WH Ireland Limited

Report and Financial Statements

31 March 2022

Registered Number 02002044

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Company Information

Directors
P A Wale
S N Lough
T Wood (appointed 20 September 2021)
H Sinclair (appointed 4 May 2021)
S J Jackson (appointed 14 February 2022)
P Tansey (resigned 31 December 2021)
P J Shelley (resigned 25 April 2022)
S Ford (resigned 31 January 2022)
A G Buchanan (resigned 30 September 2021)
V G Raffé (resigned 12 August 2021)

Company Secretary and Registered Office
K L Mitchell

Registered Office
24 Martin Lane
London
EC4R 0DR

Company Number
02002044

Auditors
RSM UK Audit LLP
25 Farringdon Street
London
EC4A 4AB

Strategic Report
For the year ended 31 March 2022

OVERVIEW

WH Ireland Limited (the "Company") consists of two business divisions: Wealth Management (WM), which provides wealth management solutions and independent financial advisory services; and Capital Markets (CM) which provides corporate finance, advisory and broking services to small and mid-cap corporate clients, and stockbroking and research services to its institutional client base.

The Company's income is predominantly derived from activities conducted in the UK although a number of retail, institutional and corporate clients are situated worldwide.

At the year end, the Company had 150 staff (2021: 132) in the United Kingdom.

STRATEGY

The Company's strategic focus remains on continuing to grow its business across the two divisions, with the ultimate objective of becoming the corporate broker of choice in the small and mid-cap company segment and a leading wealth management service provider to retail clients.

Our ambition over the coming three years is to grow our assets under management to £3bn and our Capital Markets Division into a business that can grow revenue to £20m a year.

FINANCIAL OVERVIEW

A SUMMARY OF THE COMPANY'S PERFORMANCE FOR THE FINANCIAL YEAR IS SET OUT BELOW:

	Year to 31 Mar 2022 £	Year to 31 Mar 2021 £
Revenue	**30,750,485**	27,976,680*
Administrative expenses	**(32,638,909)**	(27,318,517)
Operating (loss)/ profit	**(1,888,424)**	658,163
Other income and charges	**1,532,249**	5,717,251
(Loss)/ profit before tax	**(356,175)**	6,375,414
Tax	**-**	190,000
(Loss)/ profit after tax	**(356,175)**	6,565,414

Overall revenue for the Company was £30.8m (FY21 restated: £28.0m*). Administrative expenses were £32.6m (FY21: £27.3m). This is in part due to restructuring costs totalling £0.8m (FY21: nil) and the increase in management charge totalling £0.7m (FY21: £0.5m). Additional group costs totalling a further £0.7m (FY21: £nil) have been borne by the Company on behalf of the Group in connection with the acquisition of Harpsden Wealth Management Limited.

On a divisional basis, revenue in Capital Markets stood at £16.2m (FY21 restated: £15.5m), despite the downturn in the second half after a rise in income in the first six months of the year. Wealth Management continued its improvement in the quality of its earnings with an increase in the proportion of assets under discretionary management. Wealth management delivered revenue in the year of £14.6m (FY21: £12.5m).

*Comparative figures have been restated to reflect the reclassification of net gains on investments for the 12 months to 31 March 2021. See note 1 for further details.

DIVISIONAL PERFORMANCE CAN BE SUMMARISED AS FOLLOWS:

Year to 31 March 2022	Wealth Management £	Capital Markets £	Total £
Revenue	14,552,585	16,197,900	30,750,485
Direct costs	(12,662,835)	(12,474,900)	(25,137,735)
Contribution	**1,889,750**	**3,723,000**	**5,612,750**
Indirect costs	(3,014,216)	(1,426,876)	(4,441,092)
Segment result	**(1,124,466)**	**2,296,124**	**1,171,658**
Amortisation of client relationships	(122,228)	-	(122,229)
Restructuring costs	(478,390)	(357,106)	(835,496)
Group costs	(732,792)	-	(732,792)
Management charge	(414,095)	(236,481)	(650,576)
Net changes in the value of non-current investment assets**	-	813,260	813,260
(Loss)/ profit before tax	**(2,871,971)**	**2,515,797**	**(356,175)**
Tax	-	-	-
(Loss)/ profit for the year	**(2,871,971)**	**2,515,797**	**(356,175)**

Year to 31 March 2021*	Wealth Management £	Capital Markets £	Head Office £	Total £
Revenue	12,509,325	15,467,355	-	27,976,680
Direct costs	(10,774,898)	(11,246,177)	-	(22,021,075)
Contribution	**1,734,427**	**4,221,178**	-	**5,955,605**
Indirect costs	(3,099,779)	(1,306,876)	-	(4,406,655)
Segment result	**(1,365,352)**	**2,914,302**	-	**1,548,950**
Amortisation of client relationships	(122,228)	-	-	(122,228)
Management charge	(278,367)	(175,103)	-	(453,470)
Intracompany write off	-	-	4,993,272	4,993,272
Net changes in the value of non-current investment assets**	-	408,890	-	408,890
(Loss)/profit before tax	**(1,765,947)**	**3,148,089**	**4,993,272**	**6,375,414**
Tax	5,576	-	184,424	190,000
(Loss)/profit for the year	**(1,760,371)**	**3,148,089**	**5,177,696**	**6,565,414**

*Comparative figures have been restated to reflect the reclassification of net gains on investments for the 12 months to 31 March 2021. See note 1 for further details.

**Net of third party payaways on investment gains

WEALTH MANAGEMENT

The Wealth Management division incorporates both investment management services and financial planning advice from offices in London, Manchester, Poole and Henley. Since the year end the lease for the Cardiff office was not renewed and staff and clients have transferred and are now managed from Poole.
The strategy for the ongoing growth in this division is to focus our efforts on growing the number of discretionary portfolios. This will be achieved by a mixture of organic growth through new business initiatives, continued personal referrals and the movement of existing advisory and execution clients to our discretionary service as well as the selective recruitment of individuals and teams with existing client relationships and further corporate acquisitions of quality Wealth Management businesses.

Total WM AUM at 31 March 2022 was £1.6bn (FY21: £1.3bn) as detailed in the table below. The majority of client assets are managed on the SEI platform with a small balance of ex Harpsden clients remaining on another third party platform.

CAPITAL MARKETS DIVISION

Our Capital Markets Division is specifically focused on the public and private growth company marketplace. The team's significant experience in this dynamic segment means that we are able to provide a specialist service to each of its respective participants. For companies, we raise public and private growth capital, as well as providing both day-to-day and strategic corporate advice. Our tailored approach means that our teams engage with all of the key investor groups active in our market - High Net Worth Individuals, Family Offices, Wealth Managers and Funds. Our broking, trading and research teams provide the link between growth companies and this broad investor base. Total CM AUM at 31 March 2022 was £0.8bn (FY21: £0.5bn). The client assets are managed on the Pershing platform and the majority are held as execution only.

Total revenue for the year increased by 4.7% to £16.2m (FY21 restated: £15.5m) with a strong H1 but more challenging market conditions in H2, particularly in the last quarter of the financial year which impacted on activity levels and the number of transactions. An increased number of retained clients of 88 at the year-end (FY21: 82) and the completion of five successful IPOs (compared to two in the previous period) were the drivers for the 12.4% increase in retainer fees to £3.8m (FY21: £3.4m) and the 13.4% increase in transaction fees respectively. CM also executed a wide range of advisory work for its clients although trading and commission revenue fell by 26.2% year on year reflecting the market conditions and lower activity levels.

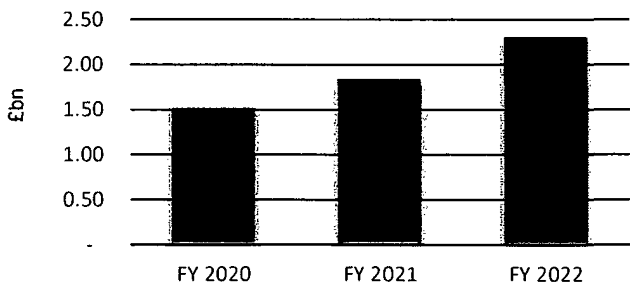
KEY PERFORMANCE INDICATORS (KPIS)

The following financial and strategic measure have been identified as the key performance indicators ("KPIs") of the Company's overall performance for the financial year.

1. ASSETS UNDER MANAGEMENT

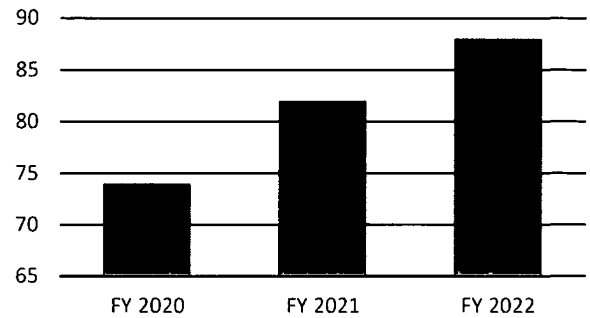
The total value of funds under management has a direct impact on the Company's revenue

+33%



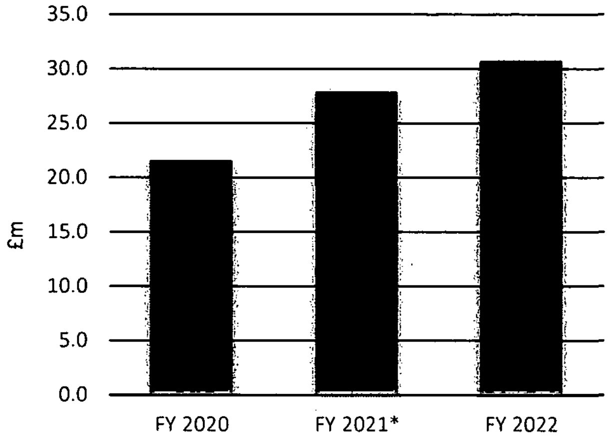
2. NUMBER OF RETAINED CAPITAL MARKETS CORPORATE CLIENTS
The number of retained clients has a direct relationship to the value of fees earned from success fees and retainer income in Capital Markets

+7.3%



3. TOTAL REVENUE
The amount of revenue generated by Wealth Management and Capital markets together is one of the key growth indicators

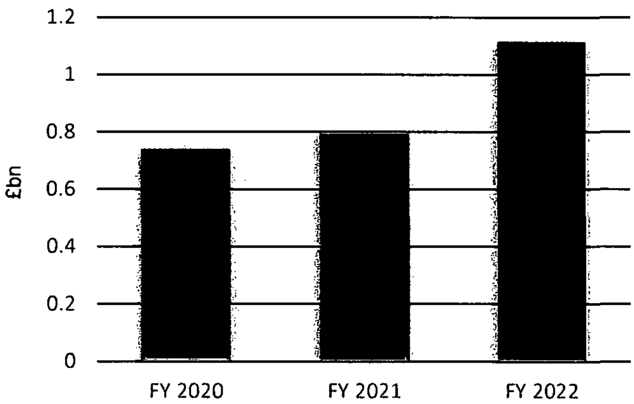
+10%



*FY21 revenue has been restated to reflect the reclassification from revenue to net gains on investments

4. DISCRETIONARY AND ADVISORY ASSETS UNDER MANAGEMENT (WM)
Discretionary and advisory funds are the main income driver for our Wealth Management business

+28%



DIVIDEND

The Board does not propose to pay a dividend in respect of the financial year (2021: £nil).

STATEMENT OF FINANCIAL POSITION AND CAPITAL STRUCTURE

Maintaining a strong and liquid statement of financial position remains a key business objective for the Board, alongside its regulatory capital requirements. Net assets amounted to £10.8m (2021: £11.1m) and net current assets to £6.6m (2021: £8.7m). The statement of financial position is underpinned by the holding of the cash balances of £4.0m (2021: £6.3m) held to facilitate both the day to day business and growth opportunities.

RISKS AND UNCERTAINTIES

Risk appetite is established, reviewed and monitored by the Board. The Company, through the operation of its Committee structure, considers all relevant risks and advises the Board as necessary. The Company maintains a comprehensive risk register as part of its risk management framework encouraging a risk-based approach to the internal controls and management of the Company. The Company operates an Internal Audit coordinated by the Finance department. Internal Audit reports directly to the Audit Committee.

Operational Risk

Operational risk is the risk of loss to the Company resulting from inadequate or failed internal processes, people and systems, or from external events.

Business continuity risk is the risk that serious damage or disruption may be caused as a result of a breakdown or interruption, from either internal or external sources, of the business of the Company. This risk is mitigated in part by the number of branches across the UK and the Company having business continuity and disaster recovery arrangements including business interruption insurance.

The Company seeks to ensure that its risk management framework and control environment is continuously evolving which Compliance and Risk monitor on an ongoing basis.

Credit Risk

The Board takes active steps to minimise credit losses including formal new business approval and the close supervision of credit limits and exposures and the proactive management of any overdue accounts. Additionally, risk assessments are performed on an ongoing basis on all deposit taking banks and custodians and our outsourced relationships.

Regulatory Risk

The Company operates in a highly regulated environment in the UK. The Company has Risk, Internal Audit and Compliance functions resourced with appropriately qualified and experienced individuals. The Directors monitor changes and developments in the regulatory environment and ensure that sufficient resources are made available for the Company to implement any required changes.

SECTION 172 STATEMENT

Broader Stakeholder Interests

Directors of the Company must consider Section 172 of the Companies Act 2006 which requires them to act in the way that would most likely promote the success of the Company for the benefit of all its stakeholders. The Board and its committees consider who its key stakeholders are, the potential impact of decisions made on them taking into account a wider range of factors, including the impact on the Company's operations and the likely consequences of decisions made in the long term. The Company's key stakeholders, material issues and how the Board and the Company have engaged with them during the year is set out below.

Employees

The CEO and his management team on behalf of the Board engage with employees through a variety of methods including periodic, sometimes weekly, all staff notifications of updates, information and points of interest, staff forums, group meetings and Town Hall meetings. The majority of reductions in headcount over the year has been achieved by natural means such as leavers not being replaced as we became more efficient and in general this reduction has not impacted morale.

Shareholders

Our shareholders have been pivotal in supporting the Company's owner, WHIreland Group plc (the "Group"), and its new management team and Board in their plan to turnaround the Company and return it to a far healthier state. The Board recognise and frequently discuss the importance of good, open and constructive relationships with both new potential as well as existing shareholders and is committed to this communication. The way in which this has been achieved during the year has been by our Chief Executive Officer, supported by the management team, maintaining regular contact and meetings with individual and institutional shareholders, both existing and potential new ones, and communicating and discussing shareholders' views with the Board. The support from existing shareholders and the investment made in the Group and therefore the Company by new shareholders is indicative of their support of the overall plan and its progress over the year. Further actions such as the disposal of the Company's fellow group subsidiary company, the Isle of Man subsidiary, have been welcomed as further signs of simplifying the offering and focusing on that plan. A number of Board members and employees also hold the Group's shares and regular communications are provided. The Group's strategy and results are presented to public shareholders through meetings following announcements of the final and interim results. Shareholders are also requested to meet the Board and management team, all of whom attend, the Annual General Meeting. The Groups' annual report and accounts for the year ended 31 March 2022 along with all past accounts, regulatory communications and other material is set out on the Group's website at https://www.whirelandplc.com/investor-relations.

Regulators

The Board recognises the past history of the Company in this regard and is absolute in its insistence on continuous and open communication with our regulators at the Financial Conduct Authority ("FCA") as well as with the London Stock Exchange AIM Regulation team. Regular ongoing dialogue has continued through the CEO and CFO with the FCA who received regular Management information. The FCA have met and approved the appointments of each member of the new Management team and the Board members.

Clients

Our clients' are utterly fundamental to the business of the Company and the Board recognise that their interests are of paramount importance. On both the PWM as well as the CMD side of the business management closely engage with clients to understand their objectives so that the service provided by the business is the most appropriate. In PWM the clients profile and the suitability of the investment strategy provided is frequently challenged by the professional investment managers and this is supplemented by a second line of review from management and our compliance team. It is recognised that the status of our clients can and does change in line with the environment and this has been particularly challenging this year with the pandemic and its influence on the investment markets. Vulnerable clients in particular are identified and discussed at length at Board and at Committee level to ensure that they are provided with the best possible advice.

On the CMD side of the business the Company's objective is also to achieve the best outcome and this applies equally to Institutional clients as well as corporate ones. Regular contact is maintained with them across all departments including corporate broking, corporate finance, trading and research. Our investor relations team arrange meetings with investors, undertake site visits and organise events for a wide range of the clients' teams such as their own Board directors.

Community and Suppliers

The Board is keenly focused on its key supplier relationships especially those of an outsourced variety and constantly challenges and reviews its arrangements. The Company openly encourages its branches and employees to engage in local charitable, community groups and other causes.

Each of the Board members consider that they have acted together, in good faith in a way most likely to promote the success of the Company for the benefit of its broader range of stakeholders as a whole taking into account section 172 (1) (a-f) of the Companies Act 2006.

S Jackson
Finance Director
15 December 2022

Directors' Report
For the year ended 31 March 2022

The Directors present their annual report on the affairs of the Company, together with the financial statements and Independent Auditors' Report, for the year ended 31 March 2022.

Principal activities
The principal activities of the Company during the year were the provision of wealth management and corporate finance advice, research, products and services to the private clients and small and medium sized companies.

Although the Company operates in the UK, a number of its retail, institutional and corporate clients are based worldwide.

Strategic report
A review of the Company's strategy can be found in the Strategic Report on pages 2 to 7.

Dividends
No interim dividend (2021: nil) was paid and no final dividend (2021: nil) was proposed or paid.

Political donations
The Company made no political donations nor incurred any political expenditure.

Directors
For a full list of directors please refer to the Company information section.

Employees
It is Company policy that employees should be kept as fully informed regarding the Company's progress and plans for the future as is feasible and practicable through regular communication between management and staff.

The Company policy is to give full and fair consideration to all disabled people who apply for employment, to seek to develop the skills and potential of disabled people, to afford them access to training and promotion opportunities and to make every effort to retain in suitable employment those staff who have the misfortune of becoming disabled whilst in the employment of the Company.

Financial instruments and risk management
Details of risks and risk management arising from the Company's financial instruments are set out in note 19 of the financial statements.

Going Concern
The financial statements of the Company have been prepared on a going concern basis. In making this assessment, the Directors have prepared detailed financial forecasts for the period to 31 December 2023 which consider the funding and capital position of the Company. Those forecasts make assumptions in respect of future trading conditions, notably the economic environment and its impact on the Company's revenues and costs. In addition to this, the nature of the Company's business is such that there can be considerable variation in the timing of cash inflows. The forecasts take into account foreseeable downside risks, based on the information that is available to the Directors at the time of the approval of these financial statements.

The Directors have conducted full and thorough assessments of the Company's business and the past financial year has provided a thorough test of those assessments and the resilience of the business. The significant market turbulence particularly in H2 resulting from the Russian invasion of Ukraine presented a range of challenges to the business. The business reacted well and with increasing levels of recurring revenue supplementing a buoyant performance by CM delivering a profit for the twelve months.

Whilst there always remains uncertainty over what the future impact will be on the economy, the business has improved its resilience. By executing its first acquisition WM has increased the total value of assets under management, and importantly the proportion of that total represented by discretionary managed assets. CM has been appointed by several new clients and completed a record number of IPOs.

Certain activities of the Company are regulated by the Financial Conduct Authority, the statutory regulator for financial services business in the UK which has responsibility for policy, monitoring and discipline for the financial services industry. The FCA requires the Company's capital resources to be adequate; that is sufficient in terms of quantity, quality and availability, in relation to its regulated activities. The Directors monitor the Company's regulatory capital resources on a daily basis and they have developed appropriate scenario tests and corrective management plans which they are prepared to implement to address any potential deficit as required. Further actions open to the Directors include incremental cost reductions, regulatory capital optimisation programmes or further capital raising.

An analysis of the potential downside impacts was conducted as part of the going concern assessment to assess the potential impact on revenue and asset values with a particular focus on the variable component parts of our overall revenue, such as corporate finance fees and commission. Furthermore, reverse stress tests were modelled to assess what level the Company's business would need to be driven down to before resulting in a liquidity crisis or a breach of regulatory capital. That modelling concluded that transactional, non-contractual revenue would need to decline by more than 70% from management's forecasts to create such a crisis situation within eighteen months' time.

Based on all the aforementioned, the Company has sufficient liquidity to meet its liabilities for the next twelve months and that the preparation of the financial statements on a going concern basis remains appropriate.

Likely future developments
The initial stages of turning around the Company focussed on the reduction of costs to not only a lower absolute level but further, to reduce the proportion of total costs represented by fixed costs burdening the business. Total costs for the Company have increased over the year due to the acquisition of Harpsden however further reductions have been identified and management are resolute in their commitment to implement these savings. The elimination of legacy systems in both divisions has resulted in a simpler and less risky business model that is well positioned to support a growing business, as stated in the chief executive's statement, the next stages include continuing to grow the business in the coming year.

Pillar 3
Details of the WH Ireland Limited unaudited Pillar 3 disclosures, required under Chapter 11 of the Financial Conduct Authority's Prudential Sourcebook for Banks, Building Societies and Investment Firms ("IFPRU"), can be found on the Company's website www.whirelandplc.com.

Directors' responsibilities
The Directors are responsible for preparing the strategic report, 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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards) including 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 these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements; 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 keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors Indemnities
The Company makes third party payments to provide insurance for the benefit of its Directors. There were payments made during the period and remain in force at the date of the report.

Disclosure of information to auditors
All of the Directors as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the company's auditor is unaware.

Auditors

Directors' Report
For the year ended 31 March 2022

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 of which the Company's auditors are unaware and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

RSM UK Audit LLP replaced BDO LLP as auditor of the Company with effect from 22 October 2021, following a tender process. RSM UK Audit LLP have indicated their willingness to continue in office, and a resolution that they will be re-appointed will be proposed at the AGM.

By order of the board

P A Wale
Director
15 December 2022

Audit Report
For the year ended 31 March 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WH IRELAND LIMITED

Opinion
We have audited the financial statements of WH Ireland Limited (the 'company') for the year ended 31 March 2022 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

Conclusions relating to going concern
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.

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.

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

Other information
The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

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

Audit Report
For the year ended 31 March 2022

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's 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 auditor's 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud
Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;

- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud having obtained an understanding of the effectiveness of the control environment.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 101 and the Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to FCA compliance. We performed audit procedures to inquire of management and those charged with governance whether the company is in compliance with these law and regulations and inspected correspondence with the FCA.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and tests of detail over the different revenue streams.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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 the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Malcolm Pirouet

Malcolm Pirouet (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
RSM UK Audit LLP
25 Farringdon Street
London
EC4A 4AB

16 December 2022

Statement of Comprehensive Income

For the year ended 31 March 2022

	Note	**Year ended 31 Mar 2022 £**	Year ended 31 Mar 2021* £
Revenue	*1*	**30,750,485**	27,976,680
Administrative expenses		**(31,255,541)**	(26,865,046)
Management charge and other group costs	*7*	**(1,383,368)**	(453,471)
Operating (loss)/ profit		**(1,888,424)**	658,163
Waiver of intragroup debt		-	4,993,272
Net gains on warrants	*11*	1,072,952	46,298
Net gains on investments		553,570	771,483
(Loss)/ profit on ordinary activities before interest and taxation		**(261,902)**	6,469,216
Finance income	*5*	-	1,854
Finance expense	*6*	**(94,273)**	(95,656)
(Loss)/ profit on ordinary activities before taxation		**(356,175)**	6,375,414
Taxation	*8*	-	190,000
(Loss)/ profit and total comprehensive income for the year		**(356,175)**	6,565,414

*The comparative information for the year end 31 March 2021 has been restated to reflect the correct net gains on investments from revenue. Further details can be found in note 1.

The notes on pages 17 to 33 form part of the Financial Statements.

All results for the current year and prior period relate to continuing operations.

Statement of Financial Position

As at 31 March 2022

	Note	31 March 2022 £	31 March 2021 £
ASSETS			
Non-current assets			
Intangible assets	*9*	**488,907**	611,135
Property, plant and equipment	*10*	**311,352**	497,288
Subsidiaries	*11*	**208**	208
Investments	*11*	**3,012,923**	1,098,354
Right of use asset	*12*	**1,168,072**	1,602,621
Deferred tax asset	17	**190,000**	190,000
		5,171,462	3,999,606
Current assets			
Trade and other receivables	*13*	**7,256,900**	7,454,644
Current asset investments	*14*	**1,912,512**	2,489,770
Cash and cash equivalents	*15*	**4,045,153**	6,252,323
		13,214,565	16,196,737
Total assets		**18,386,027**	20,196,343
LIABILITIES			
Current liabilities			
Trade and other payables	*16*	**(6,226,583)**	(6,997,369)
Lease liability	*12*	**(375,815)**	(552,137)
		(6,602,398)	(7,549,506)
Non-current liabilities			
Lease liability	*12*	**(998,624)**	(1,505,657)
		(998,624)	(1,505,657)
Total liabilities		**(7,601,022)**	(9,055,163)
Total net assets		**10,785,005**	11,141,180
Capital and reserves			
Share capital	18	**1,020,371**	1,020,371
Share premium		**18,748,072**	18,748,072
Other reserves		**54,013**	54,013
Retained earnings		**(9,037,451)**	(8,681,276)
Shareholders' funds		**10,785,005**	11,141,180

The notes on pages 17 to 33 form part of the Financial Statements.

These financial statements were approved by the Board of Directors on 15 December 2022 and were signed on its behalf by:

S Jackson
Director

Statement of Changes in Equity

As at 31 March 2022

	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total equity £
Balance at 1 April 2020	1,020,371	18,748,072	54,013	(15,246,690)	4,575,766
Profit and total comprehensive income for the year		-	-	6,565,414	6,565,414
Balance at 31 March 2021	1,020,371	18,748,072	54,013	(8,681,276)	11,141,180
Loss and total comprehensive income for the year	-	-	-	(356,175)	(356,175)
Balance at 31 March 2022	1,020,371	18,748,072	54,013	(9,037,451)	10,785,005

The notes on pages 17 to 33 form part of these financial statements

Notes

(Forming part of the financial statements)

1. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101). The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on a historical costs basis, except as modified by the revaluation of certain financial instruments at fair value. The presentation currency used is sterling.

Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by UK-adopted International Accounting Standards;
- certain disclosures regarding the company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related party transactions with other wholly owned members of the group headed by WH Ireland Group plc.

In addition, and in accordance with FRS 101 further disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of WH Ireland Group plc. These financial statements do not include certain disclosures in respect of:

- Share based payments;
- Financial Instruments (other than certain disclosures required as a result of recording financial instruments at fair value);
- Fair value measurement (other than certain disclosures required as a result of recording financial instruments at fair value); and
- Impairment of assets.

The financial statements of WH Ireland Group plc can be obtained as described in note 20.

Exemption from preparation of consolidated financial statements

These financial statements present information about the Company as an individual undertaking and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption conferred by s400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the EEA consolidated accounts of a larger group. Group financial statements incorporating the financial statements of WH Ireland Limited and its subsidiary undertakings are prepared by the Company's ultimate parent undertaking, WH Ireland Group plc, which is registered in England and Wales.

Judgements and key areas of estimation uncertainty

The areas where significant judgements and estimates have been made in preparing the financial statements are disclosed in note 2.

Going Concern

The financial statements of the Company have been prepared on a going concern basis. In making this assessment, the Directors have prepared detailed financial forecasts for the period to 31 December 2023 which consider the funding and capital position of the Company. Those forecasts make assumptions in respect of future trading conditions, notably the economic environment and its impact on the Company's revenues and costs. In addition to this, the nature of the Company's business is such that there can be considerable variation in the timing of cash inflows. The forecasts take into account foreseeable downside risks, based on the information that is available to the Directors at the time of the approval of these financial statements.

Notes

(Forming part of the financial statements)

1. **Accounting policies (continued)**

Going Concern (continued)

The Directors have conducted full and thorough assessments of the Company's business and the past financial year has provided a thorough test of those assessments and the resilience of the business. The significant market turbulence particularly in H2 resulting from the Russian invasion of Ukraine presented a range of challenges to the business. The business reacted well and with increasing levels of recurring revenue supplementing a buoyant performance by CM delivering a profit for the twelve months.

Whilst there always remains uncertainty over what the future impact will be on the economy, the business has improved its resilience. By executing its first acquisition WM has increased the total value of assets under management, and importantly the proportion of that total represented by discretionary managed assets. CM has been appointed by several new clients and completed a record number of IPOs.

Certain activities of the Company are regulated by the Financial Conduct Authority, the statutory regulator for financial services business in the UK which has responsibility for policy, monitoring and discipline for the financial services industry. The FCA requires the Company's capital resources to be adequate; that is sufficient in terms of quantity, quality and availability, in relation to its regulated activities. The Directors monitor the Company's regulatory capital resources on a daily basis and they have developed appropriate scenario tests and corrective management plans which they are prepared to implement to address any potential deficit as required. Further actions open to the Directors include incremental cost reductions, regulatory capital optimisation programmes or further capital raising.

An analysis of the potential downside impacts was conducted as part of the going concern assessment to assess the potential impact on revenue and asset values with a particular focus on the variable component parts of our overall revenue, such as corporate finance fees and commission. Furthermore, reverse stress tests were modelled to assess what level the Company's business would need to be driven down to before resulting in a liquidity crisis or a breach of regulatory capital. That modelling concluded that transactional, non-contractual revenue would need to decline by more than 70% from management's forecasts to create such a crisis situation within eighteen months' time.

Based on all the aforementioned, the Company has sufficient liquidity to meet its liabilities for the next twelve months and that the preparation of the financial statements on a going concern basis remains appropriate.

Likely future developments

The initial stages of turning around the Company focussed on the reduction of costs to not only a lower absolute level but further, to reduce the proportion of total costs represented by fixed costs burdening the business. Total costs for the Company have increased over the year due to the acquisition of Harpsden however further reductions have been identified and management are resolute in their commitment to implement these savings. The elimination of legacy systems in both divisions has resulted in a simpler and less risky business model that is well positioned to support a growing business, as stated in the chief executive's statement, the next stages include continuing to grow the business in the coming year.

Prior year restatement

The income statement for the year ended 31 March 2021 has been restated to reflect the following error which have been identified by management and corrected during the current financial year:

- Net fair value gains of £817,781 arising on movements in non-cash consideration after initial recognition and sales of investments were incorrectly recorded within Revenue rather than within Net gains on investments.

1. Accounting policies (continued)
Prior year restatement (continued)

2021	As originally reported £'000	Effect of restatement £'000	Restated amounts £'000
Statement of Comprehensive Income			
Revenue	28,794,461	(817,781)	27,976,680
Net gains on warrants	-	46,298	46,298
Net gains on investments	-	771,483	771,483

There was no impact upon the profit and total comprehensive income as reported at 31 March 2021 and the net assets as reports at 1 April 2020.

Non-financial assets (excluding deferred tax assets)
Measurement
Intangible assets with finite useful lives that are acquired separately are measured, on initial recognition at cost. Following initial recognition, they are carried at cost less accumulated amortisation and any accumulated impairment. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

Intangible assets other than goodwill are amortised over the expected pattern of their consumption of future economic benefits, to write down the cost of the intangible assets to their residual values as follows:

Client relationships - 10 years

The amortisation period and method for an intangible asset are reviewed at least at each financial period end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset or its residual value, are accounted for by changing the amortisation period or method and treated as changes in accounting estimates.

Impairment
The carrying amounts of the Company's intangible assets are reviewed when there is an indicator of impairment and the asset's recoverable amount is estimated.

The recoverable amount is the higher of the asset's fair value less costs to sell (or net selling price) and its value-in-use. Value-in-use is the discounted present value of estimated future cash inflows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Where the recoverable amount of an individual asset cannot be identified, it is calculated for the smallest cash-generating unit (CGU) to which the asset belongs. A CGU is the smallest identifiable group of assets that generates cash inflows independently.

When the carrying amount of an asset (or CGU) exceeds its recoverable amount, the asset (or CGU) is considered to be impaired and is written down to its recoverable amount. An impairment loss is immediately recognised as an expense. Any subsequent reversal of impairment credited to the statement of comprehensive income shall not cause the carrying amount of the intangible asset to exceed the carrying amount that would have been determined had no impairment been recognised.

Plant and equipment
Plant and equipment is stated at cost less accumulated depreciation and impairment.

Depreciation is calculated, using the straight line method, to write down the cost or revalued amount of plant and equipment over the assets' expected useful lives, to their residual values, as follows:

Computers, fixtures and fittings – 4 to 7 years

Notes

(Forming part of the financial statements)

1. **Accounting policies (continued)**

Financial assets

Initial recognition

The classification of financial assets at initial recognition depends upon the purpose for which they are acquired and their characteristics. Financial assets are measured initially at their fair value. Financial assets not at fair value through profit or loss include any directly attributable incremental costs of acquisition or issue.

Financial assets classified as fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets designated as such on initial recognition or those that do not qualify to be classified in another category. They include equity investments, other than those in subsidiary undertakings and may be in quoted or unquoted entities.

After initial measurement, financial assets at fair value through profit or loss are subsequently measured at fair value. In the case of listed investments, the fair value represents the quoted bid price of the investment at the reporting period end date. The fair value of unlisted investments is estimated by reference to similar recent arm's length transactions.

Unrealised gains and losses are recognised directly in equity in the other reserve. When a financial asset at fair value through profit or loss is disposed of, the cumulative gain or loss previously recognised in equity is recognised in the statement of comprehensive income in profit on disposal of financial assets at fair value through profit or loss. Losses arising from impairment are recognised in the statement of comprehensive income. Any profit or loss on sale is credited or charged to the statement of comprehensive income.

Other investments

Other investments comprise financial assets designated as fair value through profit or loss and include warrants and quoted investments obtained as a result of a corporate finance transaction. Warrants are valued by taking the mean of the results from three different methods; Black Scholes with short-term volatility, Black Scholes with longer-term volatility and an Empirical model. Quoted investments are valued at the quoted bid price at the reporting period end date. Changes in the value of these other investments are recognised directly in the statement of comprehensive income.

The Company assesses, at each reporting period end date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of financial assets classified as financial assets at fair value through profit or loss, a significant or prolonged decline in the fair value of the asset is considered in determining whether the assets are impaired. If any such evidence exists for financial assets at fair value through profit or loss, the cumulative loss, less any impairment loss previously recognised is removed from equity and recognised in the statement of comprehensive income.

If, in a subsequent period, the fair value of an asset classified as at fair value through profit or loss increases, the loss may not be reversed through the statement of comprehensive income. Any increase after an impairment loss has been recognised is treated as a revaluation and is recognised directly in equity.

Loan receivables

Loan receivables are initially recognised at fair value. Subsequent to initial recognition, loan notes are measured at amortised cost using the effective interest rate method.

Trade receivables

Trade receivables are measured on initial recognition at fair value. Appropriate allowances for estimated irrecoverable amounts are recognised in the statement of comprehensive income when there is objective evidence that the asset is impaired.

Other investments

Other investments, which relate to short-term principal positions, are recognised and derecognised on trade date. Other investments are measured at fair value which is determined directly by reference to published prices in an active market where available. Gains or losses arising from changes in fair value or disposal of other investments are recognised through the statement of comprehensive income.

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances and short-term highly liquid investments with an original maturity of three months or less. The Company holds money on behalf of clients in accordance with the Client Money

1. Accounting policies (continued)

Cash and cash equivalents (continued)

Rules of the Financial Conduct Authority. This client money includes balances which are not held in respect of the settlement of transactions (i.e. free money).

The Company excludes free money from its balance sheet, although disclosure of the amounts held is still made in note 15.

Trade payables

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The Directors consider that the carrying amount of trade payables approximates to their fair value.

Leased assets

Measurement and recognition of leases as a lessee

For any new lease contracts entered into on or after 1 April 2019, as permitted under IFRS 16, the Company recognises a right of use asset and a lease liability except for:

- Leases with a term of 12 months or less from the lease commencement date
- Leases of low value assets

Lease liabilities are measured at the present value of the unpaid lease payments discounted using an incremental borrowing rate.

Right of use assets are initially measured at the amount of the lease liabilities plus initial direct costs, costs associated with removal and restoration and payments previously made. Right of use assets are depreciated on a straight line basis over the term of the lease.

Lease liabilities are subsequently increased by the interest charge using the incremental borrowing rate and reduced by the contractual payments.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the statement of comprehensive income.

Revenue

Wealth Management (WM)

Management and custody fees

Investment management fees are recognised in the period in which the related service is provided. It is a variable fee based on the average daily market value of assets under management and is invoiced on a calendar quarter basis in arrears. The performance obligation is satisfied over time as the contractual obligations are on ongoing throughout the period under contract. The revenue accrued but not yet invoiced is recognised as a contract asset.

Initial and ongoing advisory fees

Initial advisory fees are charged to clients on a fixed one-off fee agreement. The performance obligation is satisfied as the initial advice is provided. Ongoing advisory fees are variable fees based on the average daily market value of assets under management and invoiced on a calendar quarter basis in arrears. Both initial and ongoing advisory fees are recognised in the period in which the related service is provided. The performance obligation of ongoing advice is satisfied over time as the contractual obligations are ongoing throughout the period under contract. The revenue accrued but not yet invoiced is recognised as a contract asset.

Commission and transaction charges

Commission is recognised when receivable in accordance with the date of settlement. It is a variable fee based on a percentage of the transaction and therefore the performance obligation is satisfied at the date of the underlying transaction. The transaction price is calculated based on the agreed percentage of the underlying consideration of the trade. The underlying consideration being the number of shares multiplied by the share price at the time of the underlying transaction.

Notes

(Forming part of the financial statements)

1. Accounting policies (continued)

Revenue (continued)

Corporate finance advisory fees

Corporate finance advisory fees are fixed fees agreed on a deal by deal basis and might include non-cash consideration received in the form of shares, loan notes, warrants or other financial instruments recognised at the fair value on the date of receipt and therefore the performance obligation is satisfied at a point in time when the Company has fully completed the performance obligations per the contract.

Retainer fees

Retainer fees are recognised over the length of time of the agreement. Fees are fixed and invoiced quarterly in advance based on the agreed engagement letter. The performance obligation is satisfied over time as the contractual obligations are on ongoing throughout the period under contract. The deferred revenue is recognised as a contract liability.

Post-retirement benefits

The Company contributes to employees' individual money purchase personal pension plans. The assets of the schemes are held separately from those of the Company in independently administered funds. The amount charged against profits represents the contributions payable to the schemes in respect of the accounting period.

Performance related contractual incentive scheme

These are designed to reward performance by employees across the Company.

Taxation

The charge for taxation is based on the profit or loss for the period and takes into account taxation deferred because of timing differences between certain items for taxation and accounting purposes. Deferred tax is recognised without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not yet reversed by the balance sheet date.

Share-based payments

The share option programme allows employees to acquire shares of the ultimate parent company; these awards are granted by the ultimate parent company. The fair value of options granted is recognised as an employee expense over the vesting period and is charged by the ultimate parent undertaking to the subsidiary that holds the costs of the associated employee.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value of the options granted is measured using appropriate option valuation models. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognised for equity-settled transactions, at each reporting date until the vesting date, reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

Where the terms of an equity-settled award are modified, an incremental value is calculated as the difference between the fair value of the re-priced option and the fair value of the original option at the date of re-pricing. This incremental value is then recognised as an expense over the remaining vesting period in addition to the amount recognised in respect of the original option grant.

Where an equity-settled award is cancelled or settled (that is, cancelled with some form of compensation) it is treated as if it had vested on the date of cancellation and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. Any compensation paid up to the fair value of the award is accounted for as a deduction from equity. Where an award is cancelled by forfeiture, when the vesting conditions are not satisfied, any costs already recognised are reversed (subject to exceptions for market conditions).

Notes

(Forming part of the financial statements)

2. Critical accounting estimates and judgements

The Company makes certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Amortisation and impairment of non-financial assets

As noted above, the Company estimates the useful economic lives of intangible assets, in order to calculate the appropriate amortisation charge. This is done by the Directors using their knowledge of the markets and business conditions that generated the asset, together with their judgement of how these will change in the foreseeable future.

Where an indicator of impairment exists, value in use calculations are performed to determine the appropriate carrying value of the asset. The value in use calculation requires the Directors to estimate the future cash flows expected to arise for the CGU and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Investments

Included in investments are unlisted shares totalling a value of £701k. Judgement has been applied to the value of these shares based on recent transactions around the year end 31 March 2022. If the share price were to change by 2% the value of this investment would change by £7k. Further details are provided in note 14 and 19.

Warrants

Included in non-current investments are warrants valued at the estimated fair value at the reporting date. These values are obtained by applying an appropriate valuation model for which most of the inputs are based on contracts and external sources. Therefore no reasonable change in assumptions would lead to a material change in the fair value.

3. Operating (loss)/ profit

	Year ended 31 March 2022 £	Year ended 31 March 2021 £
Operating (loss)/profit is stated after charging/(crediting):		
Management charge (note 7)	**650,576**	453,471
Group costs (note 7)	**732,792**	-
Depreciation of property, plant and equipment (note 10)	**284,235**	504,595
Amortisation of intangibles (note 9)	**122,228**	122,228
IFRS 16 depreciation (note 12)	**434,549**	502,503
Defined contribution pension costs	**507,563**	392,242
Auditors' remuneration:		
- audit fees	**90,625**	81,667
- audit related assurance services	**31,140**	16,600

Notes

(Forming part of the financial statements)

4. Employees

The average monthly number of persons (including directors) employed by the Company during the period was as follows:

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
Executive and senior management	**3**	3
Capital Markets	**42**	35
Wealth Management	**75**	64
Support staff	**26**	24
Salaried staff	**146**	126
Non salaried staff	**7**	8
Total	**153**	134

The aggregate payroll costs of these persons were as follows:

	Year ended 31 Mar 2022 £	Year ended 31 Mar 2021 £
Wages and salaries	**12,070,488**	8,592,423
Bonuses	**2,004,896**	3,663,595
Social security costs	**1,879,298**	1,547,292
Other pension costs	**507,563**	392,242
	16,462,245	14,195,552
Non salaried staff	**4,894,955**	4,300,684
Total	**21,357,200**	18,496,236

Directors' remuneration as paid in respect of directors of the Company is as follows:

	Year ended 31 Mar 2022 £	Year ended 31 Mar 2021 £
Emoluments	**1,239,505**	818,323
Social security costs	**167,670**	109,250
Compensation for loss of office	**315,000**	-
Company contributions to money purchase schemes	**40,833**	36,667
	1,763,008	964,240

The above amounts for remuneration included the following in respect of the highest-paid director:

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
Total remuneration	**468,324**	354,831
Social security costs	**63,250**	47,150
	531,574	401,981

The number of directors who were members of pension schemes was as follows:

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
Money purchase schemes	**2**	2

Notes

(Forming part of the financial statements)

5. Finance income

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
	£	£
Bank interest receivable	-	1,854

6. Finance expense

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
	£	£
Other interest	**9,003**	463
Interest payable on lease liability	**85,270**	95,193
	94,273	95,656

7. Management charge and group costs

During the year the Company paid a management charge of £650,576 to its parent, WH Ireland Group plc, to represent costs incurred on behalf of the Company (2021: £453,471).

During the year additional group costs of £732,792 have been borne by the Company on behalf of the Group in connection with the acquisition of Harpsden Wealth Management Limited (2021: £nil).

8. Taxation

The tax charge is based on the loss for the period and comprises:

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
	£	£
Current tax expense:		
United Kingdom corporation tax at 19% (2020: 19%)	-	-
Adjustment in respect of prior years	-	-
Total current tax	-	-
Deferred taxation:		
Current year	-	(190,000)
Effect of change in tax rate	-	-
Adjustment in respect of prior years	-	-
Total deferred tax	-	(190,000)
Total tax in the statement of comprehensive income	-	(190,000)

Notes

(Forming part of the financial statements)

8. Taxation (continued)

The tax charge for the period differs from the standard rate of corporation tax in the UK of 19.00%. The differences are explained below:

	Year ended 31 Mar 2022 £	Year ended 31 Mar 2021 £
(Loss)/ profit before tax	**(356,175)**	6,375,414
Tax expense using the United Kingdom corporation tax rate of 19% (2021: 19%)	**(67,673)**	1,211,329
Other expenses not tax deductible	**170,776**	25,342
Income not chargeable to tax	**(5,223)**	(948,722)
Effects on group relief/ other reliefs	**80,763**	-
Movement in unrecognised deferred tax	**(178,643)**	(477,949)
Total tax credit in the statement of comprehensive income	**-**	(190,000)

9. Intangible fixed assets

	Client relationships £
Cost	
At beginning of year	4,287,066
At 31 March 2022	**4,287,066**
Amortisation	
At beginning of year	3,675,931
Amortisation charge	122,228
At 31 March 2022	**3,798,159**
Net book values	
At 31 March 2022	**488,907**
At 31 March 2021	611,135

10. Property, plant and equipment

	Computers, fixtures and fittings £
Cost	
At beginning of year	5,428,361
Additions	98,299
At 31 March 2022	**5,526,660**
Depreciation and impairment	
At beginning of year	4,931,073
Charged in year	284,235
At 31 March 2022	**5,215,308**
Net book values	
At 31 March 2022	**311,352**
At 31 March 2021	497,288

Notes

(Forming part of the financial statements)

11. Investments

	Shares in subsidiary undertakings	Unquoted investments	Warrants	Quoted investments	Total
	£	£	£	£	£
Cost					
At the beginning of the year	208	47,750	1,050,511	93	1,098,562
Additions at market value	-		849,868	-	849,868
Fair value adjustments - P&L account	-		1,072,951	-	1,072,951
Disposals	-	-	(8,250)		(8,250)
At end of year	**208**	**47,750**	**2,965,080**	**93**	**3,013,131**
	-	-	0	-	
Subsidiaries at end of year					**208**
Investments at end of year					**3,012,923**

The Company owns the whole of the issued share capital of two £1 ordinary shares of Fitel Nominees Limited, two £1 ordinary shares of WH Ireland Nominees Limited, one £1 ordinary share in WH Ireland Trustee Limited and £1 ordinary share in WH Ireland (Financial Services) Limited. All of the companies are incorporated in England and Wales.

Warrants may be received during the ordinary course of business and are designated as fair value through profit or loss. There is no cash consideration associated with the acquisition.

Fair value, in the case of quoted investments, represents the bid price at the reporting year end date. In the case of unquoted investments, the fair value is estimated by reference to recent arm's length transactions. The fair value of warrants is estimated using established valuation models.

The fair value of the warrants was determined using the Black Scholes model and grouped within level 3 with fair value measurements derived from formal valuation techniques (see note 19). The key inputs into this calculation are the share price as at 31 March 2022, exercise price, risk free interest rate and volatility which is based on the share price movements during the period 1 December 2021 to 31 March 2022. The historic cost value of the above quoted investments and warrants at the period end was £2,965,080 (2021: £1,050,604).

12. Right of use asset and lease liability

	Leasehold Properties
Cost	£
At 31 March 2020	3,035,756
Adjustment for deferred rent invoices	(319,146)
Correction of calculation of right of use asset	(49,594)
At 31 March 2021	2,667,016
At 31 31 March 2022	**2,667,016**
Depreciation and impairment	
At 31 March 2020	**561,892**
Charge for the year	502,503
At 31 March 2021	1,064,395
Charge for the year	434,549
At 31 March 2022	**1,498,944**
Net book values	
At 31 March 2022	**1,168,072**
At 31 March 2021	1,602,621

12. Right of use asset and lease liability (continued)

The table below represents the minimum lease payments in relation to non-cancellable leases where the company is a lessee:

	31 March 2022			
	Payable within 1 year	Payable in 2 to 5 years	Payable after more than 5 years	**Total contractual payments**
	£	£	£	**£**
Lease liability	375,815	954,905	43,719	**1,374,439**

	31 March 2021			
	Payable within 1 year	Payable in 2 to 5 years	Payable after more than 5 years	**Total contractual payments**
	£	£	£	**£**
Lease liability	552,137	1,295,052	210,605	**2,057,794**

The following represents the lease expense in relation to leases which is recognised in the statement of comprehensive income:

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
	£	£
Depreciation of right of use asset	**434,549**	502,503
Interest charge	**85,270**	95,193
Total charge	**519,819**	597,696

13. Trade and other receivables

	31 Mar 2022	31 Mar 2021
	£	£
Trade receivables	**754,177**	981,699
Amounts owed by group undertakings	**1,626,836**	2,741,031
Other receivables	**811,943**	1,017,389
Prepayments and accrued income	**4,063,944**	2,714,525
	7,256,900	7,454,644

The carrying value of trade and other receivable balances are denominated fully in British pounds (2021: 100%).

Fees and charges owed by clients are generally considered to be past due where they remain unpaid five working days after the relevant billing date. At 31 March 2022, trade receivables (net of provisions for impairment and doubtful debts) comprised the following:

	31 Mar 2022	31 Mar 2021
	£	£
Not past due	**193,584**	497,374
Up to 5 days due	**8,833**	-
from 6 to 15 days past due	**219,241**	42,000
From 16 to 30 days past due	**1,257**	148,366
From 31 to 45 days past due	**112,627**	64,947
More than 45 days past due	**218,635**	229,012
	754,177	981,699

Included in aged receivables more than 45 days past due is the provisions for impairment of £502k (FY21: £421k).

13. Trade and other receivables (continued)

The Company has recognised an allowance for doubtful debts of 100% against all receivables over 365 days because historical experience has been that receivables beyond 365 days are not recoverable. Allowances against doubtful debts are recognised against trade receivables between 30 days and 365 days based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position. At 31 March 2022, £502k (2020: £421k) of the Company's trade receivable balances were impaired and provided for.

The Directors consider that the carrying amounts of trade and other receivables approximate their fair value.

14. Current asset investments

	31 Mar 2022	31 Mar 2021
	£	£
Current asset investment	**1,490,713**	961,624
Restricted cash	**421,799**	1,528,146
Total	**1,912,512**	2,489,770

Current asset investments represent short-term principal positions in the form of listed investments which are held at market value.

Restricted cash represents monies held by the Company which have some restrictions on their conversion to cash.

15. Cash and cash equivalents

Cash at bank represents firm's money and money held for settlement of outstanding transactions. Money held on behalf of clients is not included on the Balance Sheet.

Money held on behalf of clients at 31 March 2022 was £366k (2021: £401k).

16. Trade and other payables

	31 Mar 2022	31 Mar 2021
	£	£
Trade payables (net of monies held on behalf of clients)	**2,871,696**	1,837,632
Other tax and social security	**900,581**	523,743
Other payables	**308,453**	594,931
Accruals and deferred income	**2,145,853**	4,041,063
	6,226,583	6,997,369

The Directors consider that the carrying amounts of trade and other payables approximate their fair value.

Amounts due to Group companies are unsecured, interest free and repayable on demand.

Other creditors includes £nil (2021: £nil) relating to pension scheme contributions.

17. Deferred tax assets and liabilities

Deferred tax is provided for temporary differences, at the reporting period end date, between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes using a tax rate of 19% (2021: 19%). A deferred tax asset is recognised for all deductible temporary differences and unutilised tax losses only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax asset at the year end 31 March 2022 was £190K (2021:£190k).

18. Called up share capital

	Year ended 31 Mar 2022	Year ended 31 Mar 2021
	£	£
Authorised		
4,000,000 ordinary shares of 50p each	**2,000,000**	2,000,000
Allotted, called up and fully paid		
2,040,742 (2021: 2,040,742) ordinary shares of 50p each	**1,020,371**	1,020,371

Notes

(Forming part of the financial statements)

19. Financial instruments

The fair value of all of the Company's financial assets and liabilities approximated its carrying value at the reporting period end date. The carrying amount of non-current financial instruments is not significantly different from the fair value of these instruments based on discounted cash flows.

The significant methods and assumptions used in estimating fair values of financial instruments are summarised below:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include equity investments, other than those in subsidiary undertakings. In the case of listed investments, the fair value represents the quoted bid price at the reporting period end date. The fair value of unlisted investments is estimated by reference to recent arm's length transactions.

Other investments

Other investments include warrants and equity investments, categorised as fair value through profit or loss. In the case of listed investments, the fair value represents the quoted bid price at the reporting period end date. The fair value of unlisted investments is estimated by reference to recent arm's length transactions. In the case of warrants, the fair value is estimated using established valuation models, as discussed in note 11.

Risks

The main risks arising from the Company's financial instruments are credit risk, liquidity risk and market risk. Market risk comprises currency risk, interest rate risk and other price risk. The Directors review and agree policies for managing each of these risks which are summarised below:

Credit risk

Credit risk is the risk that clients or other counterparties to a financial instrument will cause a financial loss by failing to meet their obligations. Credit risk relates, in the main, to the Company's trading and investment activities and is the risk that third parties fail to pay amounts as they fall due. Formal credit procedures include approval of client limits, approval of material trades, collateral in place for trading clients and chasing of overdue accounts. There are formal rules around traded option business including management of margin. Additionally, risk assessments are performed on banks and custodians.

The maximum exposure to credit risk at the end of the reporting period is equal to the statement of financial position figure. Impairment policy and information on collateral held against trade receivables can be found in note 13. There were no other past due, impaired or unsecured debtors.

Financial assets that are neither past due nor impaired in respect of trade receivables relate mainly to bonds, equity and gilt trades quoted on a recognised exchange, are matched in the market, and are either traded on a cash against documents basis or against a client's portfolio.

The credit risk on liquid funds, cash and cash equivalents is limited due to deposits being held at the Company's main bank with a credit rating of "A", assigned by Standard and Poor's.

There has been no change to the Company's exposure to credit risk or the manner in which it manages and measures the risk during the period.

Liquidity risk

Liquidity risk is the risk that obligations associated with financial liabilities will not be met. The Company monitors its risk to a shortage of funds by considering the maturity of both its financial investments and financial assets (for example, trade receivables) and projected cash flows from operations.

The Company's objective is to maintain the continuity of funding through the use of bank facilities where necessary, which are reviewed annually with the Company's Banker, the Bank of Scotland. Items considered are limits in place with counterparties which the bank are required to guarantee, payment facility limits, as well as the need for any additional borrowings.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's maximum exposure to currency risks is not significant and therefore sensitivity analysis has not been performed.

19. Financial instruments (continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the amounts receivable on cash deposits. The Company views such exposure to interest rate fluctuations as not significant and therefore sensitivity analysis has not been performed.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to the individual financial instrument or its issuer or factors affecting all similar financial instruments traded in the market. The Company manages other price risk by monitoring the value of its financial instruments on a monthly basis and reporting these to the Directors and Senior Management. The Company has disposed of a number of its investments during the course of the period, which has helped mitigate risk. However, the risk of deterioration in prices remains high whilst the market continues to be volatile. The risk of future losses is limited to the fair value of investments as at the year-end of £4,925,435 (2021: £3,588,124).

Information in respect of financial instruments measured at fair value

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 at fair value measurement are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 fair value measurements are those derived from inputs other than the quoted price included within Level 1 that are observable for the asset or a liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair values measurements are those derived from formal valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	31 March 2022			
	Level 1	Level 2	Level 3	Total
	£	£	£	£
Financial assets at fair value through profit or loss				
Unquoted equities	701,233	-	47,750	748,983
Financial instruments designated at fair value through profit or loss				
Quoted equities	93	-	-	93
Other investments	1,211,279	-	2,965,080	4,176,359
Total	1,912,605	-	3,012,830	4,925,435

	31 March 2021			
	Level 1	Level 2	Level 3	Total
	£	£	£	£
Financial assets at fair value through profit or loss				
Unquoted equities	-	-	47,750	47,750
Financial instruments designated at fair value through profit or loss				
Quoted equities	93	-	-	93
Other investments	2,489,770	-	1,050,511	3,540,281
Total	2,489,863	-	1,098,261	3,588,124

There was a transfer of £nil (2021:£nil) from level 3 to level 1 and a transfer of £nil (2021:£nil) from level 1 to level 3 during the period.

Notes

(Forming part of the financial statements)

20. Share-based payments

Certain employees of the company, along with other group employees, have been granted options over the shares in WH Ireland Group PLC.

Unapproved Share Option Scheme (CSOP)

Under the terms of the unapproved share option scheme, options over the Company's shares may be granted on a discretionary basis to employees and consultants of the Group (including Directors) at a price to be agreed between the Company and the relevant option holder. Under the terms of the options granted, such options vest on the third anniversary of the award dates; are exercisable at the market price at the time the option was issued and are exercisable for ten years after the vesting date.

JOE Scheme

Under the terms of the Joint Share Option Plan, each option holder holds shares jointly with the ESOT. These shares vest subject to the satisfaction of certain performance criteria agreed between the Company, the ESOT, and the option holder.

2020 EMI Option scheme

During 2020 an Enterprise Management Incentive (EMI) share option scheme was designed and registered with HMRC as an approved EMI scheme. EMI options are a tax efficient way of granting options to employees. The value of options granted is by reference to the current market value (CMV) of the Company's share price at the date of grant and the maximum aggregate value of granted but un-exercised options

	31 March 2022									
	CSOP		ESOT		ESOT		2019 LTIP		2020 EMI Option Plan	
	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP
Outstanding at beginning of year	127,002	64.69p	350,000	74.50p	50,000	92.50p	1,800,000	45.00p	4,330,719	40.43p
Granted	-	-	-	-	-	-	-	-	387,929	25.78p
Expired / forfeited	(91,500)	57.00p	-	-	-		-	-	(1,074,478)	45.60p
Exercised	-	-	-	-	-	-	-	-	-	-
Outstanding at end of year	35,502	84.50p	350,000	74.50p	50,000	92.50p	1,800,000	45.00p	3,644,170	37.43p
Exercisable at end of year	35,502	84.50p	350,000	74.50p	50,000	92.50p	-	-	-	-
WA Life*	0.08 yrs		1.5 yrs		4.01 yrs		8.03 yrs		10.26 yrs	

*WA Life represents the weighted average contractual life in years to the expiry date for options outstanding at the end of the year.

	31 March 2021									
	CSOP		ESOT		ESOT		2019 LTIP		2020 EMI Option Plan	
	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP
Outstanding at beginning of year	142,002	63.88p	650,000	40.12p	70,000	92.50p	1,800,000	46.00p	-	-
Granted	-	-	-		-	-	-	-	4,330,719	40.43p
Expired / forfeited	(15,000)	57.00p	(300,000)	0.00p	(20,000)	92.50p	-	-	-	-
Exercised	-	-	-	-	-	-	-	-	-	-
Outstanding at end of year	127,002	64.69p	350,000	74.50p	50,000	92.50p	1,800,000	45.00p	4,330,719	40.43p
Exercisable at end of year	127,002	64.69p	350,000	74.50p	50,000	92.50p	-	45.00p	-	40.43p
WA Life*	0.73 yrs		2.5 yrs		5.01 yrs		9.03 yrs		12.46 yrs	

*WA Life represents the weighted average contractual life in years to the expiry date for options outstanding at the end of the year.

Notes

(Forming part of the financial statements)

20. Share-based payments (continued)

The pricing models used to value these options and their inputs are as follows:

	Pricing Models				
	CSOP	ESOT	ESOT	2019 LTIP	2020 EMI Option Plan
Pricing model	Black Scholes	Monte Carlo	N/A	N/A	N/A
Date of grant	02/11/11-24/05/12	28/10/13-13/4/16	30/05/17	28/06/19 & 28/12/19	01/11/20-01/09/21
Share price at grant (p)	56.5-83.0	74.5-114.5	125	45.0 & 49.0	42.0 & 56.5
Exercise price (p)	57.0-84.5	0.0-114.5	-	45.0 & 49.0	0.0-58.0
Expected volatility (%)	32.6332-33.2130	43.0000-37.0000	N/A	50	50
Expected life (years)	5	5	3	3	1-3
Risk-free rate (%)	1.2993-.0.7999	0.8000-1.9300	N/A	2	5
Expected dividend yield (%)	-	0.67-2.19	N/A	N/A	N/A

21. Parent undertaking

WH Ireland Group plc, a company incorporated in England, is the immediate and ultimate Parent company. A copy of the accounts of WH Ireland Group plc is available from 24 Martin Lane, London, EC4R 0DR, or from the Group's website www.whirelandplc.com.

22. Capital commitments

There were no capital commitments at 31 March 2022 or 31 March 2021.

23. Related party transactions

WH Ireland Limited, as a wholly owned subsidiary undertaking of WH Ireland Group plc has taken advantage in the preparation of its financial statements of an exemption contained in FRS101 *Reduced Disclosure Framework*. This exemption allows the Company not to disclose details of transactions with other wholly owned group companies as the consolidated financial statements in which WH Ireland Limited is included are publicly available.

The directors undertake transactions in stocks and shares in the ordinary course of the Company's business for their own account. The transactions are not material to the Company in the context of its operations.

There are no other material contracts between the Company and the directors.