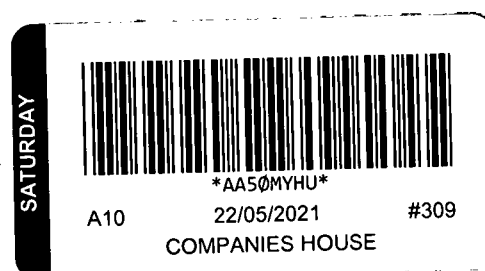


Company Registration No. 03443433 (England and Wales)

MEDLEY BUSINESS SOLUTIONS LIMITED

**UNAUDITED FINANCIAL STATEMENTS
FOR THE 11 MONTH PERIOD ENDED
29 NOVEMBER 2020**

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MEDLEY BUSINESS SOLUTIONS LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 29 NOVEMBER 2020**

	Notes	30 November 2020		31 December 2019	
		£	£	£	£
Fixed assets					
Tangible assets	4		1,678		3,047
Current assets					
Debtors	5	791,111		313,311	
Cash at bank and in hand		4,119,773		3,509,657	
		4,910,884		3,822,968	
Creditors: amounts falling due within one year	6	(778,176)		(531,938)	
Net current assets			4,132,708		3,291,030
Total assets less current liabilities			4,134,386		3,294,077
Capital and reserves					
Called up share capital	8		2,301		2,229
Share premium account			136,311		113,041
Capital redemption reserve			201		201
Profit and loss reserves			3,995,573		3,178,606
Total equity			4,134,386		3,294,077

The directors of the company have elected not to include a copy of the income statement within the financial statements.

For the financial 11 month period ended 29 November 2020 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its financial statements for the 11 month period in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 18 May 2021 and are signed on its behalf by:


 T. Eglén
 Director

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

1 Accounting policies

Company information

Medley Business Solutions Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 10 Lower Thames Street, London, EC3R 6EN.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared with application of the FRS 102 Triennial Review 2017 amendments in full.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

Subsequent to the period end, the trade and assets of the company were transferred to Chaucer Group Ltd. Adequate resources are held to continue in existence for the foreseeable future, and therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services in the ordinary nature of the business. Turnover is shown net of Value Added Tax for services provided to external customers. In the case of long term contracts, credit is taken appropriate to the stage of completion when the outcome of the contract can be assessed with reasonable certainty.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable. The amount by which turnover exceeds payments on account is classified as "amounts recoverable on contracts" and included in debtors; to the extent that payments on account exceed relevant turnover, the excess is included as a creditor.

Reporting period

The accounting period end date was shortened from 31 December 2020 to 29 November 2020 due to the company being acquired by new owners on 30 November 2020. These financial statements are therefore presented for the 11 month period from 1 January 2020 to 29 November 2020 and are not entirely comparable.

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

1 Accounting policies (Continued)

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and machinery	3 years
Fixtures, fittings and equipment	10 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

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

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

1 Accounting policies (Continued)

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

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

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

1 Accounting policies (Continued)

Retirement benefits

The company contributes to money purchase pension schemes on behalf of certain employees. The assets of these schemes are held separately from those of the company in independently administered funds. Pension costs are charged to the accounts as they are incurred.

Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

Treasury shares

Equity instruments reacquired by the company are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments. Consideration paid or received is recognised directly in equity.

2 Employees

The average monthly number of persons, including directors, employed by the company during the 11 month period was 22 (2019 - 22).

	2020 Number	2019 Number
Consultants	21	21
Administration	1	1
	<u>22</u>	<u>22</u>

Their aggregate remuneration comprised:

	2020 £	2019 £
Wages and salaries	1,489,633	1,516,958
Social security costs	187,455	219,574
Pension costs	204,493	228,249
	<u>1,881,581</u>	<u>1,964,781</u>

Included within wages and salaries in the current period is an accruals adjustment for holiday pay. Due to the immaterial size of the amount, no such adjustment was made in the 2019 year end and therefore the figures are not entirely comparable.

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

3 Share-based payment transactions

	Number of share options		Weighted average exercise price	
	2020 Number	2019 Number	2020 £	2019 £
Outstanding at 1 January 2020	840	1,040	32.42	32.42
Forfeited	(120)	-	-	-
Exercised	(720)	(200)	32.42	32.42
Outstanding at 29 November 2020	-	840	-	32.42
Exercisable at 29 November 2020	-	160	-	-

Liabilities and expenses

The company has an HMRC approved share option scheme for the benefit of its employees. The options outstanding at 29 November 2020 had an exercise price of £32.42 and a remaining term of 8 years. They have vesting dates between February 2019 and November 2021.

All share options were exercised on 30 November 2020, prior to the sale of the company.

4 Tangible fixed assets

	Plant and machinery	Fixtures, fittings and equipment	Total
	£	£	£
Cost			
At 1 January 2020	9,994	1,665	11,659
Additions	528	300	828
Disposals	(8,218)	-	(8,218)
At 29 November 2020	2,304	1,965	4,269
Depreciation and impairment			
At 1 January 2020	7,306	1,306	8,612
Depreciation charged in the 11 month period	2,042	155	2,197
Eliminated in respect of disposals	(8,218)	-	(8,218)
At 29 November 2020	1,130	1,461	2,591
Carrying amount			
At 29 November 2020	1,174	504	1,678
At 31 December 2019	2,688	359	3,047

MEDLEY BUSINESS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 11 MONTH PERIOD ENDED 29 NOVEMBER 2020

5 Debtors

	2020	2019
	£	£
Amounts falling due within one year:		
Trade debtors	721,950	227,781
Gross amounts owed by contract customers	-	24,447
Other debtors	23,342	-
Prepayments and accrued income	45,819	61,083
	<u>791,111</u>	<u>313,311</u>

6 Creditors: amounts falling due within one year

	2020	2019
	£	£
Trade creditors	273,259	70,993
Corporation tax	157,143	199,092
Other taxation and social security	188,880	209,791
Other creditors	158,894	52,062
	<u>778,176</u>	<u>531,938</u>

7 Retirement benefit schemes

	2020	2019
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	<u>204,493</u>	<u>228,249</u>

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

8 Called up share capital

	2020	2019
	£	£
Ordinary share capital		
Issued and fully paid		
23,005 Ordinary shares (2019: 22,285) of 10p each	<u>2,301</u>	<u>2,229</u>

During the period, 720 Ordinary shares of £0.10 each were issued under the company's share option scheme (note 4). The shares were allotted for £32.42 each, recognising a total share premium of £23,270.

9 Control

Until the 30 November 2020, the ultimate controlling party was a director, T Eglen.

On 30 November 2020, the company was acquired by Chaucer Group Ltd. Following the acquisition, the ultimate controlling party was considered to be Growth Capital Partners Limited.