

Registration number: 03766242

Thomas Miller (UK) Holdings Company Ltd

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2021

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Thomas Miller (UK) Holdings Company Ltd

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Thomas Miller (UK) Holdings Company Ltd

Company Information

Directors	C E Fenton
	B M Kesterton
	A J Taylor
Company secretary	K P Halpenny
Registered office	90 Fenchurch Street
	London
	EC3M 4ST
Statutory Auditor	Deloitte LLP
	Statutory Auditor
	London
	United Kingdom

Thomas Miller (UK) Holdings Company Ltd

Strategic Report for the Year Ended 31 December 2021

The Directors present their strategic report for the year ended 31 December 2021.

Principal activity

The principal activity of the Group is to act as a holding company for its subsidiary undertakings. The main activities of the subsidiaries include the provision of general management and agency services to various clients.

Fair review of the business

The profit on ordinary activities after taxation amounted to £1,806,193 (2020 - £1,256,601). The increase in this KPI is due to an increase in operating profit and a decrease in tax. The effective tax rate for the year is lower than the previous year primarily due to a deferred tax credit relating to the change in tax rates. Based on the main activities of the Company and its subsidiaries, the Directors consider this KPI as sufficient in highlighting the financial performance of the Group.

Principal risks and uncertainties

The Group is exposed to financial risk through its financial assets and financial liabilities. In particular, the key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from financial liabilities as they fall due. The most important components of this financial risk are currency risk and credit risk.

The Group Financial Controller, advised by the Treasury Advisory Committee, monitors and aims to reduce exposure to the various components of financial risk. Through the committee, the Group Financial Controller takes advice to ensure that he acts in line with the terms of reference approved by the Board of the ultimate parent company, Thomas Miller Holdings Ltd.

Currency risk

The Group manages its currency risk in respect of its income and expenditure streams and its balance sheet exposure. Currency risk exists from the Group's residual exposure to adverse movements in exchange rates in respect of its foreign currency movements and balances. This risk is managed within the Group by collecting management fees in currencies which match the costs of the overseas Group companies and through balancing the levels of currency assets and liabilities which may involve the use of forward exchange contracts. Foreign exchange differences are charged to the profit and loss account.

Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The main area where the company is exposed to credit risk is in relation to amounts due from the ultimate parent company, from fellow subsidiary undertakings, financial institutions and other customers. However, the balances due are readily realisable and the Company is comfortable that the counterparties have sufficient resources to meet their obligations.

Thomas Miller (UK) Holdings Company Ltd

Strategic Report for the Year Ended 31 December 2021 (continued)

Other risks

The Directors continue to monitor the risks associated with COVID-19 however the impact to date has been minimal. In assessing the prospects of the Company, the Directors noted that such assessment is subject to a degree of uncertainty that can be expected to continue, looking out over time and, accordingly, future outcomes cannot be guaranteed or predicted with certainty. The Directors' assessment has taken into account the resources of the Company and that of the wider Thomas Miller Group under the parent company Thomas Miller Holdings Ltd. Where necessary Thomas Miller Holdings Ltd has indicated it will provide further liquidity or regulatory capital to the Company.

As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully in the current economic environment.

The Directors' assessment has taken into account the resources of the Company and that of the wider Thomas Miller group under the parent company, Thomas Miller Holdings Ltd. Where necessary, Thomas Miller Holdings Ltd. has indicated it will provide financial support for a period of not less than 12 months after the date of the approval of these financial statements.

Brexit

We continue to monitor the risks associated with the UK's exit from the Brexit transition period as of 31st December 2021. We do not consider there to be an impact on the company results due to the nature of its business activities which have been largely unaffected during the year.

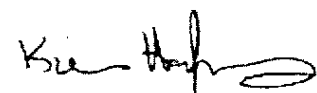
Engagement with suppliers, customers and other relationships

Thomas Miller & Co. Limited, a fellow subsidiary undertaking, provides the personnel, the office space and other services and equipment required for the conduct of the Group's businesses, and charges the Group accordingly. No change is envisaged in these arrangements for 2022 and beyond.

Future developments

The directors expect the general level of activity to remain consistent with 2021 in the forthcoming year.

Approved and authorised by the Board on 11 May and signed on its behalf by:



.....
K P Halpenny
Company Secretary

Thomas Miller (UK) Holdings Company Ltd

Directors' Report for the Year Ended 31 December 2021

The Directors present their report and the consolidated financial statements for the year ended 31 December 2021.

Director of the Group

The Directors who held office during the year were as follows:

C E Fenton

J M Goldthorpe (ceased 30 June 2021)

B M Kesterton

H J Wynn-Williams (ceased 29 June 2021)

A J Taylor

Directors' liabilities

The ultimate parent company Thomas Miller Holdings Ltd. has made qualifying third party indemnity provisions for the benefit of its subsidiaries' Directors that remain in force at the date of this report.

Dividends

Please see note 15 for details of the dividends paid during the year and up to the date of signing.

Information included in the Strategic Report

Details of the following can be found in the Strategic Report and form part of this report by cross-reference:

- future developments;
- financial risk management objectives and policies; and
- engagement with suppliers, customers and other relationships.

Auditors

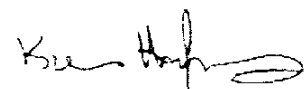
Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of the information.

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

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

Approved and authorised by the Board on 11 May and signed on its behalf by:



.....
K P Halpenny
Company Secretary

Thomas Miller (UK) Holdings Company Ltd

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual 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 and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 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.

Thomas Miller (UK) Holdings Company Ltd

Independent Auditor's Report to the Members of Thomas Miller (UK) Holdings Company Ltd

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Thomas Miller (UK) Holdings company Ltd (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2021 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated profit and loss account;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 group's and parent 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.

Thomas Miller (UK) Holdings Company Ltd

Independent Auditor's Report to the Members of Thomas Miller (UK) Holdings Company Ltd (continued)

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.

Responsibilities of directors

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

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 group or the parent 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.

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 auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

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.

We considered the nature of the group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

Thomas Miller (UK) Holdings Company Ltd

Independent Auditor's Report to the Members of Thomas Miller (UK) Holdings Company Ltd (continued)

We obtained an understanding of the legal and regulatory framework that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the Financial Statements; and
- do not have a direct effect on the Financial Statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

We obtained an understanding of the legal and regulatory framework that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

Report on other legal and regulatory requirements

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.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Thomas Miller (UK) Holdings Company Ltd

**Independent Auditor's Report to the Members of Thomas Miller (UK) Holdings
Company Ltd (continued)**

We have nothing to report in respect of these matters.

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.

Colin Rawlings FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London
..... 2022

Thomas Miller (UK) Holdings Company Ltd

Consolidated Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Turnover	3	<u>101,923,815</u>	<u>93,675,389</u>
Gross profit		101,923,815	93,675,389
Administrative expenses		<u>(99,734,925)</u>	<u>(92,105,936)</u>
Operating profit	4	<u>2,188,890</u>	<u>1,569,453</u>
Other interest receivable and similar income	5	-	(2)
Amounts written off investments		<u>(100)</u>	<u>-</u>
		<u>(100)</u>	<u>(2)</u>
Profit before tax		2,188,790	1,569,451
Tax on profit	8	<u>(382,597)</u>	<u>(312,850)</u>
Profit for the financial year		<u>1,806,193</u>	<u>1,256,601</u>
Profit/(loss) attributable to:			
Owners of the company		<u>1,806,193</u>	<u>1,256,601</u>

The notes on pages 16 to 28 form an integral part of these financial statements.

Thomas Miller (UK) Holdings Company Ltd

**Consolidated Statement of Comprehensive Income for the Year Ended 31 December
2021**

	2021 £	2020 £
Profit for the year	<u>1,806,193</u>	<u>1,256,601</u>
Total comprehensive income for the year	<u>1,806,193</u>	<u>1,256,601</u>
Total comprehensive income attributable to:		
Owners of the company	<u>1,806,193</u>	<u>1,256,601</u>

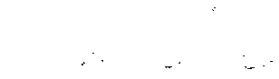
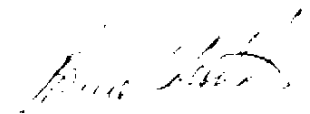
Thomas Miller (UK) Holdings Company Ltd

(Registration number: 03766242)

Consolidated Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	9	4,369,186	6,848,138
Current assets			
Debtors	11	30,696,443	31,842,502
Cash at bank and in hand		377	441
		<u>30,696,820</u>	<u>31,842,943</u>
Creditors: Amounts falling due within one year	13	<u>(33,129,000)</u>	<u>(36,562,081)</u>
Net current liabilities		<u>(2,432,180)</u>	<u>(4,719,138)</u>
Total assets less current liabilities		1,937,006	2,129,000
Provisions for liabilities		-	(188,987)
Net assets		<u>1,937,006</u>	<u>1,940,013</u>
Capital and reserves			
Called up share capital	14	10,608	10,608
Share premium reserve		2,532,908	2,532,908
Profit and loss account		<u>(606,510)</u>	<u>(603,503)</u>
Equity attributable to owners of the company		<u>1,937,006</u>	<u>1,940,013</u>
Shareholders' funds		<u>1,937,006</u>	<u>1,940,013</u>

The financial statements of Thomas Miller (UK) Holdings Company Ltd (registered number 03766242) were approved by the board of directors and authorised for issue on 11 May 2022. They were signed on its behalf by:

 _____	Director	C E Fenton
 _____	Director	B M Kesterton

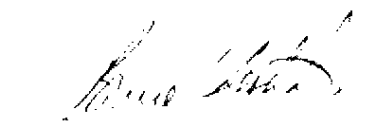
The notes on pages 16 to 28 form an integral part of these financial statements.

Thomas Miller (UK) Holdings Company Ltd
(Registration number: 03766242)
Company Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	9	4,369,186	6,848,138
Investments	10	<u>2,411,314</u>	<u>2,543,514</u>
		<u>6,780,500</u>	<u>9,391,652</u>
Current assets			
Debtors	11	158,358	-
Creditors: Amounts falling due within one year	13	<u>(4,344,155)</u>	<u>(6,658,604)</u>
Net current liabilities		<u>(4,185,797)</u>	<u>(6,658,604)</u>
Total assets less current liabilities		2,594,703	2,733,048
Provisions for liabilities		<u>-</u>	<u>(188,987)</u>
Net assets		<u>2,594,703</u>	<u>2,544,061</u>
Capital and reserves			
Called up share capital	14	10,608	10,608
Share premium reserve		2,532,908	2,532,908
Profit and loss account		<u>51,187</u>	<u>545</u>
Shareholders' funds		<u>2,594,703</u>	<u>2,544,061</u>

The company made a profit after tax for the financial year of £1,859,642 (2020 - profit of £2,501,400).

The financial statements of Thomas Miller (UK) Holdings Company Ltd (registered number 03766242) were approved by the board of directors and authorised for issue on 11 May 2022. They were signed on its behalf by:

 _____ Director	C E Fenton
 _____ Director	B M Kesterton

Thomas Miller (UK) Holdings Company Ltd

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2021
Equity attributable to the parent company

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2021	10,608	2,532,908	(603,503)	1,940,013
Profit for the year	-	-	1,806,193	1,806,193
Total comprehensive income	-	-	1,806,193	1,806,193
Dividends	-	-	(1,809,000)	(1,809,000)
Other movements on reserves	-	-	(200)	(200)
At 31 December 2021	10,608	2,532,908	(606,510)	1,937,006

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2020	10,608	2,532,908	655,895	3,199,411
Profit for the year	-	-	1,256,601	1,256,601
Total comprehensive income	-	-	1,256,601	1,256,601
Dividends	-	-	(2,516,000)	(2,516,000)
Other movements on reserves	-	-	1	1
At 31 December 2020	10,608	2,532,908	(603,503)	1,940,013

The notes on pages 16 to 28 form an integral part of these financial statements.

Thomas Miller (UK) Holdings Company Ltd

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2021	<u>10,608</u>	<u>2,532,908</u>	<u>545</u>	<u>2,544,061</u>
Profit for the year	<u>-</u>	<u>-</u>	<u>1,859,642</u>	<u>1,859,642</u>
Total comprehensive income	<u>-</u>	<u>-</u>	<u>1,859,642</u>	<u>1,859,642</u>
Dividends	<u>-</u>	<u>-</u>	<u>(1,809,000)</u>	<u>(1,809,000)</u>
At 31 December 2021	<u><u>10,608</u></u>	<u><u>2,532,908</u></u>	<u><u>51,187</u></u>	<u><u>2,594,703</u></u>

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2020	<u>10,608</u>	<u>2,532,908</u>	<u>15,145</u>	<u>2,558,661</u>
Profit for the year	<u>-</u>	<u>-</u>	<u>2,501,400</u>	<u>2,501,400</u>
Total comprehensive income	<u>-</u>	<u>-</u>	<u>2,501,400</u>	<u>2,501,400</u>
Dividends	<u>-</u>	<u>-</u>	<u>(2,516,000)</u>	<u>(2,516,000)</u>
At 31 December 2020	<u><u>10,608</u></u>	<u><u>2,532,908</u></u>	<u><u>545</u></u>	<u><u>2,544,061</u></u>

The notes on pages 16 to 28 form an integral part of these financial statements.

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is a private company limited by share capital, incorporated in United Kingdom.

The address of its registered office is:

90 Fenchurch Street
London
EC3M 4ST

These financial statements were authorised for issue by the Board on

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

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

Summary of disclosure exemptions

The company as a "qualifying entity" is exempt from producing a cash flow statement in accordance with FRS 102.1.12(b). The full voting rights of the company are owned by its ultimate parent undertaking whose published, publicly available accounts include a consolidated cash flow statement.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 December 2021.

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

A subsidiary is an entity controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Going concern

The financial statements have been prepared on a going concern basis.

The Group has net current liabilities. The majority of these consist of inter-company balances due from the parent and a fellow subsidiary company both of which have sufficient resources to meet their obligations and deferred income. These balances are readily realisable.

Although the balance sheet shows a net current liability position, the subsidiaries underpinning this are all part of the wider Thomas Miller Holdings group. As such, Thomas Miller (UK) Holdings Company Ltd and its fellow subsidiaries are supported by the ultimate parent company in the event that any of them were to require settlement of their intercompany debts.

As a consequence, the Directors believe that the group is well placed to manage its business risks successfully in the current economic environment. Therefore, the Directors continue to apply the going concern basis.

Critical accounting judgements and key sources of estimation uncertainty

There are no critical accounting judgements or key sources of estimation uncertainty requiring disclosure.

Revenue recognition

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Amounts not attributable to the accounting year are recognised as deferred income.

The Group is contracted to provide management services to a number of insurance entities over their financial period. Fees are received to perform these management services, comprised of a fixed fee and an incentive fee, the conditions of which vary between management agreements. The entities are invoiced and fees received on an annual, bi-annual or quarterly basis. The Group satisfies its contractual arrangements with the entities as the management services are provided, evenly over the entities' financial period.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the consolidated financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are stated in the company balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Furniture, fittings and equipment	Straight-line over 3 to 6 years

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

Creditors

Trade creditors 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 the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the Group's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

3 Revenue

The analysis of the Group's revenue for the year from continuing operations is as follows:

	2021	2020
	£	£
Rendering of services	<u>101,923,815</u>	<u>93,675,389</u>

	2021	2020
	£	£
United Kingdom and Europe	101,899,833	93,675,389
Asia Pacific	28,550	-
Australia	<u>432</u>	<u>-</u>
	<u>101,928,815</u>	<u>93,675,389</u>

4 Operating profit

Arrived at after charging/(crediting)

	2021	2020
	£	£
Depreciation expense	4,495,591	1,390,966
Foreign exchange gains	<u>(80,303)</u>	<u>(47,008)</u>

5 Other interest receivable and similar income

	2021	2020
	£	£
Interest income on financial assets	<u>-</u>	<u>(2)</u>

6 Directors' remuneration

The Directors of the Company include a number of Directors who are also Directors of other Companies within the Thomas Miller Holdings Group. The Directors do not consider it practicable or appropriate to allocate Directors' services between individual subsidiary companies. The Directors of the Company received aggregate emoluments of £3,467,962 (2020 - £7,009,484) relating to their services to all Companies within the Thomas Miller Holdings Group.

The value of contributions paid, or treated as paid, by the company in respect of defined contribution pension schemes was £30,135 (2020 - £24,789).

The directors' remuneration was paid by Thomas Miller & Co. Limited, a fellow subsidiary company.

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

	2021	2020
	No.	No.
Received or were entitled to receive shares under long-term incentive schemes	5	5
Exercised share options	-	2
Accruing benefits under defined benefit pension scheme	1	2
Accruing benefits under money purchase pension scheme	<u>1</u>	<u>1</u>

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

7 Auditor's remuneration

	2021	2020
	£	£
Audit of these financial statements	<u>8,995</u>	<u>8,132</u>

8 Taxation

Tax charged/(credited) in the Profit and Loss

	2021	2020
	£	£
Current taxation		
Current period charge/(credit)	712,059	280,309
Adjustment to prior periods	<u>182</u>	<u>(32,347)</u>
	<u>712,241</u>	<u>247,962</u>
Deferred taxation		
Current period charge/(credit)	(278,114)	17,941
Arising from changes in tax rates and laws	(33,758)	18,005
Adjustment to prior periods	<u>(17,772)</u>	<u>28,942</u>
Total deferred taxation	<u>(329,644)</u>	<u>64,888</u>
Tax expense in the income statement	<u><u>382,597</u></u>	<u><u>312,850</u></u>

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

8 Taxation (continued)

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

The differences are reconciled below:

	2021 £	2020 £
Profit before tax	<u>2,188,790</u>	<u>1,569,451</u>
Corporation tax at standard rate	415,870	298,196
Effect of expense not deductible in determining taxable profit (tax loss)	25,731	54
Deferred tax (credit)/expense relating to changes in tax rates or laws	(33,758)	18,005
Deferred tax (credit)/expense from unrecognised temporary difference from a prior period	(17,772)	28,942
Increase/(decrease) in UK and foreign current tax from adjustment for prior periods	182	(32,347)
Tax decrease arising from group relief	<u>(7,658)</u>	<u>-</u>
Total tax charge	<u>382,595</u>	<u>312,850</u>

Deferred tax

Group

Deferred tax assets and liabilities

	2021 £	2020 £
Liability at start of the year	(188,987)	(124,099)
Current period credit / (charge)	311,872	(35,946)
Adjustment in respect of prior periods	<u>17,772</u>	<u>(28,942)</u>
Asset / (liability) at end of the year	<u>(140,657)</u>	<u>188,987</u>

On 24 May 2021, legislation was substantially enacted in the UK to increase the corporate tax rate to 25% (from 19%) with effect from 1 April 2023. As a result of the change, the deferred tax balances have been re-calculated at 25% at year end.

9 Tangible assets

Group

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

9 Tangible assets (continued)

	Furniture, fittings and equipment £	Total £
Cost or valuation		
At 1 January 2021	7,918,806	7,918,806
Additions	2,293,335	2,293,335
Disposals	<u>(3,364,279)</u>	<u>(3,364,279)</u>
At 31 December 2021	<u>6,847,862</u>	<u>6,847,862</u>
Depreciation		
At 1 January 2021	1,070,668	1,070,668
Charge for the year	4,495,591	4,495,591
Eliminated on disposal	<u>(3,087,583)</u>	<u>(3,087,583)</u>
At 31 December 2021	<u>2,478,676</u>	<u>2,478,676</u>
Carrying amount		
At 31 December 2021	<u>4,369,186</u>	<u>4,369,186</u>
At 31 December 2020	<u>6,848,138</u>	<u>6,848,138</u>

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

9 Tangible assets (continued)

Company

	Furniture, fittings and equipment £	Total £
Cost or valuation		
At 1 January 2021	7,918,806	7,918,806
Additions	2,293,335	2,293,335
Disposals	(3,364,279)	(3,364,279)
At 31 December 2021	6,847,862	6,847,862
Depreciation		
At 1 January 2021	1,070,668	1,070,668
Charge for the year	4,495,591	4,495,591
Eliminated on disposal	(3,087,583)	(3,087,583)
At 31 December 2021	2,478,676	2,478,676
Carrying amount		
At 31 December 2021	4,369,186	4,369,186
At 31 December 2020	6,848,138	6,848,138

10 Investments

Company

Subsidiaries

£

Cost or valuation

At 1 January 2021	2,543,514
Disposals	(132,200)
At 31 December 2021	2,411,314

Provision

At 1 January 2021	-
At 31 December 2021	-

Carrying amount

At 31 December 2021	2,411,314
At 31 December 2020	2,543,514

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

10 Investments (continued)

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2021	2020
Subsidiary undertakings				
H.A.P.M. Management Company Limited	United Kingdom	Ordinary shares	100%	100%
International Transport Intermediaries Management Company Ltd	United Kingdom	Ordinary shares	100%	100%
Marine Response Services Ltd	United Kingdom	Ordinary shares	100%	100%
Signum Services Ltd.	United Kingdom	Ordinary shares	100%	100%
Thomas Miller Defence Ltd.	United Kingdom	Ordinary shares	100%	100%
Thomas Miller Professional Indemnity Limited	United Kingdom	Ordinary shares	100%	100%
Thomas Miller War Risks Services Limited	United Kingdom	Ordinary shares	100%	100%
Through Transport Mutual Services (UK) Limited	United Kingdom	Ordinary shares	100%	100%

The registered office for the above subsidiaries is 90 Fenchurch Street, London, EC3M 4ST.

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

10 Investments (continued)

For the year ending 31 December 2021 the following subsidiaries are claiming exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies;

Subsidiary undertakings

H.A.P.M. Management Company Limited

The principal activity of H.A.P.M. Management Company Limited is management services.

International Transport Intermediaries Management Company Ltd

The principal activity of International Transport Intermediaries Management Company Ltd is management services.

Marine Response Services Ltd

The principal activity of Marine Response Services Ltd is agency services.

Signum Services Ltd.

The principal activity of Signum Services Ltd. is investigation and security services.

Thomas Miller Defence Ltd.

The principal activity of Thomas Miller Defence Ltd. is agency and management services.

Thomas Miller Professional Indemnity Limited

The principal activity of Thomas Miller Professional Indemnity Limited is management services.

Thomas Miller War Risks Services Limited

The principal activity of Thomas Miller War Risks Services Limited is consultancy and management services.

Through Transport Mutual Services (UK) Limited

The principal activity of Through Transport Mutual Services (UK) Limited is agency and management services.

11 Debtors

		Group		Company	
	Note	2021 £	2020 £	2021 £	2020 £
Trade debtors		7,345,023	6,889,010	-	-
Amounts owed by related parties	16	20,844,282	22,528,354	-	-
Accrued income		2,348,538	2,425,136	-	-
Deferred tax assets	8	140,657	-	140,417	-
Income tax asset	8	17,943	2	17,941	-
		<u>30,696,443</u>	<u>31,842,502</u>	<u>158,358</u>	<u>-</u>

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

12 Cash and cash equivalents

	Group		Company	
	2021	2020	2021	2020
	£	£	£	£
Cash at bank	377	441	-	-

13 Creditors

		Group		Company	
	Note	2021	2020	2021	2020
		£	£	£	£
Due within one year					
Trade creditors		7,393	10	-	-
Amounts due to related parties	16	91,196	6,913,457	4,344,155	6,658,604
Other payables		40,499	377,114	-	-
Accruals		3,295	55,705	-	-
Deferred income		32,986,617	29,215,795	-	-
		<u>33,129,000</u>	<u>36,562,081</u>	<u>4,344,155</u>	<u>6,658,604</u>

14 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
Ordinary shares of £1 each	10,608	10,608	10,608	10,608

15 Dividends

	2021	2020
	£	£
Final dividend of £171 (2020 - £237) per ordinary share	1,809,000	2,516,000

16 Related party transactions

Group

The Company is exempt, under Financial Reporting Standard 102 (FRS 102) para 33.1A, from disclosing related party transactions as they are with other Companies that are wholly owned within the Group.

17 Parent and ultimate parent undertaking

Thomas Miller Holdings Ltd. is the parent undertaking of the smallest and largest group in which the company is consolidated.

The Company's immediate parent is Thomas Miller Holdings Ltd., incorporated in Bermuda.

These financial statements are available upon request from the Company Secretary, 90 Fenchurch Street, London, EC3M 4ST.

Thomas Miller (UK) Holdings Company Ltd

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

18 Non adjusting events after the financial period

Ukraine Crisis

On 24 February 2022, Russian troops began the invasion of Ukraine. Multiple nations have since imposed significant economic sanctions on Russian business interests and some of its nationals.

In addition to complying with all sanctions imposed, the Thomas Miller group continues to monitor the emerging risks, in what is a very fluid situation, through its Audit and Risk Committee.

An ongoing impact assessment is being maintained, and, to date, we anticipate that the imposed sanctions will have a limited financial and operational impact on the group and its subsidiaries.

The Audit and Risk Committee will continue to monitor the situation and work closely with the Thomas Miller businesses and managed clubs.