(registered number: 01848089)

Report of the directors and financial statements

for the year ended 31 December 2022

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03/05/2023 COMPANIES HOUSE

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Report of the directors

The directors present their report and audited financial statements of Ellerman Investments Limited ("the Company") for the year ended 31 December 2022. The Report of the directors has been prepared in accordance with the special provisions relating to small companies under Part 15 of the Companies Act 2006.

Principal activities and business review

The Company's main business activity is the administration of the group head office.

Results and dividend

The result for the financial year of nil (2021: profit of £11,000) has been transferred to reserves. The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2022 (2021: £nil).

Directors

The directors who held office during the year and up to the date of approval of the financial statements unless otherwise indicated were as follows:

A S Barclay H M Barclay P L Peters

Going concern

In determining whether the Company's financial statements can be prepared on a going concern basis, the directors considered the Company's business activities together with factors likely to affect its future development, performance and its financial position including cash flows, liquidity position and the principal risks and uncertainties relating to its business activities. The Company has considered its cash flows for the next 18 months from the date of signing the audited financial statements. These have been appraised in the light of the current challenging economic climate and the conflict in Ukraine.

Financial risk management

The Company's activities expose it to liquidity risk. The Company's overall financial risk management objective is to minimise its potential adverse effects on the financial performance of the Company.

Liquidity risk

The Company practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient funding requirements for working capital.

Independent auditors

PricewaterhouseCoopers LLP has indicated its willingness to continue in office pursuant to section 487 of the Companies Act 2006.

Elective resolutions

The Company has passed elective resolutions to dispense with the holding of annual general meetings and for the laying of the annual report and financial statements before the Company in general meetings, until such time as the elections are revoked.

Report of the directors (continued)

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Report of the directors and the 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 102, 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.

The directors are 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 also 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.

Directors' confirmations

In the case of each director in office at the date the Report of the directors is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the board on 26th April 2023

Aidan S. Barclay

Director

Independent auditors' report to the members of Ellerman Investments Limited

Report on the audit of the financial statements

Opinion

In our opinion, Ellerman Investments Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its result and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report of the directors and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2022; the Statement of comprehensive income, the Statement of changes in equity and the Cash flow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

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

With respect to the Report of the directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Report of the directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the directors for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Report of the directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and

opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management of the company including consideration of known or suspected instances of noncompliance with laws and regulations and fraud;
- Reading relevant meeting minutes including those of the board of directors;
- Identifying and testing journal entries, in particular certain journal entries posted with unusual account combinations;
- . Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing; and
- Challenging assumptions and judgements made by management in their significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Report of the directors; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Andy Grimply (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

26th April 2023

Statement of comprehensive income for the year ended 31 December 2022

	Note	2022 £'000	2021 £'000
Turnover		2,000	2,050
Administrative expenses		(1,875)	(1,953)
Operating profit	5	125	97
Interest payable and similar expenses		(125)	(86)
Result/profit before taxation		-	11
Tax on result/profit	7	-	-
Result/profit for the financial year		-	11

The notes on pages 11 to 17 form an integral part of these financial statements.

The operating result/profit for the current and prior financial year arises from the Company's continuing operations.

Ellerman Investments Limited (registered number: 01848089)

Balance sheet as at 31 December 2022

		20:	22	20:	21
	Note	£'000	£'000	£'000	£'000
Non-current assets					
Fixed assets	8		32		30_
			32		30_
Current assets					
Cash and cash equivalents		448		1,330	
Debtors: amounts falling due within one	9	710,146		709,252	
year	3	710,140		109,232	
Current liabilities					
Creditors: amounts falling due within					
one year	10	(413)		(399)	
Net current assets			710,181		710,183
		•			740.040
Total assets less current liabilities			710,213		710,213
Net assets			710,213		710 212
Net assets		ı	710,213		710,213
Capital and reserves					
•	12		16,283		16,283
Called up share capital	12				693,930
Retained earnings			693,930		
Total equity			710,213		710,213

Statement of changes in equity for the year ended 31 December 2022

	Called up Share capital £'000	Retained Earnings £'000	Total equity
At 1 January 2021 Profit for the financial year	16,283 -	693,919 11	710,202 11
At 31 December 2021 Result for the financial year	16,283	693,930	710,213
At 31 December 2022	16,283	693,930	710,213

The notes on pages 11 to 17 form an integral part of these financial statements.

The financial statements on pages 8 to 17 were approved by the board of directors on 26th April 2023 and signed on its behalf by:

Aidan S. Barclay

Director

Cash flow statement for the year ended 31 December 2022

	Note	2022	2021
	_	£'000	£'000
Operating profit		125	97
Depreciation		3	. 16
Loss on disposal of fixed assets		-	32
(Increase)/decrease in debtors		(11)	. 1
Increase/(decrease) in creditors	-	14	(83)
Net cash inflow from operating activities		131	63_
Interest paid and similar charges	_	(125)	(79)
Net cash generated from/(used in) operating activities	-	6	(16)
Cash flow from investing activities			
Purchase of tangible fixed assets	8	(4)	(3)
Net cash used in investing activities	-	(4)	(3)
Cash flow from financing activities			
Amounts (paid to)/received from immediate holding company	9	(884)	2,302
Amounts paid to group undertakings	10	•	(3)
Net cash (used in)/generated from financing activities	-	(884)	2,299
Net cash (decrease)/increase in cash and cash equivalents		(882)	2,280
Cash and cash equivalents at beginning of year	<u>.</u>	1,330	(950)
Cash and cash equivalents at end of year	#	448	1,330

Notes to the financial statements for the year ended 31 December 2022

1. General information

Ellerman Investments Limited ("the Company") is a private limited company limited by shares and is incorporated and registered in England and Wales, United Kingdom. The registered office of the Company is 2nd floor, 14 St George Street, London, W1S 1FE.

2. Basis of accounting

The individual financial statements of Ellerman Investments Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"), as issued by the Financial Reporting Council and the Companies Act 2006.

The functional and presentational currency of the Company is considered to be pound sterling because that is the currency of the primary economic environment in which the Company operates.

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom which have been applied on a consistent basis.

3. Summary of significant accounting policies

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

Going concern

In determining whether the Company's financial statements can be prepared on a going concern basis, the directors considered the Company's business activities together with factors likely to affect its future development, performance and its financial position including cash flows, liquidity position and the principal risks and uncertainties relating to its business activities. The Company has considered its cash flows for the next 18 months from the date of signing the audited financial statements. These have been appraised in the light of the current challenging economic climate and the conflict in Ukraine.

Turnover

Turnover is recognised net of Valued Added Tax and is wholly earned in the United Kingdom. The principal revenue stream is fees in respect of administration services and is recognised on an accrual basis.

Tangible assets and depreciation

The Company separates its assets into components where they have significantly different useful economic lives and depreciates each component as appropriate. Depreciation on all tangible fixed assets, other than land, has been provided on a straight line basis over the following periods:

Short leasehold improvements Equipment, fixtures and vehicles

Initial period of lease 4 to 7 years

Notes to the financial statements for the year ended 31 December 2022 (continued)

3. Summary of significant accounting policies (continued)

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception:

 Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial Instruments

The Company adopted Sections 11 and 12 of FRS 102 in respect of financial instruments.

(a) Financial assets

Basic financial assets are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Notes to the financial statements for the year ended 31 December 2022 (continued)

3. Summary of significant accounting policies (continued)

Financial Instruments (continued)

(b) Financial liabilities

Basic financial liabilities are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt is measured at the present value of the future receipts discounted at a market rate of interest.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at measured cost using the effective interest method. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Operating leases

Costs in respect of operating leases are charged in arriving at the operating profit on a straight-line basis over the lease term.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Cash

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held on call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

4. Judgement in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgéments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Notes to the financial statements for the year ended 31 December 2022 (continued)

5. Operating profit

	2022	2021
	£'000	£'000
Operating profit is stated after charging:		
Depreciation	3	16
Loss on disposal of fixed assets	-	32
Operating lease charges (for leasehold premises)	809_	738

Audit fees of £25,000 (2021: £11,000) were payable to the Company's auditors for the audit of the Company's financial statements and were paid by B.UK. Limited on behalf of the Company.

6. Employees and directors

The Company has no employees (2021: none). None of the directors received any emoluments for services to the company during the year ended 31 December 2022 (2021: £nil).

7. Tax on result/profit

2022	2021
£'000	£'000
	-
•	-
	<u>£'000</u>

The tax assessed for the year is the same as (2021: lower than) the standard rate of corporation tax in the United Kingdom, 19.0% (2021: 19.0%). The differences are explained below:

	2022	2021
A.	£.000	£'000
Result/profit before taxation	-	11_
Result/profit before taxation multiplied by the standard rate of corporation tax in the United Kingdom of 19% (2021: 19.0%)	-	2
Expenses not deductible for tax purposes	1	1
Origination and reversal of timing differences	(15)	(9)
Deemed interest on intercompany loan balances	6,708	6,691
Group relief claimed for nil consideration	(6,694)	(6,685)
Total taxation		-

Notes to the financial statements for the year ended 31 December 2022 (continued)

8. Fixed assets

	Short leasehold improvements	Equipment, fixtures and vehicles	Total
	£'000	£,000	£'000
Cost			
At 1 January 2021	1,263	882	2,145
Additions	±	3	3
Disposal of fixed assets	•	(42)	(42)
At 31 December 2021	1,263	843	2,106
Additions	-	4	4
Disposal of fixed assets	-	(3)	(3)
At 31 December 2022	1,263	844	2,107
Accumulated depreciation			
At 1 January 2021	1,263	807	2,070
Charge for the year	-	16	16
Disposal of fixed assets	•	(10)	(10)
At 31 December 2021	1,263	813	2,076
Charge for the year	-	2	2
Disposal of fixed assets		(3)	(3)
At 31 December 2022	1,263	812	2,075
Net book value			
At 31 December 2022	-	32	32
At 31 December 2021	49-11-11-11-11-11-11-11-11-11-11-11-11-11	30	30

9. Debtors: Amounts falling due within one year

2022	2021
£'000	£'000
Trade debtors 1	11
Amounts owed by group undertakings 709,690	708,806
Other debtors 70	57
Prepayments and accrued income 385	378
710,146	709,252

Other debtors include £55,000 (2021: £53,000) relating to recoverable VAT. The amounts owed by group undertakings are unsecured, interest free and are repayable on demand.

Notes to the financial statements for the year ended 31 December 2022 (continued)

10. Creditors: Amounts falling due within one year

	2022 £'000	2021 £'000
Trade creditors	122	110
Amounts owed to group undertakings	272	272
Accruals and deferred income	19_	. 17
	413	399

The amounts owed to group undertakings are unsecured, interest free and are repayable on demand.

11. Deferred Taxation

Due to the uncertainty of recovery since profits cannot be forecasted with certainty, no deferred taxes have been recognised in the Balance Sheet. The potential deferred tax asset not recognised is as follows:

	2022 £'000	2021 £'000
Depreciation in excess of capital allowances	94_	103
12. Called up share capital		
	2022	2021
Authorised:	£'000	£'000
100,000,000 (2021: 100,000,000) ordinary shares of £1 each	100,000	100,000
Issued and fully paid:		
16,283,000 (2021: 16,283,000) ordinary shares of £1 each	16,283	16,283

13. Related Party Transactions

At 31 December 2022, as the Company's voting rights were controlled and wholly owned by B.UK. Limited, the Company has taken advantage of the exemption contained in FRS 102 para. 33.1A and has therefore not disclosed transactions or balances with entities which form part of the wholly owned group.

Notes to the financial statements for the year ended 31 December 2022 (continued)

14. Commitments and contingent liabilities

Operating lease commitments

The total of future minimum lease payments payable under the entity's non-cancellable operating lease for each of the following periods is as follows:

	2022	2021
	€'000	£'000
Not later than one year	811	811
Later than one year and not later than five years	1,109	1,920
	1,920	2,731

15. Ultimate controlling party

The immediate parent company is B.UK. Limited, a company incorporated in Bermuda, which the directors regard as being ultimately controlled by the Sir David and Sir Frederick Barclay Family Settlements.

The results of the Company are not consolidated into any other Company's financial statements that are publicly available.