performance Risk

The profitability of a production will be based on its performance at the box office, and, later, from the sales of DVD and TV rights. It is the flow of gross receipts that will cover the cost of making the film.

EXPOSURE TO LIQUIDITY RISKS

If a claim is brought by a third party that a film production is defamatory, libelous, obscene or infringes the rights of a third party, this could adversely affect the revenues the Company or the relevant subsidiary derives from it. However, film production companies customarily take out an errors and omissions insurance policy, as part of the overall 'Producers' Film Production Insurance Package', which will cover this type of risk. Notwithstanding the potential insurance recovery, such claims may damage the reputation of the Group and have a material adverse impact on its future operations.

Risks relating to FOS Medical Ltd

The healthcare sector is characterised by rapid technological changes, frequent new product introductions and enhancements and evolving industry standards.

In particular, the Group's Stem Cell Business Unit may be affected by the emergence of disruptive stem cell technologies. Future developments in the stem cell therapies market could potentially impact revenue generation from one or more stem cell-based therapies if approved and made available within regions where group companies offer therapies (i.e. the Bahamas) or from which it draws upon for its patients that are treated in the Bahamas.

Technologies such as allogeneic (non-patient derived) therapies may provide viable alternatives as an 'off the shelf' therapy once technical difficulties around safe supply (such as preservation and quality of cell product) and concerns over immune-rejection are overcome. Induced pluripotent stem cells (iPSC) offer an alternative patient derived therapy product, potentially overcoming immune-rejection challenges presented by allogeneic treatments. Substantial developments in these fields could alter the stem cell therapy landscape with respect to the treatment of specific medical conditions for which therapies are able to be developed. These may compete with particular therapies on offer, or any potential future therapies that may be under commercial development, by group companies and future partners in the Bahamas.

The Group may encounter unforeseen operational, technical, and other challenges as their products and services are deployed and tested, some of which may cause significant delays, trigger contractual penalties, or result in unanticipated expenses and/or damage to the Group's reputation. The Group may also be liable for product warranty claims as a result of defects or failures of such new products and services, which may prove costly in terms of litigation or settlement costs, reputational damage, loss of business to competitors, damage to relationships with suppliers and time devoted to remediation of any such defects or failures. The occurrence of any of these events may have a material adverse effect on the Group's business, results of operation and prospects.

Failure to adequately protect the Group's intellectual property rights may adversely affect the Group's business. The Group's success depends in part on its ability to protect its intellectual property rights. If the Group fails to adequately protect its intellectual property rights, competitors may imitate or use its intellectual properties without its authorisation. The Group may not be able to identify any unauthorised use of its intellectual property or take appropriate actions in a timely manner, and investigations and disputes relating to the unauthorised use of its intellectual property may be time consuming and costly.

Changes in laws and regulations may have adverse impact on the Group's financial condition, business, prospects and results of operations

The Group's operations are subject to laws and regulatory restrictions governing its multiple product and service lines, clinical infrastructure, medical IP, supply and distribution, product development, production, environmental protection, occupational health, safety, toxic substances, and other matters. Although the Directors intend that all activities be carried out in accordance with applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Group's trading activities. The occurrence of any of the above events may have a material adverse impact on the Group's business, financial condition, results of operations or prospects.

Risks relating to FOS Ventures Ltd

Risks in relation to specific investments and the level of investment made will relate to each individual transaction. Investments made to take minority stakes may have less significant impact on the group's overall business whereas a majority interest in any specific investment may provide a greater risk to the group in support of such investment.

Risks relating to FOS Franchising Ltd

Not all franchising of selected group products once identified as suitable for Franchising, may be successful. Each franchising model will require capital and the development of individual franchise systems and satisfying regulatory obligation on a product by product basis.

Stock Exchange risk

The price of the Company's shares may decline due to general market sentiment as well as an imbalance between potential buyers and sellers of the Company's shares. Additionally, a lack of adequate liquidity in the market may mean that investors are unable to dispose of their shares at either the time or value they seek.

Risks relating to taxation

Changes in government or government policy could affect the tax treatment of any of the films comprised on the Slate and any investments. This could have a material effect on the performance of the Company and any investment in the Company

Risks relating to returns

In circumstances where the Company seeks funding from sources other than from its Shareholders, these may need to be repaid in preference to any payment to shareholders. This will reduce the amounts of any revenues from any of the films on the Slate available to the Company.

Economic risk

Inflation and economic risk could increase the costs of operations within the group. Deflation could reduce the value of an investment in the Company and any return that may be achieved

FINANCIAL REVIEW

Turnover for the period was £5,011,136 (Nil Turnover 2019) , resulting in a gross profit margin of £751,338 (loss -£72,626 at Dec 31 2019). The operating profit for the period was £198,156 (£403,393 loss at Dec 31 2019). The net financial profit for the period was £169,900 (-£2,717,669 at Dec 31 2019).

TRADING STATEMENT:

Subsequent to these 30 June 2020 period end unaudited Accounts, the company has made a number of significant acquisitions in the first quarter of 2020, along with changes to the group structure, which will add both Balance Sheet value and Turnover to the groups consolidated accounts in 2020 and beyond.

Despite the financial downturn caused by the Covid-19 pandemic, the Directors believe that that whilst film and theatre operations have been severely curtailed, making revenue generation from this sector difficult for some time to come, other acquisitions made in early 2020 have not materially been affected, and revenue continues to be generated.

The Directors also believe that the company's diverse portfolio will weather the current financial conditions and set a strong base for future growth and success.

SUBSEQUENT EVENTS DISCLOSURE

The COVID 19 pandemic has developed rapidly during the reporting period with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity. The group has taken advantages of the various government scheme for the running of the day to day business

There have been a number of measures to monitor and mitigate the effects of COVID 19 such as safety and health measures within group companies and securing (where possible) the supply of materials that are essential to any production processes.

At this stage, the impact on our group companies and results has not been significant, and based on our experience to date, we expect this to remain the case. We will continue to follow the various government policies and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our people.

ON BEHALF OF THE BOARD



Nevern Johns - Director
20-Sep-2020

FOS HOLDINGS PLC

Registered number: 11111446

Directors' Report

The directors present their report and financial statements for the period ended 30 June 2020.

INCORPORATION

The group was incorporated on 14 December 2017 and the principal activities continued to be in the film and theatre business.

DIVIDENDS

The Directors do not recommend the payment of a dividend

Directors

The following persons served as directors during the period:

N Johns P Tucker M Battles J Cook

K Napaul (appointed 15 February 2020)

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 (Financial Reporting Standard 102 and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION BY THE DIRECTORS

So far as the directors are aware, there is no relevant financial information (as defined by Section 418 of the Companies Act 2006) of which Affirm Accountants Ltd are unaware of, 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 information and to establish that Affirm Accounts are aware of that information to enable them to prepare these unaudited accounts.

AUDITORS

The auditors, Trevor Jones & Partners Ltd, have been proposed and are expected to be re-appointed at the forthcoming Annual General Meeting on the 30th September 2020.

ON BEHALF OF THE BOARD



Nevern Johns
Director

FOS HOLDINGS PLC
Independent unaudited report
to the members of FOS HOLDINGS PLC

Opinion

We have prepared the unaudited financial statements of FOS HOLDINGS PLC for the period ended 30 June 2020 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and 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 FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

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 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 accountant'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 accountancy work, for this report, or for the opinions we have formed.

We have not carried out an audit or any other review, and consequently we do not express any opinion on these accounts.

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 were:

- 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 company'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 other information comprises the information included in the report and financial statements, other than the financial statements and our report thereon. The directors are responsible for the other information.

Our work undertaken 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 work undertaken 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 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.

FOS HOLDINGS PLC
Independent unaudited report
to the members of FOS HOLDINGS PLC

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the preparation of the financial statements:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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.

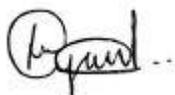
In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Accountant's responsibilities for the preparation of the financial statements

Our objectives are to obtain reasonable assurance about whether the unaudited financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that the preparation of unaudited accounts 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.



Khalid Napaul
FCCA for and on
behalf of
Affirm Accountants Limited
Chartered Certified
Accountants.

FOS HOLDINGS PLC
Income Statement
for the period from 1 January 2020 to 30 June 2020

	Notes	<i>six</i> <i>month</i> 2020 £	<i>nine</i> <i>month</i> 2019 £
Turnover	4	5,011,136	-
Cost of sales		(4,259,798)	(72,626)
Gross profit/(loss)		<u>751,338</u>	<u>(72,626)</u>
Administrative expenses		(553,182)	(330,767)
Operating profit/(loss)	5	<u>198,156</u>	<u>(403,393)</u>
Impairment of investment		-	(2,314,276)
Interest payable	8	(28,256)	-
Profit/(loss) on ordinary activities before taxation		<u>169,900</u>	<u>(2,717,669)</u>
Profit/(loss) for the period		<u>169,900</u>	<u>(2,717,669)</u>

FOS HOLDINGS PLC
Statement of comprehensive income
for the period from 1 January 2020 to 30 June 2020

	<i>six</i> <i>month</i>	<i>nine</i> <i>month</i>
Notes	2020	2019
	£	£
Profit/(loss) for the period	169,900	(2,717,669)
Other comprehensive income		
Total comprehensive income for the period	<u>169,900</u>	<u>(2,717,669)</u>

FOS HOLDINGS PLC
Consolidated statement of financial position
as at 30 June 2020

	Notes	<i>six</i> <i>month</i> 2020 £	<i>nine</i> <i>month</i> 2019 £
Fixed assets			
Intangible assets	10	116,107	-
Tangible assets	12	40,066	-
Investment	13	<u>80,000,000</u>	<u>-</u>
		80,156,173	-
Current assets			
Stocks	14	1,355,086	-
Debtors	15	1,376,694	-
Cash at bank and in hand		<u>354,970</u>	<u>7,442</u>
		3,086,750	7,442
Creditors: amounts falling due within one year			
	16	(1,740,617)	(350,899)
Net current assets/(liabilities)		<u>1,346,133</u>	<u>(343,457)</u>
Total assets less current liabilities		<u>81,502,306</u>	<u>(343,457)</u>
Creditors: amounts falling due after more than one year			
	17	(406,553)	-
Net assets/(liabilities)		<u>81,095,753</u>	<u>(343,457)</u>
Capital and reserves			
Called up share capital	19	1,808,250	1,189,398
Share premium	20	78,717,876	2,658,516
Profit and loss account	21	569,627	(4,191,371)
Total equity		<u>81,095,753</u>	<u>(343,457)</u>



Nevern Johns
 Director
 Approved by the board on 20 September 2020

FOS HOLDINGS PLC
Company statement of financial position
as at 30 June 2020

	Notes	<i>six</i> <i>month</i> 2020 £	<i>nine</i> <i>month</i> 2019 £
Fixed assets			
Investment	13	<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>
Current assets			
Debtors	15	29,190	4,986
Investments held as current assets		1,079,696	-
Cash at bank and in hand		<u>1,410</u>	<u>5,794</u>
		1,110,296	10,780
Creditors: amounts falling due within one year			
	16	(351,014)	(190,085)
Net current assets/(liabilities)		<u>759,282</u>	<u>(179,305)</u>
Net assets/(liabilities)		<u>352,731</u>	<u>(179,303)</u>
Capital and reserves			
Called up share capital	19	1,808,250	1,189,398
Share premium	20	1,487,602	1,409,512
Profit and loss account	21	(2,943,121)	(2,778,213)
Total equity		<u>352,731</u>	<u>(179,303)</u>



Nevern Johns
 Director
 Approved by the board on 20 September 2020

FOS HOLDINGS PLC
Consolidated statement of changes in Equity
for the period from 1 January 2020 to 30 June 2020

	Share capital	Share premium	Profit and loss account	Total
	£	£	£	£
At 1 April 2019	100,592	1,128,692	(1,473,702)	(244,418)
Loss for the period			(2,717,669)	(2,717,669)
Shares issued	1,088,806	1,529,824		2,618,630
At 31 December 2019	<u>1,189,398</u>	<u>2,658,516</u>	<u>(4,191,371)</u>	<u>(343,457)</u>
At 1 January 2020	1,189,398	2,658,516	399,727	4,247,641
Profit for the period			169,900	169,900
Shares issued	618,852	76,059,360		76,678,212
At 30 June 2020	<u>1,808,250</u>	<u>78,717,876</u>	<u>569,627</u>	<u>81,095,753</u>

FOS HOLDINGS PLC
Consolidated Statement of Cash Flows
for the period from 1 January 2020 to 30 June 2020

Notes	6 months 2020 £	9 months 2019 £
Operating activities		
Profit/(loss) for the period	169,900	(2,717,669)
Adjustments for:		
Impairment of investment	-	2,314,276
Interest payable	28,256	-
Depreciation	40,298	-
Amortisation of goodwill	14,966	-
Increase in stocks	(1,355,086)	-
Decrease in debtors	279,772	64,350
Increase/(decrease) in creditors	<u>1,103,928</u>	<u>(40,898)</u>
	282,034	(379,941)
Interest paid	(26,530)	-
Interest element of finance lease payments	(1,726)	-
Corporation tax paid	<u>-</u>	<u>-</u>
Cash generated by/(used in) operating activities	<u>253,778</u>	<u>(379,941)</u>
Investing activities		
Payments to acquire intangible fixed assets	-	-
Payments to acquire tangible fixed assets	-	-
Payments to acquire investment properties	-	-
Payments to acquire investments	-	-
Proceeds from sale of intangible fixed assets	-	-
Proceeds from sale of tangible fixed assets	-	-
Proceeds from sale of investment properties	-	-
Proceeds from sale of investments	-	-
	<u>-</u>	<u>-</u>
Cash generated by investing activities	<u>-</u>	<u>-</u>
Financing activities		
Proceeds from the issue of shares	-	276,013
Proceeds from new loans	93,750	51,224
	<u>93,750</u>	<u>327,237</u>
Cash generated by financing activities	<u>93,750</u>	<u>327,237</u>
Net cash generated/(used)		
Cash generated by/(used in) operating activities	253,778	(379,941)
Cash generated by financing activities	93,750	327,237
	<u>347,528</u>	<u>(52,704)</u>
Net cash generated/(used)	<u>347,528</u>	<u>(52,704)</u>
Cash and cash equivalents at 1 January	<u>7,442</u>	<u>60,146</u>
Cash and cash equivalents at 30 June	<u>354,970</u>	<u>7,442</u>
Cash and cash equivalents comprise:		
Cash at bank	354,970	7,442

FOS HOLDINGS PLC
Company Statement of Cash Flows
for the period from 1 January 2020 to 30 June 2020

	Notes	6 months 2020 £	9 months 2019 £
Operating activities			
Loss for the period		(164,908)	(2,652,099)
Adjustments for:			
Impairment of investment		-	2,314,276
Interest payable		28,256	-
Impairment provision		14,966	-
Decrease in debtors		-	59,685
Increase in creditors		<u>210,788</u>	<u>187,992</u>
		89,102	(90,146)
Interest paid		(26,530)	-
Interest element of finance lease payments		<u>(1,726)</u>	-
Cash generated by/(used in) operating activities		<u>60,846</u>	<u>(90,146)</u>
Investing activities			
Investments		-	(2,314,276)
Cash used in investing activities		<u>-</u>	<u>(2,314,276)</u>
Financing activities			
Proceeds from new loans		-	<u>36,504</u>
Cash generated by financing activities		<u>-</u>	<u>36,504</u>
Net cash generated/(used)			
Cash generated by/(used in) operating activities		60,846	(90,146)
Cash generated by financing activities		-	36,504
Net cash generated/(used)		<u>60,846</u>	<u>(53,642)</u>
Cash and cash equivalents at 1 January		59,436	59,436
Cash and cash equivalents at 30 June		<u>1,410</u>	<u>5,794</u>

FOS HOLDINGS PLC
Company statement of changes in Equity
for the period from 1 January 2020 to 30 June 2020

	Share capital	Share premium	Profit and loss account	Total
	£	£	£	£
At 1 April 2019	100,592	-		100,592
At 31 December 2019	<u>1,189,398</u>	<u>-</u>	<u>-</u>	<u>1,189,398</u>
At 1 January 2020	1,189,398	-	-	1,189,398
Loss for the period			(164,908)	(164,908)
Shares issued	<u>618,852</u>	<u>76,059,360</u>		<u>76,678,212</u>
At 30 June 2020	<u>1,808,250</u>	<u>76,059,360</u>	<u>(164,908)</u>	<u>77,702,702</u>

FOS HOLDINGS PLC
Notes to the Accounts
for the period from 1 January 2020 to 30 June 2020

1 STATUTORY INFORMATION

FOS Holdings Plc is a private company, 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.

These consolidated financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ('adopted IFRSs'). IFRSs comprise accounting standards issued by the International Accounting Standards Board, and its predecessor body as well as interpretations issued by the International Financial Reporting Interpretations Committee, and its predecessor body.

Basis of measurement and consolidation

These consolidated financial statements have been prepared under the historical cost convention, except where financial instruments are stated at their fair value.

The consolidated financial statements for the six month period ended 30 June 2020 include Fashion On Screen PLC and its subsidiaries. All intercompany balances and transactions have been eliminated on consolidation.

Subsidiaries are entities controlled by the group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Provisions

Provisions (ie liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of cost of funds and, where appropriate, the risks specific to the liability.

Taxation

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

FOS HOLDINGS PLC
Notes to the Accounts
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Deferred Tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet 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 period 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

Foreign Currencies

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction. At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

The functional currency for the group is GBP (£), which is the Group's functional currency and, unless otherwise indicated, rounded to the nearest £1.

Going Concern

The Group is dependent on the directors' continued support to meet the daily capital requirements of the company and their ability to finance the project in the future.

During the period, the group took advantage of the various government backed scheme to support the day to day running of the business and is in the process of applying for the 'future funds scheme'.

The Group is also seeking to raise funds by a rights issue to existing shareholders. The company plan to list on the Cyprus Stock Exchange. As a result of the above, the directors are confident about the future funding of the Group and to continue its operations for the foreseeable future. For this reason, the directors continue to adapt the going concern basis in preparing the financial statements.

Stocks

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first in first out method. The carrying amount of stock sold is recognised as an expense in the period in which the related revenue is recognised.

Traded and other receivables

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Traded and other payables

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

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Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet 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 period 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.

Depreciation

Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives.

Fixtures & fittings	5 years straight Line method
Motor vehicles	3 years straight Line method

Foreign currency translation

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction. At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight line basis over the lease term.

Pensions

Contributions to defined contribution plans are expensed in the period to which they relate.

3 Critical accounting estimates and judgements

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The company does not have any areas that require significant judgement and estimate.

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Notes to the Accounts
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4 Analysis of turnover	2020	2019
	£	£
Construction contract	4,295,329	
Book sale- Wholesale	15,595	
Income-Recycling	4,339	
Book sales	15,288	
Sales-Shop front	25,304	
Sales-Cafe	40,962	
Rental income	4,815	
Sales- Channels	<u>609,504</u>	<u>-</u>
	<u>5,011,136</u>	<u>-</u>
5 Operating loss	2020	2019
	£	£
This is stated after charging:		
Depreciation of owned fixed assets	34,605	-
Depreciation of assets held under finance leases and hire purchase contracts	5,693	-
Amortisation of goodwill	14,966	-
Accountants remuneration for audit services	30,000	20,000

FOS HOLDINGS PLC
Notes to the Accounts
for the period from 1 January 2020 to 30 June 2020

Carrying amount of stock sold	1,069,496	-
6 Directors' emoluments	2020	2019
	£	£
Emoluments	4,335	17,472
Number of directors to whom retirement benefits accrued:	2020	2019
	Number	Number
Defined contribution plans	1	-
7 Staff costs	2020	2019
	£	£
Wages and salaries	190,020	17,472
Social security costs	4,458	-
Other pension costs	4,921	-
	199,399	17,472
Average number of employees during the year	Number	Number
Administration	3	1
Development	2	-
Distribution	1	-
Manufacturing	4	-
	10	1
8 Interest payable	2020	2019
	£	£
Bank loans and overdrafts	26,530	-
Finance charges payable under finance leases and hire purchase contracts	1,726	-
	28,256	-
9 Taxation	2020	2019
	£	£
Analysis of charge in period	-	-
Tax on loss on ordinary activities	-	-
Factors affecting tax charge for period		
The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:		
	nine months	2019
	2020	£
	£	£
Profit/(loss) on ordinary activities before tax	169,900	(2,717,669)
Standard rate of corporation tax in the UK	19%	19%
	£	£

FOS HOLDINGS PLC
Notes to the Accounts
for the period from 1 January 2020 to 30 June 2020

Profit on ordinary activities multiplied by the standard rate of corporation tax	32,281	(516,357)
Effects of:		
Unrelieved loss carried forward	(32,281)	516,357
	<u> </u>	<u> </u>
Current tax charge for period	<u> </u>	<u> </u>

Factors that may affect future tax charges

10 Intangible fixed assets	£
Goodwill:	
Cost	
At 1 January 2020	<u>224,488</u>
At 30 June 2020	<u>224,488</u>
Amortisation	
At 1 January 2020	93,415
Provided during the period	<u>14,966</u>
At 30 June 2020	<u>108,381</u>
Carrying amount	
At 30 June 2020	<u>116,107</u>
At 31 December 2019	<u>131,073</u>

Goodwill is being written off in equal annual instalments over its estimated economic life of 15 years.

11 Financial Risk Management

The Company's principal financial instruments comprise the financings from financial institution and the shareholder as well as cash and cash equivalents placed with financial institution. It also has payables which arise directly from its operations. These financial instruments expose the Company to the following risks: credit risk, market risk and liquidity risk.

The Group is not exposed to foreign exchange risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing these risks.

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations. The Group's credit risk arises principally from cash and cash equivalents and other financial assets. The Group's policy is to maintain its cash balance and other short term financial assets with a reputable banking institution and to monitor the placement of cash and other financial assets balances on an ongoing basis

Market risk is the risk that changes in market prices will affect the Group's income. Given the Group's current profile of financial instruments, the principal exposure is the risk of loss arising from fluctuations in the future cash flows or fair values of these financial instruments because of a change in profit rates.

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations from its financial liabilities. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities as they fall due.

FOS HOLDINGS PLC
Notes to the Accounts
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12 Tangible fixed assets

	Plant and machinery	Fixtures, fittings, tools and equipment	Total
	<i>At cost</i>	<i>At cost</i>	
	£	£	£
Cost or valuation			
At 1 January 2020	<u>17,080</u>	<u>193,874</u>	<u>210,954</u>
At 30 June 2020	<u>17,080</u>	<u>193,874</u>	<u>210,954</u>
Depreciation			
At 1 January 2020	8,569	122,021	130,590
Charge for the period	<u>5,693</u>	<u>34,605</u>	<u>40,298</u>
At 30 June 2020	<u>14,262</u>	<u>156,626</u>	<u>170,888</u>
Carrying amount			
At 30 June 2020	<u>2,818</u>	<u>37,248</u>	<u>40,066</u>
At 31 December 2019	<u>8,511</u>	<u>71,853</u>	<u>80,364</u>

13 Investments

Company	Investments in subsidiary undertakings £
Cost	
Additions	80,000,000
At 30 June 2020	<u>80,000,000</u>

The investment above is the purchase of the shares of the subsidiaries through a share swap agreement.

The company holds 20% or more of the share capital of the following companies:

Company	Shares held	
	Class	%
FOS Productions Ltd	Ordinary	100
FOS Will Ltd	Ordinary	100
FOS Revolution Ltd	Ordinary	100
Shaftesbury Avenue Ltd	Ordinary	100
FOS Ventures Ltd	Ordinary	100
FOS Franchising Ltd	Ordinary	100
Bookbarn International Limited	Ordinary	35
Battery Evolution Ltd	Ordinary	24
Littlelover Building Services Ltd	Ordinary	51
FOS Properties Ltd	Ordinary	51
Hydrogels Ltd	Ordinary	67
Zug Developments Ltd	Ordinary	35
Marcan Ltd	Ordinary	24
Vendrove Ltd	Ordinary	42
FOS Medical Ltd	Ordinary	100
FOS Developments Ltd	Ordinary	100

FOS HOLDINGS PLC
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14 Stocks	2020	2019
	£	£
Raw materials and consumables	30,425	-
Work in progress	31,594	-
Finished goods and goods for resale	<u>1,293,067</u>	<u>-</u>
	<u>1,355,086</u>	<u>-</u>

15 Debtors	nine months	2019
	2020	£
	£	
Group		
Trade debtors	1,279,245	-
Social security and other taxes	39,045	-
Prepayments and accrued income	<u>58,404</u>	<u>-</u>
	<u>1,376,694</u>	<u>-</u>
Company		
Social security and other taxes	-	4,986
Other debtors	-	-
Prepayments and accrued income	<u>29,190</u>	<u>-</u>
	<u>29,190</u>	<u>4,986</u>

16 Creditors: amounts falling due within one year	nine months	2019
	2020	£
	£	
Group		
Short term loans	-	51,224
Bank loans	161,014	-
Trade creditors	1,280,638	210,661
Other taxes and social security costs	20,664	7,474
Other creditors	72,030	-
Accruals and deferred income	30,271	81,540
Convertible loan	<u>176,000</u>	<u>-</u>
	<u>1,740,617</u>	<u>350,899</u>
Company		
Short term loans	-	36,504
Trade creditors	-	133,047
Other taxes and social security costs	-	-
Convertible loan	176,000	-
Other creditors	-	-
Accruals and deferred income	<u>14,000</u>	<u>20,534</u>
	<u>190,000</u>	<u>190,085</u>

FOS HOLDINGS PLC
Notes to the Accounts
for the period from 1 January 2020 to 30 June 2020

17 Creditors: amounts falling due after one year	2020	2019
	£	£
Bank loans	<u>406,553</u>	<u>-</u>

18 Loans	2020	2019
	£	£
Loans not wholly repayable within five years:		
Loan 1 (give details of repayment terms and interest rate)	<u>93,750</u>	<u>-</u>
Analysis of maturity of debt:		
Between one and two years	<u>17,038</u>	<u>-</u>

The bank loans are secured on ...

19 Share capital	Nominal	2020	2020	2019
	value	Number	£	£
Allotted, called up and fully paid:				
Ordinary shares	1p	180,825,010	<u>1,808,250</u>	<u>1,189,398</u>

During the year, 61,885,228 Ordinary shares of £0.01 each were allocated and fully paid at par.

20 Share premium	2020	2019
	£	£
At 1 January	2,658,516	1,128,692
Shares issued	76,059,360	1,529,824
At 30 June	<u>78,717,876</u>	<u>2,658,516</u>

21 Profit and loss account	2020	2019
	£	£
At 1 January	399,727	(1,473,702)
Profit/(loss) for the period	169,900	(2,717,669)
At 30 June	<u>569,627</u>	<u>(4,191,371)</u>

22 Defined benefit pension plans

The Group operates a defined contribution scheme for the employees and the funds are administered by a highly independent institution. The annual contribution is charged to the profit and loss.

FOS HOLDINGS PLC
Notes to the Accounts
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23 Related party transactions

Apart from Littleover building services, Bookbarn International Limited and Zug developments Ltd, all the other subsidiaries are related companies by virtue of having the common directors, advanced a short term interest free loan during the period.

24 Post balance sheet event

As part of our long-term group strategy, the group is spinning out the Film and Theatre companies into a new separate group of companies that will be making an application to list on the London Stock Exchange Standard List later this year.

The name of the new group is Shepperton Media Plc and will include under it FOS Productions Ltd, Shaftesbury Avenue Ltd, FOS Revolution Ltd and FOS Will Ltd. Initially, FOS Holdings Plc will retain a 30% interest in this new group and the remaining 70% of initial shareholding will be distributed pari passu to all the existing shareholders who will retain their FOS Holdings Plc as well as having a shareholding in Shepperton Media Plc.

The group is also taking advantage of the various scheme under the government backed scheme and currently preparing an application to obtain funding under the future fund scheme.

This government backed scheme utilises Convertible Loan Notes from £125,000 to £5 million to support innovative companies. These loans are subject to at least equal match funding from private investors.

25 Presentation currency

The financial statements are presented in Sterling.

26 Legal form of entity and country of incorporation

FOS HOLDINGS PLC is a public company limited by shares and incorporated in England.

27 Principal place of business

The address of the company's principal place of business is:

The Clubhouse
8 St James's Square
London
SW1Y 4JU

The address of the company's registered office is:

Unit 14 ,Garth Business Centre
193 Garth Road
Morden
SM4 4LZ

FOS HOLDINGS PLC
Notes to the Accounts
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28 Reconciliations on adoption of FRS 102

Profit and loss for the year ended 31 December 2019	£
Loss under former UK GAAP	(2,717,669)
Loss under FRS 102	<u>(2,717,669)</u>
Balance sheet at 31 December 2019	£
Equity under former UK GAAP	(343,457)
Equity under FRS 102	<u>(343,457)</u>
Balance sheet at 1 April 2019	£
Equity under former UK GAAP	-
Equity under FRS 102	<u>-</u>

FOS HOLDINGS PLC
Detailed profit and loss account
for the period from 1 January 2020 to 30 June 2020
This schedule does not form part of the statutory accounts

	2020	2019
	£	£
Sales	5,011,136	-
Cost of sales	(4,259,798)	(72,626)
Gross profit/(loss)	<u>751,338</u>	<u>(72,626)</u>
Administrative expenses	(553,182)	(330,767)
Operating profit/(loss)	<u>198,156</u>	<u>(403,393)</u>
Impairment of investment	-	(2,314,276)
Interest payable	(28,256)	-
Profit/(loss) before tax	<u>169,900</u>	<u>(2,717,669)</u>

FOS HOLDINGS PLC
Detailed profit and loss account
for the period from 1 January 2020 to 30 June 2020
This schedule does not form part of the statutory accounts

	2020	2019
	£	£
Sales		
Construction contract	4,295,329	-
Book sale- Wholesale	15,595	-
Income-Recycling	4,339	-
Book sales	15,288	-
Sales-Shop front	25,304	-
Sales-Cafe	40,962	-
Sales- Channels	609,504	-
Rental income	<u>4,815</u>	<u>-</u>
	<u>5,011,136</u>	<u>-</u>
Cost of sales		
Material Purchase	1,069,496	-
Film production cost	-	(29,723)
Book purchase	43,795	-
Subcontractor costs	2,286,327	-
Online purchases and carriage	375,111	-
Plant hire	182,440	-
Direct labour	199,247	-
Cafe supplies	9,956	-
Commissions payable	67,416	102,349
Safety equipment	1,301	-
Vehicle insurance	21,515	-
Other direct costs	<u>3,194</u>	<u>-</u>
	<u>4,259,798</u>	<u>72,626</u>
Administrative expenses		
Employee costs:		
Wages and salaries	185,685	-
Directors' salaries	4,335	17,472
Pensions	4,921	-
Employer's NI	4,458	-
Staff training and welfare	953	-
Travel and subsistence	10,432	7,931
Lease vehicle	7,556	-
Website and hosting	5,630	-
Finance costs	4,522	-
Vehicle maintenance	3,066	-
Motor expenses	229	223
Entertaining	<u>1,041</u>	<u>3,763</u>
	<u>232,828</u>	<u>29,389</u>
Premises costs:		
Rent	51,873	3,624
Rates	7,269	-
Light and heat	9,222	-
Cleaning	<u>2,609</u>	<u>-</u>
	<u>70,973</u>	<u>3,624</u>
General administrative expenses:		
Telephone and fax	5,397	-

FOS HOLDINGS PLC
Detailed profit and loss account
for the period from 1 January 2020 to 30 June 2020
This schedule does not form part of the statutory accounts

	2020	2019
	£	£
Postage	461	-
Stationery and printing	3,048	703
Information and publications	541	-
Office cost	364	262
Licences	1,377	-
Card processing fees	2,561	-
Marketing cost	1,386	-
Subscriptions	1,263	-
Bank charges	2,263	510
Insurance	15,198	5,600
Equipment expensed	3,853	-
Equipment hire	5,367	-
Software	2,072	404
FX Exchange	1,242	741
Penalty	-	1,500
Repairs and maintenance	4,693	-
Depreciation	40,298	-
Amortisation of goodwill	14,966	-
Sundry expenses	<u>1,312</u>	<u>(396)</u>
	<u>107,662</u>	<u>9,324</u>
Legal and professional costs:		
Audit fees	30,000	24,000
Accountancy fees	21,457	33,206
Sponsorship	-	13,082
Consultancy fees	2,016	27,641
Advertising and PR	5,758	7,397
Other legal and professional	<u>82,488</u>	<u>183,104</u>
	<u>141,719</u>	<u>288,430</u>
	<u>553,182</u>	<u>330,767</u>