

Company Registration No. 03297846

Phoenix Equity Nominees Limited

Annual Report and Audited Financial Statements

For the year ended 31 December 2021



Phoenix Equity Nominees Limited

Annual report and audited financial statements 2021

Contents	Page(s)
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Independent Auditor's report	4 - 6
Income Statement	7
Balance sheet	8
Notes to the financial statements	9 - 10

Phoenix Equity Nominees Limited

Annual report and audited financial statements 2021

Officers and professional advisers

Directors

D Burns

R Daw

T M Dunn

K J Keck

P H Lenon

A W Muirhead (resigned 31/03/2021)

J R Thomas (resigned 10/11/2021)

Secretary

S J Darrington

Registered office

10th Floor

123 Victoria Street

London

SW1E 6DE

Independent Auditor

PricewaterhouseCoopers CI LLP

37 Esplanade

St Helier

Jersey

JE1 4XA

Channel Islands

Phoenix Equity Nominees Limited

Directors' Report

For the year ended 31 December 2021

The directors present their Annual Report and the audited financial statements for Phoenix Equity Nominees Limited (the "Company" for the year ended 31 December 2021).

This Directors' Report has been prepared in accordance with the special provisions relating to small companies of the Companies Act 2006.

Principal activities

The Company did not trade during the current or preceding financial year. The directors do not recommend the payment of any dividend (2020: £nil No amount is transferred to reserves (2020: £nil

Phoenix Equity Nominees Limited is a nominee company for the purpose of holding securities for the beneficial owners. Phoenix Equity Nominees Limited qualifies as a small company and has not prepared a Strategic Report.

Directors

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

D Burns

R W Daw

T M Dunn

K J Keck

P H Lenon

AW Muirhead (resigned 31/03/2021)

J R Thomas (resigned 10/11/2021)

Directors' indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Financial risks

The directors believe that, as a dormant company, the Company is not exposed to any significant financial risks.

Going concern basis

The Company did not trade during the current or preceding financial year. This is a dormant company and there are no current plans for this to change. The only administrative expense of the Company is the fee for the audit of the annual financial statements, which is paid by the parent company. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

The directors continue to review the escalating conflict between Russia & Ukraine and climate change in the context of the risks presented to the Company's operational existence and consider the impact to be extremely limited since the Company is dormant.

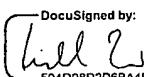
Independent Auditor

In the case of each of the persons who are directors of the Company at the date when this report was approved:

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

PricewaterhouseCoopers CI LLP was re-appointed as auditor during the year and a resolution for reappointment as auditor of the Company is to be proposed at the Annual General Meeting.

DocuSigned by:

634D8B53068A4ED...
Richard Daw
Director

6 July 2022

Phoenix Equity Nominees Limited

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

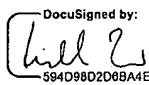
The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

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

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

DocuSigned by:

594D98D2D68A4ED...

Richard Daw

Director

6 July 2022

Independent auditor's report to the directors of Phoenix Equity Nominees Limited

Report on the audit of the financial statements

Opinion

In our opinion, Phoenix Equity Nominees Limited's financial statements:

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

We have audited the financial statements, included within the Annual Report and Audited Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2021; the income statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

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

Reporting on other information

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

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

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

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

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

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.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management override of controls. Audit procedures performed by the engagement team included:

- Inquired with the directors of the company as to any actual or suspected instances of fraud or non-compliance with laws and regulations;
- Reviewed the minutes of meetings of the board of directors for additional matters relevant to the audit; and
- Tested the disclosures made in the Directors' Report for compliance with the requirements of the Companies Act 2006 as applied to the company.

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

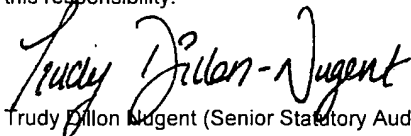
Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

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



Trudy Dillon-Nugent (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers CI LLP

Chartered Accountants and Statutory Auditors

Jersey, Channel Islands

06 July 2022

Phoenix Equity Nominees Limited

Income Statement

For the year ended 31 December 2021

	2021 £	2020 £
Turnover	-	-
Administrative expenses	-	-
Operating result	-	-
Interest receivable and similar income	-	-
Result before taxation	-	-
Tax on result	-	-
Result for the financial year	-	-

All results relate to continuing operations.

There is no other comprehensive income.

The accompanying notes on pages 8 and 9 are an integral part of these audited financial statements.

Phoenix Equity Nominees Limited

Balance Sheet

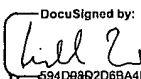
As at 31 December 2021

	Note	2021 £	2020 £
Current assets			
Other debtors - unpaid share capital	1	<u>2</u>	<u>2</u>
Net current assets		<u><u>2</u></u>	<u><u>2</u></u>
Capital and reserves			
Called up share capital	2	<u>2</u>	<u>2</u>
Total shareholders' funds		<u><u>2</u></u>	<u><u>2</u></u>

These financial statements on pages 7 to 10 were approved by the Board of Directors of Phoenix Equity Nominees Limited (company registration no. 03297846) and authorised for issue on 6 July 2022

The accompanying notes on pages 9 and 10 are an integral part of these financial statements.

These were signed on behalf of the Board of Directors by:

DocuSigned by:

 594D995206BA4ED...
 Richard Daw
 Director
 6 July 2022

Phoenix Equity Nominees Limited

Notes to the audited financial statements

For the year ended 31 December 2021

1. Accounting policies

General information

The Company is a private limited company by shares and incorporated and domiciled in England. The address of its registered office is 10th Floor, 123 Victoria Street, London, SW1E 6DE.

Statement of Compliance

The individual financial statements of the Company have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standards 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Basis of preparation

The financial statements have been prepared on the going concern basis, under historical cost convention and in accordance with the Companies Act 2006. The particular accounting policies adopted are described below and have been applied consistently throughout the period.

Cash flow statement

Under FRS 102 1.12 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is consolidated in the financial statements which are publicly available.

Statement of changes in equity

Given there were no movements in equity the Company has not prepared a statement of changes in equity.

Going Concern

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

Debtors

Debtors include unpaid share capital owed by the parent undertaking. The amounts are unsecured, interest free and repayable on demand.

Result before taxation

Phoenix Equity Partners Group Limited will pay the audit costs for Phoenix Equity Nominees Limited. The accrual in respect of such cost is £550 (2020: £550) which is included in the financial statements of Phoenix Equity Partners Group Limited.

2. Called up share capital	2021	2020
	£	£
Called up, allotted and unpaid		
2 (2020: 2) ordinary shares of £1 each	<u>2</u>	<u>2</u>

Ordinary shares are classified as equity. The called up share capital of the Company is £2 (2020: £2), which is subscribed by the parent undertaking, Phoenix Equity Partners Group Limited.

3. Ultimate parent entity

The ultimate parent entity and controlling party (which is also the parent of the only group of which the Company is a member for which group financial statements are prepared) is Phoenix Equity Partners Holdings LLP, a limited liability partnership incorporated in the United Kingdom. Copies of the group financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. The immediate parent company is Phoenix Equity Partners Group Limited.

Phoenix Equity Nominees Limited

Notes to the audited financial statements

For the year ended 31 December 2021

4. Related party transactions

The Company has taken advantage of the exemptions, as provided by paragraph 33.1A of FRS 102 and does not disclose transactions with ultimate parent company or other group entities. Significant group balances are shown separately within the notes to the financial statements. There were no related party transactions requiring disclosure.

5. Directors' emoluments

The aggregate emoluments in respect of services to Phoenix Equity Nominees Limited of persons who were directors of the Company during the year ended 31 December 2021, including pension contributions, was £nil (2020: £nil).

6. Employees

The company has no employees (2020: nil).

7. Post balance sheet event

There are no significant post balance sheet date events which require an adjustment or disclosure in the financial statements.