

# Equiniti Services Limited

Annual Report and Unaudited Financial Statements

for the year ended 31 December 2021



## **Equiniti Services Limited**

Registration number: 00756582

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## **Equiniti Services Limited**

Registration number: 00756582

### **Company information**

<b>Directors</b>	R Bloor
	P Lynam
<b>Company secretary</b>	Prism Cosec Limited
<b>Registered office</b>	Highdown House Yeoman Way Worthing West Sussex BN99 3HH United Kingdom

## Equiniti Services Limited

Registration number: 00756582

### Strategic report for the year ended 31 December 2021

The directors present their strategic report for Equiniti Services Limited for the year ended 31 December 2021.

#### General information

Equiniti Services Limited (the "Company") is a private company limited by shares, incorporated and domiciled in England and Wales.

The Company is a wholly owned subsidiary of Equiniti Limited which is part of the Equiniti Group Limited (formerly Equiniti Group plc) group of companies (the "EQ Group"). The EQ Group comprised Equiniti Group Limited, which was previously listed on the London Stock Exchange, and its subsidiaries.

On 9 December 2021, the EQ Group was acquired by Earth Private Holdings Ltd. Earth Private Holdings Ltd forms part of the Orbit Private Holdings I Ltd group of companies (the "Group"). The results of the Company have been included in the consolidated financial statements prepared for the Group for the period from the date of acquisition until 31 December 2021.

#### Principal activity

The principal activity of the Company is the holding of investments in subsidiary undertakings, the provision of management services to the Group's undertakings and maintaining the accounts payable ledger for the majority of the Group. The Company incurs a number of central costs for the Group which are recharged to the trading companies.

#### Review of the business

The directors are satisfied with the results of the Company for the year and of its financial position at 31 December 2021. As one of the central services companies of the Group, the Company's operating income is derived from recharging of staff costs and other operating expenses to the Group's trading companies. The Company ceased maintaining the accounts payable ledger for the trading companies in the prior year which resulted in a reduction to the trade payables balance at the year end.

Average number of employees increased to 1,586 in 2021 from 1,471 in 2020.

The Company's key performance indicators were as follows:

	2021 £ 000	2020 £ 000
Operating income	147,518	112,103
Average employee numbers	1,586	1,471
Loss before income tax	(65)	-

#### Future developments

The future developments of the Company are to continue to support and provide management services to its fellow Group companies and the future results of the Company are expected to remain similar, overall.

#### Principal risks and uncertainties

The principal risks and uncertainties, together with the development, performance and position, and an analysis using key performance indicators of the Group, which include those of the Company and the Group, are discussed in the strategic report within the Group's annual report.

## Equiniti Services Limited

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### Strategic report for the year ended 31 December 2021 (continued)

#### Section 172(1) statement

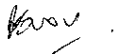
This statement describes how the directors have taken account of the matters set out in section 172(1)(a) to (f) of the Companies Act 2006 ("s172") when performing their duty to promote the success of the Company for the benefit of its members as a whole, and in doing so having regard (amongst other matters) to:

- the likely consequence of any decision in the long term
- the interests of the Company's employees
- the need to foster the Company's business relationships with suppliers, customers and others
- *the impact of the Company's operations on the community and the environment*
- the desirability of the Company maintaining a reputation for high standards of business conduct
- the need to act fairly as between members of the Company.

The Board is fully aware of its duty under section 172(1) of the Companies Act 2006 to promote the success of the Company for the benefit of its members. The Board is aware of all stakeholder interests, and as such takes a long-term view in reaching key decisions, and when taking decisions, the Board looks to act in the interests of the stakeholders and to ensure all stakeholders are treated fairly. There were no key strategic decisions made by the Board in the year.

The Company's Board, however, generally aligned its consideration of matters under s172 with the directors of the Group's Board. An explanation of how the Group's Board have considered these matters at a Group level, which includes the Company, are included in the strategic report within the Group's annual report.

Approved by the Board on 26 September 2022 and signed on its behalf by:



.....  
R Bloor  
Director

Company registration number: 00756582

## **Equiniti Services Limited**

Registration number: 00756582

### **Directors' report for the year ended 31 December 2021**

The directors present their report and the unaudited financial statements for the Company for the year ended 31 December 2021.

#### **Directors of the Company**

The directors who held office during the year and up to the date of signing the financial statements were as follows:

R Bloor

J Stier (resigned 1 August 2021)

G Wakeley (resigned 4 January 2021)

P Lynam (appointed 1 August 2021)

#### **Review of the business and future developments**

The Company's results, future developments and principal risks and uncertainties are discussed in the strategic report on pages 2 to 3.

#### **Dividends**

The directors do not recommend a final dividend for the year ended 31 December 2021 (2020 - £nil).

#### **Financial instruments**

##### ***Objectives and policies***

The Company has exposure to credit risk and liquidity risk from its use of financial instruments. Risk management policies are established for the Company, by the Group, and the Group's Audit & Risk Committee oversees how management monitors compliance with these policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group's Audit & Risk Committee is assisted in its oversight role by the Group's internal audit function which undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Group's Audit & Risk Committee.

##### ***Credit risk and liquidity risk***

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from Group undertakings. Therefore if a fellow Group undertaking was to incur a loss from its use of financial instruments, there is the potential for these losses to impact the Company. Due to the nature of the business of the Group, the majority of trade receivables and contract fulfilment assets of Group undertakings are with large institutions, including many 350 FTSE companies, and losses have occurred infrequently in previous years and have never been material. All contract fulfilment assets of fellow Group undertakings are supported by client contracts. All companies within the Group establish an allowance for impairment that represents their exposure to expected credit losses.

The Company only deposits cash and cash equivalents with banks and financial institutions with credit ratings above a defined level assigned by international credit-rating agencies. Ratings are monitored regularly by the Group's treasury function.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that the Company will have sufficient funds to meet its liabilities when due.

#### **Employment of disabled persons**

The Group gives full and fair consideration to employment applications from people with health conditions, having regard to their particular aptitude and abilities. Where an existing employee becomes disabled, it is the Group's policy to arrange retraining and adjust the employee's environment where possible, to allow them to maximise their potential and continue to work with the Group. The Group has a Wellbeing, Mental Health and Disability Network responsible for training and setting policies in this area, which applies to all companies in the Group.

## **Equiniti Services Limited**

Registration number: 00756582

### **Directors' report for the year ended 31 December 2021 (continued)**

#### **Employee engagement**

The Group has a centralised HR function which covers all matters related to the Company's employees. The Company is committed to providing an environment that encourages involvement of all employees and a culture that invests in employees, enhances engagement and increases work flexibility. Regular internal communications from the Group keep employees up to date with the activities of the Company and those of the wider Group.

The Group runs an annual employee survey which is available to all employees within the Group and helps understanding of where the Group is doing well and where the Group needs to enhance the employee's experience. The Gallop engagement model, first adopted in 2019, continues to be used.

The Group's Chief Executive has an open online forum allowing all employees within the Group to communicate directly with them.

The Group also engages with employees through its Global Colleague Forum. This forum consists of representatives from different business locations and functions. Meetings are attended and chaired by a Group non-executive director ensuring the Group's Board hears directly from the Group's employees. The forum meets regularly to discuss the Group's strategy, sustainability, diversity and inclusion and purpose, mission and values.

#### **Engagement with key stakeholders**

The key stakeholders of the Company have been identified as the Company's suppliers. Our aim is to develop and maintain strong relationships with all our suppliers. The Group uses preferred suppliers to provide all technology, print and mail services, facilities management, travel and professional services. As part of the Group's procurement strategy for 2020, a supplier relationship management programme was launched to provide supplier relationship strategies, commensurate with the level of risk and complexity of the relationship, optimising engagement with critical and strategic suppliers.

#### **Going concern**

The directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the financial statements.

#### **Directors' liabilities**

The directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. Directors' and officers' liability insurance has been purchased by the Company's ultimate parent company, Orbit Private Holdings I Ltd. The insurance does not provide cover in the event that a director is proved to have acted fraudulently. Indemnity insurance is maintained for the Company's directors and officers against liability in respect of proceedings brought by third parties, subject to the terms and conditions of the Companies Act 2006.

#### **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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**Equiniti Services Limited**

Registration number: 00756582

**Directors' report for the year ended 31 December 2021 (continued)**

The directors 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.

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.

Approved by the Board on 26 September 2022 and signed on its behalf by:



.....  
R Bloor  
Director

Company registration number: 00756582



**Equiniti Services Limited**

Registration number: 00756582

**Income statement for the year ended 31 December 2021**

	<b>Note</b>	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Other operating income		147,518	112,103
Administrative costs	4	(140,422)	(102,773)
Depreciation and impairment of property, plant and equipment	11	(3,829)	(3,649)
Depreciation and impairment of right-of-use assets	12	(429)	(1,569)
Amortisation of intangible assets	13	(3,133)	(3,958)
Finance income	8	328	-
Finance costs	9	<u>(98)</u>	<u>(154)</u>
Loss before income tax		(65)	-
Income tax credit/(expense)	10	<u>345</u>	<u>(357)</u>
Profit/(loss) for the financial year		<u>280</u>	<u>(357)</u>

The notes on pages 12 to 32 form an integral part of these financial statements.

## Equiniti Services Limited

Registration number: 00756582

### Statement of comprehensive income for the year ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Profit/(loss) for the financial year		280	(357)
Other comprehensive income:			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Actuarial movement on defined benefit pension scheme before tax	16	(27)	-
Deferred tax on defined benefit pension scheme	10	(2)	-
Other comprehensive expense for the year, net of tax		(29)	-
Total comprehensive income/(expense) for the year		251	(357)

The notes on pages 12 to 32 form an integral part of these financial statements.

**Equiniti Services Limited**

Registration number: 00756582

**Statement of financial position as at 31 December 2021**

	<b>Note</b>	<b>2021 £ 000</b>	<b>2020 £ 000</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	12,550	10,937
Right-of-use assets	12	1,641	1,831
Intangible assets	13	7,075	21,929
Investments in subsidiaries	14	46,416	46,416
Deferred tax assets	10	1,032	-
Post employment benefits	16	125	-
		<u>68,839</u>	<u>81,113</u>
<b>Current assets</b>			
Trade and other receivables	15	123,172	128,342
Contract assets		-	18
		<u>123,172</u>	<u>128,360</u>
Total assets		<u>192,011</u>	<u>209,473</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions for other liabilities and charges	17	2,418	1,642
Deferred tax liabilities	10	-	727
Lease liabilities	18	2,261	2,829
		<u>4,679</u>	<u>5,198</u>
<b>Current liabilities</b>			
Trade and other payables	19	136,420	153,916
Lease liabilities	18	638	606
Income tax liability		932	213
Provisions for other liabilities and charges	17	138	587
		<u>138,128</u>	<u>155,322</u>
Total liabilities		<u>142,807</u>	<u>160,520</u>
<b>Net assets</b>		<u><b>49,204</b></u>	<u><b>48,953</b></u>
<b>Equity</b>			
Share capital	20	7,500	7,500
Capital contribution reserve	21	2,705	2,705
Retained earnings		38,999	38,748
<b>Total equity</b>		<u><b>49,204</b></u>	<u><b>48,953</b></u>

The notes on pages 12 to 32 form an integral part of these financial statements.

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**Equiniti Services Limited**

Registration number: 00756582

**Statement of financial position as at 31 December 2021 (continued)**

For the financial year ended 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The financial statements on pages 7 to 32 were approved by the Board on 26 September 2022 and signed on its behalf by:



.....  
R Bloor

Director

Company registration number: 00756582

The notes on pages 12 to 32 form an integral part of these financial statements.

**Equiniti Services Limited**

Registration number: 00756582

**Statement of changes in equity for the year ended 31 December 2021**

	<b>Share capital £ 000</b>	<b>Capital contribution reserve £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total equity £ 000</b>
At 1 January 2021	7,500	2,705	38,748	48,953
Profit for the financial year	-	-	280	280
Other comprehensive expense	-	-	(29)	(29)
Total comprehensive income	-	-	251	251
At 31 December 2021	<u>7,500</u>	<u>2,705</u>	<u>38,999</u>	<u>49,204</u>

	<b>Share capital £ 000</b>	<b>Capital contribution reserve £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total equity £ 000</b>
At 1 January 2020	7,500	2,705	39,071	49,276
Change in accounting standard - IFRS 16	-	-	34	34
Loss for the financial year	-	-	(357)	(357)
At 31 December 2020	<u>7,500</u>	<u>2,705</u>	<u>38,748</u>	<u>48,953</u>

The notes on pages 12 to 32 form an integral part of these financial statements.

## **Equiniti Services Limited**

Registration number: 00756582

### **Notes to the unaudited financial statements for the year ended 31 December 2021**

#### **1 General information**

The Company is a private company limited by shares, incorporated and domiciled in England and Wales.

The registered office address of the Company is:

Highdown House  
Yeoman Way  
Worthing  
West Sussex  
BN99 3HH  
United Kingdom

#### **2 Accounting policies**

##### **Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"), under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss and in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or estimation and which are significant to the financial statements, are disclosed in note 3.

These financial statements are presented in British Pounds ("£") which is the Company's functional currency.

##### **Summary of disclosure exemptions**

The following disclosure exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IAS 1 Presentation of Financial Statements, paragraphs:
  - 10(d) - Statement of cash flows
  - 16 - Statement of compliance with all IFRS
  - 38B-D - Additional comparative information in respect of IAS 16 Property, Plant and Equipment paragraph 73(e) and IAS 38 Intangible Assets paragraph 118(e)
  - 134 to 136 - Capital management disclosures
- IAS 7 Statement of Cash Flows
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, paragraphs 30 and 31 - New standards issued but not yet effective
- IAS 24 Related Party Disclosures, paragraphs 17 and 18A - Certain key management personnel information and related party disclosures with transactions entered into between wholly owned group companies
- IAS 36 Impairment of Assets, paragraphs 134(d) to 134(f) and 135(c) to 135(e) - Key assumptions and estimates used to measure value in use of cash-generating units
- IFRS 7 Financial Instruments: Disclosures
- IFRS 13 Fair Value Measurement, paragraphs 91 to 99 - Valuation techniques and inputs used for fair value measurement of assets and liabilities
- IFRS 15 Revenue from Contracts with Customers, paragraphs 110, 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 - Detailed revenue disclosures
- IFRS 16 Leases, paragraph 58 - Maturity analysis of lease liabilities

## **Equiniti Services Limited**

Registration number: 00756582

### **Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)**

#### **2 Accounting policies (continued)**

##### **Exemption from preparing group financial statements**

These financial statements contain information about Equiniti Services Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of the Company's ultimate parent, Orbit Private Holdings I Ltd, a company incorporated in England and Wales.

##### **Going concern**

The directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the financial statements.

##### **New standards, interpretations and amendments**

There are no standards, interpretations and amendments effective for the first time from 1 January 2021 that had a material effect on the financial statements.

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Property, plant and equipment**

Property, plant and equipment are stated at cost less any accumulated depreciation and impairment losses.

##### **Depreciation**

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Leasehold improvements	1 - 30 years
Office equipment	1 - 10 years
Fixtures and fittings	1 - 5 years

##### **Right-of-use assets**

When a contract contains a lease, the Company recognises a right-of-use asset, and a corresponding lease liability, at the lease commencement date. The right-of-use asset is initially measured at the initial amount of the lease liability, adjusted for any lease payments made on or before the commencement date, any initial direct costs incurred and any lease incentives received.

Right-of-use assets are subsequently depreciated on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset, determined on the same basis as for property, plant and equipment, or the end of the lease term. The estimated useful lives are as follows:

Right-of-use assets	4 - 8 years
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##### **Amortisation**

Amortisation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of intangible assets and from the date they are available for use. The estimated useful lives are as follows:

Software	1 - 5 years
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##### **Investments**

Investments in subsidiaries are carried at cost less any provisions for impairment.

## **Equiniti Services Limited**

Registration number: 00756582

### **Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)**

#### **2 Accounting policies (continued)**

##### **Impairment of non-financial assets**

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready for use, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that have suffered an impairment, are reviewed for possible reversal of the impairment at each reporting date.

##### **Amounts due from Group undertakings**

Amounts due from Group undertakings are stated initially at fair value and subsequently measured at amortised cost using the effective interest method, less expected credit losses. Expected credit losses are recognised using the simplified approach as set out in IFRS 9 and consequently loss allowances are measured at an amount equal to the lifetime expected credit loss. Balances are unsecured and repayable on demand.

##### **Financial instruments**

A financial asset or financial liability is only recognised in the statement of financial position when the Company becomes party to the contractual provisions of the instrument.

##### ***Classification and measurement***

The Company's financial assets which include trade and other receivables (excluding prepayments) and contract fulfilment assets, are initially recognised at fair value, plus any transactions costs that are directly attributable to the acquisition of the financial asset. They are subsequently measured at amortised cost, less expected credit losses.

The Company classifies debt and equity instruments as either financial liabilities or as equity, in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of the Company, after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Under IAS 32 Financial Instruments: Presentation, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party, under conditions that are potentially unfavourable to the Company; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Financial liabilities are classified and measured at amortised cost using the effective interest method.

##### ***Derecognition***

###### ***Financial assets***

The Company derecognises a financial asset when the contractual rights to receive cash flows from the financial asset expire or have been transferred, and the Company has transferred substantially all the risks and rewards of ownership.

###### ***Financial liabilities***

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire.



## **Equiniti Services Limited**

Registration number: 00756582

### **Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)**

#### **2 Accounting policies (continued)**

##### **Trade and other payables**

Trade and other payables represent liabilities for goods and services received by the Company prior to the end of the financial year which are unpaid. The amounts within trade and other payables are unsecured. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### **Amounts due to Group undertakings**

Amounts due to Group undertakings represent liabilities for goods and services received by the Company prior to the end of the financial year which are unpaid. Balances are unsecured and repayable on demand. Amounts due to Group undertakings are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### **Leases**

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract provides the right to use an asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether the contract involves the use of an identified asset, which may be specified explicitly or implicitly. The Company also assesses whether the contract provides the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use. The Company must also determine whether the contract permits the right to direct the use of the asset, which flows from the ability to decide how and for what purpose the asset is used.

##### **Initial recognition and measurement**

When a contract contains a lease, the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease. When the interest rate implicit in the lease cannot be readily determined, the Company's incremental borrowing rate is used as the discount rate.

##### **Subsequent measurement**

The lease liability is measured at amortised cost using the effective interest method. The liability is remeasured when there is a change in the future lease payments is recognised. A corresponding adjustment is also made to the carrying amount of the right-of-use asset, or if the right-of-use asset has been reduced to zero, recorded in the income statement.

##### **Short term and low value leases**

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets, including IT equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

##### **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

##### **Other operating income**

Other operating income comprises management and support function recharges to Group companies.

##### **Defined contribution pension scheme**

The employees of the Company participate in a defined contribution plan. A defined contribution plan is a pension plan under which the Company pays fixed contributions to a separately administered fund. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense in the statement of comprehensive income as incurred. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in future payments is available.

## Equiniti Services Limited

Registration number: 00756582

### Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)

#### 2 Accounting policies (continued)

##### Finance income and costs

Finance income and finance costs comprise interest payable, interest receivable on own funds and foreign exchange gains and losses. Interest income and interest payable is recognised in the statement of comprehensive income as it accrues, using the effective interest method.

##### Tax

Tax on the result for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

The Company is a subsidiary of a group of companies ultimately owned by Orbit Private Holdings I Ltd and, where permitted, eligible Group company's taxable profits and losses are group relieved. All eligible companies share liability for the Groups overall tax liability and record their own share of tax payable or receivable at the reporting date. The balance is subsequently paid to or received from a Group undertaking or settled via the intercompany account.

Current tax is the expected tax payable on the Company's taxable profit or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset in respect of trading losses is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

##### Provisions

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected, risk adjusted, future cash flows at a pre-tax risk-free rate.

Dilapidation provisions relate to the estimated cost to revert leased premises back to a required condition expected under the terms of the lease. These include provisions for wear and tear, along with provisions for removing leasehold improvements and reinstating premises back to the original status on exit. Provisions for wear and tear are recognised as an expense within the statement of comprehensive income and are recognised as the liability is incurred. Estimated costs relating to the removal of leasehold improvements are capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease and the useful life of the assets. Payments for dilapidations are uncertain in timing, as leases may be terminated early or extended. To the extent that exits of premises are expected within 12 months of the reporting period, the provision is shown as current.

##### Share-based payments

Prior to the acquisition of the EQ Group by Earth Private Holdings Ltd on 9 December 2021, Equiniti Group Limited operated a number of equity-settled share-based compensation plans under which the Company received services from employees as consideration for equity instruments (options) of Equiniti Group Limited. The fair value of the employee services received in exchange for the grant of the awards was recognised as an expense in the Company and was recharged from Equiniti Group Limited. The amount expensed was determined by reference to the fair value of the awards granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee over a specified period of time; and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or hold shares for a specific period of time).

## Equiniti Services Limited

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### Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)

#### 2 Accounting policies (continued)

At the end of each reporting date, the Company would revise its estimate of the number of awards that were expected to vest, based on the service and non-market performance vesting conditions. It recognised the impact of the revisions to original estimates, if any, in the statement of comprehensive income with a corresponding adjustment to the amount recharged from Equiniti Group Limited in the statement of financial position.

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

There are no significant accounting estimates or critical accounting judgements within these financial statements.

#### 4 Administrative costs

Expenses by nature:	2021 £ 000	2020 £ 000
Payroll expense (note 6)	81,728	74,862
Net staff costs recharged to Group undertakings	-	(10,944)
Staff costs capitalised in respect of software development	(2,975)	(3,084)
Direct costs	1,848	-
Printing and postage	329	444
IT licences and maintenance	18,482	16,183
Bought in services	11,744	12,358
Premises costs	4,709	7,544
Other expenses	24,557	5,410
	<u>140,422</u>	<u>102,773</u>

Group overhead recharges comprise an allocation of Group overhead costs such as sales and marketing, finance and audit, human resources and legal and professional fees.

#### 5 Auditors' remuneration

	2021 £ 000	2020 £ 000
Audit fees borne on behalf of other Group companies	1,579	515
Non-audit services	<u>925</u>	<u>325</u>
	<u>2,504</u>	<u>840</u>

Other non-audit services includes other advisory services of £241,000 (2020 - £100,000).

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****6 Staff numbers and costs**

The average monthly number of persons employed by the Company (including directors) during the year, analysed by category was as follows:

	<b>2021 Number</b>	<b>2020 Number</b>
Operations	1,340	1,279
Sales and marketing	63	22
Support functions	183	170
	<u>1,586</u>	<u>1,471</u>

The aggregate payroll costs of these persons (including directors' remuneration) were as follows:

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Wages and salaries	68,006	63,398
Social security costs	7,628	6,702
Other pension costs	4,850	4,261
Share-based payment expenses	1,244	501
	<u>81,728</u>	<u>74,862</u>

**7 Directors' remuneration**

Two (2020 - two) directors were remunerated by the Company for their services during the year. Their remuneration for the year was as follows:

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Remuneration	597	597
Company contributions to money purchase pension schemes	21	19
	<u>618</u>	<u>616</u>

During the year the number of directors paid by the company who were receiving pension benefits and share incentives was as follows:

	<b>2021 Number</b>	<b>2020 Number</b>
Exercised share options	1	1
Accruing benefits under money purchase pension scheme	<u>1</u>	<u>1</u>

In respect of the highest paid director:

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Remuneration	<u>394</u>	<u>395</u>

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****7 Directors' remuneration (continued)**

Two (2020 - one) directors were remunerated by other Group undertakings in the year for their services to the Group as a whole. None of their remuneration is directly attributable to services provided to this Company, so none of their emoluments have been apportioned to this Company. Accordingly, the tables above do not include any emoluments in respect of these directors as they are included in the aggregate directors' emoluments disclosed in the financial statements of the other Group undertakings.

**8 Finance income**

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Other finance income	328	-

**9 Finance costs**

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Net changes in fair value of cash flow hedges transferred from equity	13	-
Interest expense on leases	107	154
Other fees and interest	(20)	-
Net finance cost relating to pension scheme	(2)	-
	<u>98</u>	<u>154</u>

**10 Income tax (credit)/expense**

Tax charged in the income statement:

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
<b>Current taxation</b>		
UK corporation tax	932	213
Adjustments in respect of prior periods	484	(818)
	<u>1,416</u>	<u>(605)</u>
<b>Deferred taxation</b>		
Arising from origination and reversal of temporary differences	(786)	962
Arising from changes in tax rates and laws	(255)	-
Adjustments in respect of prior periods	(720)	-
	<u>(1,761)</u>	<u>962</u>
Tax (credit)/expense in the income statement	<u>(345)</u>	<u>357</u>

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****10 Income tax (credit)/expense (continued)**

The tax on profit before income tax for the year is higher than the standard rate of corporation tax in the UK (2020 - higher than the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £ 000	2020 £ 000
Loss before income tax	(65)	-
Corporation tax at the standard UK rate of 19% (2020 - 19%)	(12)	-
Non-deductible expenses	14	225
Effect of employee share options	(19)	82
Effect of changes in tax rates	(255)	73
Effect of research and development tax credit	48	(64)
Increase (decrease) from effect of rollover relief on profit on disposal of fixed assets	115	-
Adjustments in respect of prior periods	(236)	41
<b>Total tax (credit)/expense</b>	<b>(345)</b>	<b>357</b>

**Future tax changes**

The UK corporation tax rate of 19%, effective from 1 April 2017, was substantively enacted on 26 October 2015. A reduction to the rate to 17%, effective from 1 April 2020, was substantively enacted on 6 September 2016. However this tax rate reduction from 19% to 17% was subsequently reversed on 17 March 2020 and therefore the current tax rate remains at 19%.

On 24 May 2021, the Government announced that, with effect from 1 April 2023, the main rate of UK corporation tax will increase to 25%. This is expected to increase the Company's future tax charge accordingly. Deferred tax balances have been calculated based on this rate and the effects have been recognised in these financial statements.

Amounts recognised in other comprehensive income

	Before tax £ 000	2021 Tax (expense) benefit £ 000	Net of tax £ 000
Remeasurements of post employment benefit obligations	(27)	(2)	(29)

**Deferred tax**

Deferred tax assets and liabilities are as follows:

2021	Asset £ 000
Amortisation	-
Accelerated tax depreciation	703
Other post-employment benefits	-
Provisions	329
Other items	-
	<b>1,032</b>

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****10 Income tax (credit)/expense (continued)**

<b>2020</b>	<b>Asset £ 000</b>	<b>Liability £ 000</b>	<b>Net deferred tax £ 000</b>
Amortisation	-	(1,008)	(1,008)
Accelerated tax depreciation	114	-	114
Other post-employment benefits	-	-	-
Provisions	167	-	167
Other items	-	-	-
	<u>281</u>	<u>(1,008)</u>	<u>(727)</u>

The deferred tax assets and liabilities, which are calculated using the UK corporation tax rate of 25% that was substantively enacted on 24 May 2021, are expected to be recovered at least 12 months after the statement of financial position date.

Deferred tax assets are recognised on temporary differences between the tax base and the accounting base of tangible fixed assets and intangible fixed assets to the extent that it is reasonably certain they will be realised in future periods against taxable profits.

Deferred tax movement during the current year:

	<b>At 1 January 2021 £ 000</b>	<b>Recognised in income £ 000</b>	<b>Recognised in other comprehensive income £ 000</b>	<b>At 31 December 2021 £ 000</b>
Amortisation	(1,008)	1,008	-	-
Accelerated tax depreciation	114	589	-	703
Other post-employment benefits	-	-	-	-
Provisions	167	164	(2)	329
Other items	-	-	-	-
Net tax assets/(liabilities)	<u>(727)</u>	<u>1,761</u>	<u>(2)</u>	<u>1,032</u>

Deferred tax movement during the prior year:

	<b>At 1 January 2020 £ 000</b>	<b>Recognised in income £ 000</b>	<b>At 31 December 2020 £ 000</b>
Amortisation	(404)	(604)	(1,008)
Accelerated tax depreciation	439	(325)	114
Other post-employment benefits	88	(88)	-
Provisions	93	74	167
Other items	19	(19)	-
Net tax assets/(liabilities)	<u>235</u>	<u>(962)</u>	<u>(727)</u>

The Company does not have any unrecognised deferred tax assets or liabilities.

# Equiniti Services Limited

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## Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)

### 11 Property, plant and equipment

	Leasehold improvements £ 000	Fixtures and fittings £ 000	Office equipment £ 000	Total £ 000
<b>Cost or valuation</b>				
At 1 January 2021	5,844	502	17,882	24,228
Additions	-	-	5,926	5,926
Disposals	(837)	(11)	(7)	(855)
At 31 December 2021	<u>5,007</u>	<u>491</u>	<u>23,801</u>	<u>29,299</u>
<b>Accumulated depreciation and amortisation</b>				
At 1 January 2021	2,594	366	10,331	13,291
Charge for the year	663	73	3,140	3,876
Disposals	(352)	(12)	(7)	(371)
Impairment (reversal)/charge	(57)	-	10	(47)
At 31 December 2021	<u>2,848</u>	<u>427</u>	<u>13,474</u>	<u>16,749</u>
<b>Carrying amount</b>				
At 31 December 2021	<u>2,159</u>	<u>64</u>	<u>10,327</u>	<u>12,550</u>
At 31 December 2020	<u>3,250</u>	<u>136</u>	<u>7,551</u>	<u>10,937</u>

### 12 Right-of-use assets

	Property £ 000
<b>Cost or valuation</b>	
At 1 January 2021	3,979
Additions	270
Disposals	(344)
At 31 December 2021	<u>3,905</u>
<b>Accumulated depreciation and impairment</b>	
At 1 January 2021	2,148
Charge for the year	429
Disposals	(313)
At 31 December 2021	<u>2,264</u>
<b>Carrying amount</b>	
At 31 December 2021	<u>1,641</u>
At 31 December 2020	<u>1,831</u>



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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****13 Intangible assets**

	<b>Software £ 000</b>
<b>Cost or valuation</b>	
At 1 January 2021	34,350
Additions	833
Disposals	<u>(17,857)</u>
At 31 December 2021	<u>17,326</u>
<b>Accumulated amortisation</b>	
At 1 January 2021	12,421
Charge for the year	3,135
Disposals	(5,303)
Impairment (reversal)	<u>(2)</u>
At 31 December 2021	<u>10,251</u>
<b>Carrying amount</b>	
At 31 December 2021	<u>7,075</u>
At 31 December 2020	<u>21,929</u>

**14 Investments**

	<b>£ 000</b>
<b>Cost and carrying amount</b>	
At 1 January 2021	<u>46,416</u>
At 31 December 2021	<u>46,416</u>

Details of the subsidiaries as at 31 December 2021 are as follows:

<b>Name of subsidiary</b>	<b>Principal activity</b>	<b>Registered office address</b>	<b>Proportion of ownership interest and voting rights held</b>	
			<b>2021</b>	<b>2020</b>
Claybrook Computing Limited	Software and computer consultancy services	Sutherland House, Russell Way, Crawley, West Sussex, RH10 1UH, United Kingdom	100%	100%
Equiniti Pension Trustee Limited	Non-trading	Sutherland House, Russell Way, Crawley, West Sussex, RH10 1UH, United Kingdom	100%	100%

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****14 Investments (continued)**

Name of subsidiary	Principal activity	Registered office address	Proportion of ownership interest and voting rights held	
			2021	2020
Equiniti PMS Limited	Software service provider	Sutherland House, Russell Way, Crawley, West Sussex, RH10 1UH, United Kingdom	100%	100%
MyCSP Limited	Pensions administration	Landmark House, Station Road, Cheadle, SK8 7BS, United Kingdom	75%	75%
MyCSP Trustee Company Limited	Dormant	Landmark House, Station Road, Cheadle, SK8 7BS, United Kingdom	75%	75%
Paymaster (1836) Limited*	Pensions administration	Sutherland House, Russell Way, Crawley, West Sussex, RH10 1UH, United Kingdom	100%	100%

\* indicates direct investment of Equiniti Services Limited

**15 Trade and other receivables**

	2021 £ 000	2020 £ 000
Amounts due from Group undertakings	118,644	120,369
Prepayments	3,723	3,211
Other receivables	805	4,762
	<u>123,172</u>	<u>128,342</u>

None of the above financial assets are either past due or impaired. Amounts due from Group undertakings are non-interest bearing and are repayable on demand.

Amounts due from Group undertakings increased at the end of the year as the balance includes the transfer of loan notes to the Company issued in consideration for an internal Group reorganisation during the year.

**16 Post-employment benefits****Defined contribution pension scheme**

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £4,850,000 (2020 - £4,261,000).

## Equiniti Services Limited

Registration number: 00756582

### Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)

#### 16 Post-employment benefits (continued)

##### Defined benefit pension plans

###### Equiniti Services Limited Prudential Platinum Scheme

The Company participates in Prudential Platinum Pension – Equiniti Services Limited, a funded defined benefit pension scheme in the UK. The Scheme is administered within a trust which is legally separate from the Company. The Scheme is set up on a tax relieved basis as a separate trust independent of the Company and is supervised by an Independent Trustee. The Trustee is responsible for ensuring that the correct benefits are paid, that the Scheme is appropriately funded and that Scheme assets are appropriately invested.

This Scheme provides pensions and lump sums to members on retirement and to their dependants on death. Members who leave service before retirement are entitled to a deferred pension. Active members of the Scheme pay contributions at the rate of 5.0% of salary and the Company pays the balance of the cost as determined by regular actuarial valuations.

Responsibility for making good any deficit within the Scheme lies with the Company and this introduces a number of risks for the Company. The major risks are: interest rate risk; inflation risk; investment risk; longevity risk. The Company and Trustee are aware of these risks and manage them through appropriate investment and funding strategies. The Trustee manages governance and operational risks through a number of internal controls policies, including a risk register.

The Trustee insures Death in Service benefits to mitigate the risks posed to the Scheme's funding level when members die in service.

The Scheme is subject to regular actuarial valuations, which are usually carried out every three years. These actuarial valuations are carried out in accordance with the requirements of the Pensions Act 2004 and so include deliberate margins for prudence. This contrasts with these accounting disclosures, which are determined using best estimate assumptions.

Contributions payable to the pension scheme at the end of the year are £nil (2020 - £nil).

The expected contributions to the plan for the next reporting period are £nil.

##### ***Reconciliation of scheme assets and liabilities to assets and liabilities recognised***

The amounts recognised in the statement of financial position are as follows:

	<b>2021 £ 000</b>
Fair value of scheme assets	959
Present value of scheme liabilities	(834)
Defined benefit pension scheme surplus	<u>125</u>

##### ***Scheme assets***

Changes in the fair value of scheme assets are as follows:

	<b>2021 £ 000</b>
Fair value at start of year	753
Interest income	12
Loss on plan assets, excluding amounts included in interest income	(15)
Employer contributions	254
Contributions by scheme participants	18
Benefits paid	(20)
Administrative expenses paid	(43)
Fair value at end of year	<u>959</u>

## Equiniti Services Limited

Registration number: 00756582

### Notes to the unaudited financial statements for the year ended 31 December 2021 (continued)

#### 16 Post-employment benefits (continued)

##### *Actual return on scheme's assets*

	2021 £ 000
Actual loss on scheme assets	(3)

The pension scheme has not invested in any of the Company's own financial instruments or in properties or other assets used by the Company.

##### *Scheme liabilities*

Changes in the present value of scheme liabilities are as follows:

	2021 £ 000
Present value at start of year	661
Current service cost	153
Actuarial gains and losses arising from changes in demographic assumptions	1
Actuarial gains and losses arising from changes in financial assumptions	(2)
Actuarial gains and losses arising from experience adjustments	13
Interest cost	10
Contributions by scheme participants	18
Benefits paid	(20)
Present value at end of year	834

##### *Principal actuarial assumptions*

The significant actuarial assumptions used to determine the present value of the defined benefit obligation at the statement of financial position date are as follows:

	2021 %
Discount rate	1.85
Rate of compensation increase	2.00
Inflation assumption	3.09

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****16 Post-employment benefits (continued)*****Post retirement mortality assumptions***

	<b>2021 Years</b>
Current UK pensioners at retirement age - male	87.1
Current UK pensioners at retirement age - female	89.0
Future UK pensioners at retirement age - male	88.1
Future UK pensioners at retirement age - female	<u>90.3</u>

***Amounts recognised in the income statement***

	<b>2021 £ 000</b>
<b>Amounts recognised in operating profit</b>	
Current service cost	153
Administrative expenses paid	<u>43</u>
Recognised in arriving at operating profit	<u>196</u>
<b>Amounts recognised in finance costs</b>	
Interest cost	10
Interest income	<u>(12)</u>
Recognised in finance costs	<u>(2)</u>
	<u>194</u>

***Amounts taken to the statement of comprehensive income***

	<b>2021 £ 000</b>
Actuarial gains and losses arising from changes in demographic assumptions	1
Actuarial gains and losses arising from changes in financial assumptions	(2)
Actuarial gains and losses arising from experience adjustments	13
Loss on plan assets, excluding amounts included in interest income	<u>15</u>
	<u>27</u>

***Sensitivity analysis***

A sensitivity analysis for the principal assumptions used to measure scheme liabilities is set out below:

	<b>2021 - 0.1% £ 000</b>
<b>Adjustment to discount rate</b>	
Change in present value of total obligation	<u>20</u>
	<b>2021</b>
	<b>0.0% £ 000</b>
<b>Adjustment to rate of inflation</b>	
Change in present value of total obligation	<u>13</u>
	<u>-</u>
	<u>13</u>

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****16 Post-employment benefits (continued)**

	<b>+ 0.1% £ 000</b>	<b>2021 0.0% £ 000</b>	<b>- 0.1% £ 000</b>
<b>Adjustment to rate of salary growth</b>			
Change in present value of total obligation	<u>8</u>	<u>-</u>	<u>8</u>
<b>Adjustment to mortality age rating assumption</b>			
Change in present value of total obligation			<b>2021 + 1 Year £ 000</b> <u>34</u>

**17 Provision for other liabilities and charges**

	<b>Onerous non-rent costs £ 000</b>	<b>Property provisions £ 000</b>	<b>Total £ 000</b>
At 1 January 2021	1,931	298	2,229
Additional provisions	-	540	540
Provisions used	-	(41)	(41)
Unused provision reversed	<u>34</u>	<u>(206)</u>	<u>(172)</u>
At 31 December 2021	<u>1,965</u>	<u>591</u>	<u>2,556</u>
Current	13	125	138
Non-current	<u>1,952</u>	<u>466</u>	<u>2,418</u>
Total provisions	<u>1,965</u>	<u>591</u>	<u>2,556</u>

The balance in respect of onerous non-rent costs will be released to the statement of comprehensive income as the costs are incurred over the periods from 2021 to 2028. The property provision relates to dilapidation in leasehold properties, the outstanding balance will be utilised on vacation of the premises.

**18 Lease liabilities**

	<b>2021 £ 000</b>	<b>2020 £ 000</b>
Current	638	606
Non-current	<u>2,261</u>	<u>2,829</u>
Total lease liabilities	<u>2,899</u>	<u>3,435</u>

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****19 Trade and other payables**

	2021 £ 000	2020 £ 000
Trade payables	2,952	4,447
Amounts due to Group undertakings	124,657	137,647
Accrued expenses	7,922	10,682
Other payables	889	1,140
	<u>136,420</u>	<u>153,916</u>

Amounts due to Group undertakings are non-interest bearing and repayable on demand.

**20 Share capital****Allotted, called up and fully paid shares**

	2021		2020	
	Number	£ 000	Number	£ 000
Ordinary shares of £1 each	7,500,000	7,500	7,500,000	7,500

**21 Reserves****Capital contribution reserve**

The capital contribution reserve represents amounts recognised in equity in respect of the equity-settled share-based compensation plans. See note 23 for further details.

**22 Dividends**

The Company did not pay a dividend during the year (2020 - £nil) and no dividends have been proposed post year end (2020 - £nil).

**23 Share-based payments**

On 9 December 2021, the EQ Group was acquired by Earth Private Holdings Ltd. Where performance conditions had been satisfied, the acquisition resulted in the early vesting, on a pro-rated basis, of the outstanding EQ Group share awards which were issued by Equiniti Group Limited (formerly Equiniti Group plc).

Where share options had lapsed solely due to pro-rating, relevant employees were offered a deferred cash replacement award which vested on the original date of the original award. These awards were offered by Earth Private Holdings Ltd, an intermediate parent company.

**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****23 Share-based payments (continued)****All Employee Award 2020*****Scheme description***

The EQ Group launched an all employee share award in 2020, which was granted to all eligible UK staff employed by the EQ Group on 1 March 2020 under the original share incentive plan rules. Each eligible member of staff received an award equivalent to £300. The original terms stated the awards would vest over three years and employees would receive their shares provided they remain employed by the EQ Group over the vesting period. Non-UK based employees received a deferred cash bonus award in lieu of a share award.

The total charge for the year relating to this scheme was £511,000 (2020 - £15,000).

The movements in the number of share options during the year were as follows:

	<b>2021 Number</b>	<b>2020 Number</b>
At 1 January	315,594	-
Granted	-	315,594
Exercised	<u>(315,594)</u>	<u>-</u>
At 31 December	<u>-</u>	<u>315,594</u>

***Outstanding share options***

There were no awards outstanding at the end of the year (2020 - 315,594). Share awards outstanding at the end of the year had the following expiry dates and exercise prices:

<b>Grant date - Vest date</b>	<b>Expiry date Year</b>	<b>Exercise price £</b>	<b>2021 Number</b>	<b>2020 Number</b>
2020 - 2022	2023	-	<u>-</u>	<u>315,594</u>

**Sharesave Plan 2018*****Scheme description***

Share options issued by Equiniti Group Limited, were granted to directors and employees of the Company who entered into Her Majesty's Revenue & Customs approved share savings scheme. The original terms stated participants can save a maximum of £500 per month over three to five years. The number of shares over which an option is granted is such that the total option price payable for those shares corresponds to the proceeds on maturity of the related savings contract. The exercise price was calculated as 80% of the average share price over the three preceding days or, in relation to new issue shares, the nominal value of a share. Granted options would vest over the maturity of the savings contract and could be exercised over a period of up to 6 months after vesting.

The total charge for the year relating to this scheme was £171,000 (2020 - £207,000).

The movements in the number of share options during the year were as follows:

	<b>2021 Number</b>	<b>2020 Number</b>
At 1 January	762,632	917,761
Forfeited	(42,678)	(34,889)
Cancelled	(90,117)	(119,676)
Exercised	<u>(629,837)</u>	<u>(564)</u>
At 31 December	<u>-</u>	<u>762,632</u>

***Outstanding share options***

There were no awards outstanding at the end of the year (2020 - 762,632) and none (2020 - 14,128) were exercisable. Share options outstanding at the end of the year had the following expiry dates and exercise prices:



**Equiniti Services Limited**

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**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****23 Share-based payments (continued)**

Grant date - Vest date	Expiry date Year	Exercise price £	2021 Number	2020 Number
2018 - 2022	2022	1.77	1,931	762,632

**Performance Share Plan*****Scheme description***

Share options issued by Equiniti Group Limited, were granted to executive directors and selected employees of the Company at nil cost. The original terms stated share options granted under the PSP scheme were conditional on a minimum of 6% earnings per share growth (except for share options granted in 2018 which were conditional on a minimum of 8% earnings per share growth) and median total shareholder return over a three year vesting period. Granted options could be exercised over a period of up to 10 years from grant date.

The total charge for the year relating to this scheme was £519,000 (2020 - £221,000).

The movements in the number of share options during the year were as follows:

	2021 Number	2020 Number
At 1 January	1,281,741	1,146,308
Granted	1,073,115	578,730
Forfeited	(164,032)	-
Cancelled	(1,805,240)	(443,297)
Exercised	(385,584)	-
At 31 December	-	1,281,741

***Fair value of options granted***

The fair value of awards granted during the year, which was determined using the Black-Scholes valuation model, was £1.15 per award. The significant inputs into the model were share price of £1.39 at the grant date, exercise price shown above, volatility of 39.7% (based on the historical share price volatility of Equiniti Group plc since listing in October 2015), an expected vesting period of three years and an annual risk-free interest rate of 0.0%.

***Outstanding share options***

No options were outstanding at the end of the year (2020 - 1,281,741) and none (2020 - 371,945) were exercisable. Share options outstanding at the end of the year had the following expiry dates and exercise prices:

Grant date - Vest date	Expiry date Year	Exercise price £	2021 Number	2020 Number
2018 - 2021	2031	-	-	210,622
2019 - 2022	2032	-	-	639,403
2020 - 2023	2033	-	-	431,716
			-	1,281,741

**Equiniti Services Limited**

Registration number: 00756582

**Notes to the unaudited financial statements for the year ended 31 December 2021  
(continued)****23 Share-based payments (continued)****Deferred Annual Bonus Plan*****Scheme description***

30% of annual bonus earned for certain Company directors and selected employees is compulsorily deferred into an award over shares issued by Equiniti Group Limited, which would vest over a three year period. The number of options granted would be calculated using the market value on grant date. Options, once vested, could be exercised up to 10 years after the grant date at nil cost to the employee.

The total charge for the year relating to this scheme was £42,000 (2020 - £58,000).

The movements in the number of share options during the year were as follows:

	2021 Number	2020 Number
At 1 January	66,494	54,632
Granted	-	33,048
Cancelled	-	(21,186)
Exercised	(66,494)	-
At 31 December	<u>66,494</u>	<u>66,494</u>

***Outstanding share options***

There were no options outstanding at the end of the year (2020 - 66,494) and none (2020 - none) were exercisable. Share options outstanding at the end of the year had the following expiry dates and exercise prices:

Grant date - Vest date	Expiry date Year	Exercise price £	2021 Number	2020 Number
2018 - 2021	2021	-	-	34,029
2019 - 2022	2022	-	-	13,855
2020 - 2023	2023	-	-	18,610
			<u>-</u>	<u>66,494</u>

**24 Parent and ultimate parent undertaking**

The Company is a wholly owned subsidiary of Equiniti Limited, a company incorporated in England and Wales. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Orbit Private Holdings I Ltd. Copies of the Orbit Private Holdings I Ltd consolidated financial statements can be obtained upon request from Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH.

The ultimate controlling party is Orbit Private GP, LLC, a limited company registered and domiciled in the Cayman Islands.

**25 Non adjusting events after the reporting date**

There have been no events subsequent to the statement of financial position date which require disclosure in or adjustment to the financial statements.