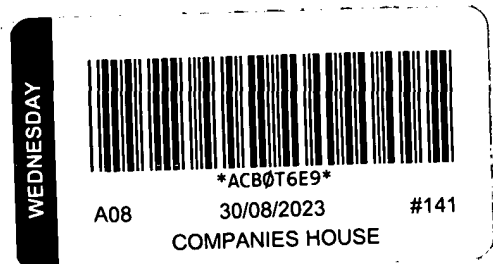


Company Registration No. 01780675 (England and Wales)

**Report of the Directors and**  
**Financial Statements for the Year Ended 31 December 2022**  
**for**  
**Sceptre Consultants Limited**



**Registered office:**  
**5<sup>th</sup> Floor**  
**86 Jermyn Street**  
**St. James**  
**London**  
**SW1Y 6AW**

**Sceptre Consultants Limited**

**Contents of the Financial Statements  
for the Year Ended 31 December 2022**

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Report of the Directors</b>	<b>2</b>
<b>Statement of Directors' Responsibilities</b>	<b>4</b>
<b>Report of the Independent Auditors</b>	<b>5-8</b>
<b>Statement of Comprehensive Income</b>	<b>9</b>
<b>Statement of Financial Position</b>	<b>10</b>
<b>Statement of Changes in Equity</b>	<b>11</b>
<b>Notes to the Financial Statements</b>	<b>12-14</b>

**Sceptre Consultants Limited**

**Company Information**  
**for the Year Ended 31 December 2022**

**DIRECTORS:**

Richard Orton  
Thomas Lane  
William Robert Hawes

**REGISTERED OFFICE:**

5th Floor  
86 Jermyn Street  
St. James  
London  
SW1Y 6AW

**REGISTERED OFFICE OF PARENT:**

Peveril Buildings  
Peveril Square  
Douglas  
Isle of Man  
IM99 1RZ

**REGISTERED NUMBER:**

01780675 (England and Wales)

**AUDITORS:**

KPMG Audit LLC  
Heritage Court  
41 Athol Street  
Douglas  
Isle of Man  
IM1 1LA

## **Sceptre Consultants Limited**

### **Report of the Directors** **for the Year Ended 31 December 2022**

The Directors present their report with the financial statements of the Company for the year ended 31 December 2022.

#### **PRINCIPAL ACTIVITY**

The principal activity of the Company is that of the provision of administration services.

#### **SMALL COMPANIES EXEMPTION**

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and as such, the Company has taken advantage of the small company exemption from the requirement to prepare a strategic report.

#### **REVIEW OF BUSINESS**

The Directors consider that the results of the Company as set out on page 9 are satisfactory and expect the results to improve in the near future.

#### **DIVIDENDS**

No dividends has been distributed during the year (2021:nil).

#### **STRATEGIC REPORT EXEMPTION**

The Directors have taken advantage of the small companies exemption entitled to the Company in accordance with section 414 of the Companies Act 2006, and accordingly have not prepared a strategic report.

#### **DIRECTORS**

The Directors during the year under review and to the date of this report were:

Richard Orton  
Thomas Lane  
William Robert Hawes

As at the balance sheet date, a number of the Directors held a combination of voting B, C and D ordinary share capital of the Ultimate Parent Company, MatchCo Limited.

#### **INDEMNITY INSURANCE**

Third party indemnity insurance is held by Suntera (IOM) Limited, covering all group companies including Sceptre Consultants Limited and was in force during the entire financial year.

**Sceptre Consultants Limited**

**Report of the Directors - continued**  
**for the Year Ended 31 December 2022**

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

The Directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**AUDITORS**

In accordance with Section 485 of the Companies Act 2006, a resolution for the re-appointment of KPMG Audit LLC as auditor of the company is to be proposed at the forthcoming Annual General Meeting.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

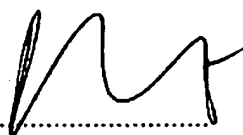
Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

**ON BEHALF OF THE BOARD:**

.....  
  
Richard Orton  
Director

Date: 27 June 2023

**Sceptre Consultants Limited**  
**for the Year Ended 31 December 2022**

Independent Auditor's Report to the Member of Sceptre Consultants Limited

*Our opinion*

We have audited the financial statements of Sceptre Consultants Limited (the "Company"), which comprise the Balance Sheet as at 31 December 2022, the statements of comprehensive income and changes in equity for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

*In our opinion, the accompanying financial statements:*

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of the Company's loss for the year then ended;
- are properly prepared in accordance with United Kingdom accounting standards, including Section 1A of FRS 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

*Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including FRC Ethical Standards. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

*Going concern*

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the "going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

**Sceptre Consultants Limited**  
**for the Year Ended 31 December 2022**

**Independent Auditor's Report to the Member of Sceptre Consultants Limited – continued**

*Fraud and breaches of laws and regulations – ability to detect*

*Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of management as to the Company's policies and procedures to prevent and detect fraud as well as enquiring whether management have knowledge of any actual, suspected or alleged fraud;
- reading minutes of meetings of those charged with governance; and
- using analytical procedures to identify any unusual or unexpected relationships.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the Company has no revenue streams. We did not identify any additional fraud risks.

We performed procedures including

- Identifying journal entries and other adjustments to test based on risk criteria and comparing any identified entries to supporting documentation; and
- incorporating an element of unpredictability in our audit procedures.

*Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence, if any, and discussed with management the policies and procedures regarding compliance with laws and regulations. As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

The Company is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or impacts on the Company's ability to operate. We identified financial services regulation as being the area most likely to have such an effect, recognising the regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.



**Sceptre Consultants Limited**  
**for the Year Ended 31 December 2022**

**Independent Auditor's Report to the Member of Sceptre Consultants Limited – continued**

*Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as this may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

*The directors' report*

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the report of the directors;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime, take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report

We have nothing to report in these respects.

**Sceptre Consultants Limited**  
**for the Year Ended 31 December 2022**

**Independent Auditor's Report to the Member of Sceptre Consultants Limited – continued**

*Respective responsibilities*

*Directors' responsibilities*

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

*Auditor's responsibilities*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

*The purpose of our audit work and to whom we owe our responsibilities*

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

**Mark Russell Kelly (Senior Statutory Auditor)**

**For and on behalf of KPMG Audit LLC (Statutory Auditor)**

*Chartered Accountants*

Heritage court

41 Athol Street

Douglas

Isle of Man IM1 1LA

6 June 2023

**Sceptre Consultants Limited**

**Statement of Comprehensive Income**  
**for the Year Ended 31 December 2022**

		<b>2022</b>	<b>2021</b>
		<b>£</b>	<b>£</b>
<b>TURNOVER</b>	<b>Notes</b> <b>1</b>	17	30,000
Administrative expenses		<u>(2,140)</u>	<u>(26,088)</u>
<b>OPERATING (LOSS)/PROFIT</b>	<b>3</b>	<u>(2,123)</u>	<u>3,912</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(2,123)	3,912
Tax on (Loss)/Profit on ordinary activities	<b>4</b>	-	(743)
<b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR</b>		<u>(2,123)</u>	<u>3,169</u>
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>		<u>(2,123)</u>	<u>3,169</u>

All results derive from continuing operations.

The notes on pages 12 to 14 form an integral part of these financial statements

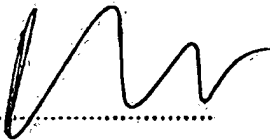
**Sceptre Consultants Limited**

**Statement of financial position**  
**As at 31 December 2022**

	<i>Notes</i>	<b>31 December 2022 £</b>	<b>31 December 2021 £</b>
<b>CURRENT ASSETS</b>			
Amounts due from related party	<b>5</b>	<u>21,534</u>	<u>26,420</u>
<b>TOTAL CURRENT ASSETS</b>		<b>21,534</b>	<b>26,420</b>
<b>Creditors</b>			
Amounts falling due within one year	<b>6</b>	-	(2,763)
<b>NET CURRENT ASSETS</b>		<u>21,534</u>	<u>23,657</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>21,534</u>	<u>23,657</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	<b>7</b>	1	1
Retained earnings		<u>21,533</u>	<u>23,656</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>21,534</u>	<u>23,657</u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on XX June 2023 and were signed on its behalf by:

  
Richard Orton  
Director

The notes on pages 12 to 14 form an integral part of these financial statements

**Sceptre Consultants Limited**

**Statement of Changes in Equity**  
**for the Year Ended 31 December 2022**

	<b>Called up share capital £</b>	<b>Retained earnings £</b>	<b>Total equity £</b>
<b>Balance at 1 January 2021</b>	1	20,487	20,488
<b>Changes in equity</b>			
Total comprehensive income	-	3,169	3,169
<b>Balance at 31 December 2021</b>	1	23,656	23,657
<b>Changes in equity</b>			
Total comprehensive loss	-	(2,123)	(2,123)
<b>Balance at 31 December 2022</b>	1	21,533	21,534

The notes on pages 12 to 14 form an integral part of these financial statements

## **Sceptre Consultants Limited**

### **Notes to the Financial Statements** **for the Year Ended 31 December 2022**

#### **1. ACCOUNTING POLICIES**

##### **General information**

The principal activity of the Company is that of the provision of administration services. The Company was incorporated in the United Kingdom on 23 December 1983. The registered office is 5th Floor, 86 Jermyn Street, London, SW1Y 6AW.

##### **Basis of preparing the financial statements**

These financial statements and related notes have been prepared in accordance with UK Accounting Standards including FRS 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland, and applicable law. In addition, exemptions available to small companies under Section 1A of FRS 102 have been taken. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Sterling (£), which is the company's functional currency, and have been rounded to the nearest pound.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

The Directors expect the Company to continue operating at this level during 2023 and have no intention to cease trading in future. The Company's immediate parent, Suntera (IOM) Limited, undertakes to cover any liabilities as and when they fall due. Therefore, these financial statements have been prepared on the going concern basis.

Significant accounting policies are as follows:

##### **Turnover**

Turnover represents fees earned during the year, excluding Value Added Tax and after deduction of credits given, and is accounted for on an accrual's basis.

##### **Taxation**

Taxation credit for the year has been recognised in the income statement and as a deferred tax asset in the statement of financial position.

Taxation expense for the prior year comprises of tax recognised in the previous reporting year. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

##### **Trade debtors**

Trade debtors are initially measured at the transaction price and subsequently measured at amortised cost using the effective interest method, less any impairment in value. Impairment review is done on a quarterly basis with doubtful debt provisions being raised in the event recoverability is doubtful and measured at management's best estimate of the recoverable amount.

**Sceptre Consultants Limited**

**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2022**

**1. ACCOUNTING POLICIES (CONTINUED)**

**Trade creditors**

Trade creditors are held at amortised cost.

**Expenses**

Expenses are recognised on an accrual's basis.

**Deferred tax asset**

Deferred tax assets are recognised only to the extent that it is probable that they will be recovered against future taxable profits.

The deferred tax has been measured using the tax rate at the reporting date (19%), being the same rate expected to be applicable in the next reporting period. The deferred tax asset has not been discounted in line with accounting standards.

**Related party exemption**

The Company has taken advantage of the exemption, under the terms of section 1A of FRS 102, not to disclose related party transactions with wholly owned subsidiaries within the group. Certain Directors and Officers of the Company act as Directors and Officers of client corporate entities. They do not derive any benefit from this and all fees and other income attributed to this activity are accounted for in the accounts of the Company.

**Critical accounting judgements and estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There were no significant accounting assumptions or estimates in the financial statements other than those included within the doubtful debts provision and estimated as management's best estimate of the recoverability of specific items.

**2. STAFF COSTS**

There were no staff costs for the year ended 31 December 2022 (2021: £nil).

**3. OPERATING PROFIT**

Auditors' remuneration for the year was £2,140 (2021: £2,088) and there is no Directors' remuneration payable by the Company.

**4. TAXATION**

**Analysis of the tax charge**

The tax charge on the (loss)/profit on ordinary activities for the year was as follows:

	2022 £	2021 £
(Loss)/Profit on ordinary activities before tax	(2,183)	3,912
UK corporation tax at 19% of profit (2021: 19%)	-	743
	<hr/>	<hr/>
Tax (credit)/charge for the year	-	743

**Sceptre Consultants Limited**

**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2022**

**5. DEBTORS**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Amount due from the immediate parent	<u>21,534</u>	<u>26,420</u>

Amount due from the immediate parent company is held at amortised cost and is unsecured, interest free and repayable on demand.

**6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Tax payable	-	60
VAT payable	-	1,200
Accruals	-	1,503
	<u>-</u>	<u>2,763</u>

**7. CALLED UP SHARE CAPITAL**

**Allotted, issued and fully paid:**

<b>Number:</b>	<b>Class:</b>	<b>Nominal value:</b>	<b>2022</b>	<b>2021</b>
			<b>£</b>	<b>£</b>
1	Ordinary shares	GBP 1.00	<u>1</u>	<u>1</u>

**8. ULTIMATE PARENT COMPANY**

Suntera (IOM) Limited, a company incorporated in the Isle of Man, is the immediate parent company. The holding company in which these financial statements are consolidated into is MatchCo Limited a company incorporated in the Isle of Man. The ultimate controlling party is Palatine Private Equity LLP, a limited partnership established in the United Kingdom.