

Company registration number 03917262 (England and Wales)

**KIRLY GROUP HOLDINGS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

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# KIRLY GROUP HOLDINGS LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	M W Johnson M A Johnson
<b>Secretary</b>	M J Tolond
<b>Company number</b>	03917262
<b>Registered office</b>	11 Luard Road Cambridge CB2 8PJ
<b>Auditor</b>	Humphrey & Co Audit Services Ltd 7-9 The Avenue Eastbourne East Sussex BN21 3YA

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# KIRLY GROUP HOLDINGS LIMITED

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# KIRLY GROUP HOLDINGS LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2022

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The directors present their annual report and financial statements for the year ended 31 December 2022.

#### Principal activities

The principal activity of the company continued to be that of the provision of central administration facilities and finance to its subsidiary companies.

#### Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

M W Johnson

M A Johnson

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



M W Johnson

Director

20 September 2023

# **KIRLY GROUP HOLDINGS LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT** **FOR THE YEAR ENDED 31 DECEMBER 2022**

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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). 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;
- 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.

# KIRLY GROUP HOLDINGS LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF KIRLY GROUP HOLDINGS LIMITED

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#### Opinion

We have audited the financial statements of Kirly Group Holdings Limited (the 'company') for the year ended 31 December 2022 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the 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 Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (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 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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.

#### Emphasis of matter

We draw attention to note 2 to these financial statements which describes the material uncertainties regarding deferred consideration to be received by the company. Our opinion is not modified in this respect.

#### 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 our audit:

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

# **KIRLY GROUP HOLDINGS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF KIRLY GROUP HOLDINGS LIMITED**

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#### **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 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

#### **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 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 our procedures are capable of detecting irregularities, including fraud, is detailed below.

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

We obtained an understanding of the company and the laws and regulations that could reasonably be expected to have a direct effect on the financial statements through discussion with the directors and management and the application of our knowledge and experience. We discussed with management whether there were any known or suspected instances of fraud and/or non-compliance with relevant laws and regulations. We also obtained an understanding of the company's accounting systems and internal controls.

We audited the risk of management override of controls, by testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business. Our other audit procedures included, but were not limited to, carrying out detailed substantive testing of a sample of income and expenditure transactions arising in the year and a sample of balance sheet items such as fixed assets, debtors, creditors, etc. We also reviewed the financial statements and checked disclosures to supporting documentation to assess compliance with applicable law and regulation.

Because of the inherent risk of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. The risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements as we will be less likely to become aware of instances of non-compliance. The risk is greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

# **KIRLY GROUP HOLDINGS LIMITED**


## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF KIRLY GROUP HOLDINGS LIMITED**

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#### **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.



**Mr Andrew Robinson**

**Senior Statutory Auditor**

**For and on behalf of Humphrey & Co Audit Services Ltd**

**27 September 2023**

**Chartered Accountants**

**Statutory Auditor**

**7-9 The Avenue  
Eastbourne  
East Sussex  
BN21 3YA**



# KIRLY GROUP HOLDINGS LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 £	2021 £
Turnover		8,515	7,501
Administrative expenses		(431,925)	(375,885)
Other operating income		230,291	315,670
Exceptional item	4	(2,312,800)	-
Operating loss	5	(2,505,919)	(52,714)
Interest receivable and similar income	8	755,059	897,878
Interest payable and similar expenses	9	(789)	(256)
Gains/(losses) on investments	10	(182,152)	851,097
(Loss)/profit before taxation		(1,933,801)	1,696,005
Tax on (loss)/profit	11	6,018	(380,276)
(Loss)/profit for the financial year		(1,927,783)	1,315,729

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# KIRLY GROUP HOLDINGS LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

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	2022 £	2021 £
(Loss)/profit for the year	(1,927,783)	1,315,729
Other comprehensive income	-	-
Total comprehensive income for the year	<u>(1,927,783)</u>	<u>1,315,729</u>

# KIRLY GROUP HOLDINGS LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2022

	Notes	2022		2021	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	12		56,264		81,545
Investments	13		2		2
			<u>56,266</u>		<u>81,547</u>
<b>Current assets</b>					
Debtors falling due after more than one year	16	285,000		485,000	
Debtors falling due within one year	16	41,947,400		41,583,175	
Investments	17	5,076,292		7,342,647	
Cash at bank and in hand		40,253		61,833	
		<u>47,348,945</u>		<u>49,472,655</u>	
<b>Creditors: amounts falling due within one year</b>	18	<u>(347,869)</u>		<u>(351,458)</u>	
<b>Net current assets</b>			<u>47,001,076</u>		<u>49,121,197</u>
<b>Total assets less current liabilities</b>			<u>47,057,342</u>		<u>49,202,744</u>
<b>Provisions for liabilities</b>					
Provisions	19	210,000		210,000	
Deferred tax liability	20	459,755		677,374	
		<u>(669,755)</u>		<u>(887,374)</u>	
<b>Net assets</b>			<u><u>46,387,587</u></u>		<u><u>48,315,370</u></u>
<b>Capital and reserves</b>					
Called up share capital	22		127		127
Share premium account			3,221,990		3,221,990
Capital redemption reserve			390,362		390,362
Other reserves			976,392		976,392
Profit and loss reserves			41,798,716		43,726,499
<b>Total equity</b>			<u><u>46,387,587</u></u>		<u><u>48,315,370</u></u>

The financial statements were approved by the board of directors and authorised for issue on 20 September 2023 and are signed on its behalf by:



M W Johnson  
Director

Company Registration No. 03917262

# KIRLY GROUP HOLDINGS LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital £	Share premium account £	Capital redemption reserve £	Other reserves £	Profit and loss reserves £	Total £
Balance at 1 January 2021	127	3,221,990	390,362	976,392	42,410,770	46,999,641
Year ended 31 December 2021:						
Profit and total comprehensive income for the year	-	-	-	-	1,315,729	1,315,729
Balance at 31 December 2021	127	3,221,990	390,362	976,392	43,726,499	48,315,370
Year ended 31 December 2022:						
Loss and total comprehensive income for the year	-	-	-	-	(1,927,783)	(1,927,783)
Balance at 31 December 2022	127	3,221,990	390,362	976,392	41,798,716	46,387,587

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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### 1 Accounting policies

#### Company information

Kirly Group Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is 11 Luard Road, Cambridge, CB2 8PJ.

#### 1.1 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.

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 under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: The disclosure requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b), and 12.29A;
- Section 26 'Share based Payment': Share based payment arrangements required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Kirly Limited. These consolidated financial statements are available from its registered office, 11 Luard Road, Cambridge, CB2 8PJ.

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

#### 1.4 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 equipment	10% Straight line
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# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

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### 1 Accounting policies

(Continued)

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.

#### 1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

#### 1.6 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.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets 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. Bank overdrafts are shown within borrowings in current liabilities.

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 1 Accounting policies

(Continued)

##### 1.8 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 in the company's balance sheet 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 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 rate method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

##### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

##### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

##### **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.

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

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### 1 Accounting policies

(Continued)

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares 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. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest rate method.

#### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

### 1.9 Equity instruments

Equity instruments issued by the company are recorded at the 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.

### 1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

#### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

### 1.11 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.



# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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### **1 Accounting policies**

**(Continued)**

#### **1.12 Leases**

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

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### 2 Judgements and key sources of estimation uncertainty

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

#### **Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### **Assessing indicators of impairment**

In assessing whether there have been any indicators of impairment of assets, the directors consider both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability. There have been no indicators of impairments identified during the current financial year.

#### **Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### **Deferred consideration**

In 2019 Kirly Group Holdings Ltd disposed of its investment in NW Brown and Co Ltd. Under the terms of the Sale and Purchase Agreement (SPA) the company received initial consideration and additional consideration at a subsequent date. The additional consideration was agreed to be such sum as is equal to 0.75% of the Completion Assets Under Management (AUM) as derived from the AUM Report or the Revised Completion AUM but in any event capped at £10,000,000. The balance is subject to deductions as detailed within the SPA agreement prior to payment.

On the completion date of the sale the directors calculated estimated deferred consideration, based on available information and their knowledge of the industry, to be £4,812,800. This was included in the accounts for the period ended 31 December 2019, discounted to the present value using a rate of 1.75% and unwound over the following two years.

Following receipt of information during the period, the insurers have agreed settlement with the majority of claimants with 8 left to settle, and the directors estimate the deferred consideration now receivable to be £2,600,000. The directors estimate that £100,000 in legal fees will be payable to close off all outstanding matters, and therefore an expected balance receivable of £2,500,000 as at 31 December 2022 is deemed appropriate. Due to the cases left to settle, there is still a potential material uncertainty as the final amounts are unknown, but this is deemed by the directors to be a best estimate at this stage.

An impairment of £2,312,800 has been recognised during the year accordingly (note 4).

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 3 Turnover and other revenue

	2022 £	2021 £
<b>Other revenue</b>		
Interest income	422,006	426,513
Dividends received	333,053	471,365
Rental income	236,508	301,540

The company earns rental income on commercial property let or sublet to third party tenants.

### 4 Exceptional item

	2022 £	2021 £
<b>Expenditure</b>		
Impairment of deferred consideration	2,312,800	-

### 5 Operating loss

	2022 £	2021 £
Operating loss for the year is stated after charging:		
Depreciation of owned tangible fixed assets	25,281	25,381
Operating lease charges	245,097	245,000

### 6 Auditor's remuneration

	2022 £	2021 £
Fees payable to the company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the company	10,800	10,500
<b>For other services</b>		
Taxation compliance services	515	500
Other taxation services	-	2,000
All other non-audit services	2,085	4,533
	2,600	7,033

### 7 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Total	-	-

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 8 Interest receivable and similar income

	2022 £	2021 £
<b>Interest income</b>		
Interest on bank deposits	62	-
Interest receivable from group companies	407,467	417,959
Other interest income	14,477	8,554
	<u>          </u>	<u>          </u>
Total interest revenue	422,006	426,513
 <b>Other income from investments</b>		
Dividends received	333,053	471,365
	<u>          </u>	<u>          </u>
Total income	<u>755,059</u>	<u>897,878</u>

### 9 Interest payable and similar expenses

	2022 £	2021 £
Other interest	789	256
	<u>          </u>	<u>          </u>

### 10 Gains/(losses) on investments

	2022 £	2021 £
<b>Fair value gains on financial instruments</b>		
Change in value of financial assets held at fair value through profit or loss	162,857	505,768
<b>Other gains/(losses)</b>		
(Loss)/gain on disposal of financial assets held at fair value through profit or loss	(80,469)	134,619
Amounts written off current loans	(264,540)	-
Amounts written back to financial assets held at cost	-	198,032
Other gains and losses	-	12,678
	<u>          </u>	<u>          </u>
	(182,152)	851,097
	<u>          </u>	<u>          </u>

### 11 Taxation

	2022 £	2021 £
<b>Current tax</b>		
UK corporation tax on profits for the current period	236,350	134,687
Adjustments in respect of prior periods	(24,749)	-
	<u>          </u>	<u>          </u>
Total current tax	<u>211,601</u>	<u>134,687</u>

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 11 Taxation (Continued)

	2022 £	2021 £
<b>Deferred tax</b>		
Origination and reversal of timing differences	(217,619)	83,019
Changes in tax rates	-	162,570
	<u>(217,619)</u>	<u>245,589</u>
Total deferred tax		
	<u>(217,619)</u>	<u>245,589</u>
Total tax (credit)/charge	<u>(6,018)</u>	<u>380,276</u>

The actual (credit)/charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £	2021 £
(Loss)/profit before taxation	<u>(1,933,801)</u>	<u>1,696,005</u>
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(367,422)	322,241
Tax effect of expenses that are not deductible in determining taxable profit	501,239	1,272
Tax effect of income not taxable in determining taxable profit	(62,857)	(127,185)
Permanent capital allowances in excess of depreciation	4,354	4,274
Under/(over) provided in prior years	(24,749)	-
Deferred tax adjustments in respect of prior years	-	17,104
Effect of change in deferred tax rate	(56,583)	162,570
	<u>(6,018)</u>	<u>380,276</u>
Taxation (credit)/charge for the year		
	<u>(6,018)</u>	<u>380,276</u>

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 12 Tangible fixed assets

	Plant and equipment £
<b>Cost</b>	
At 1 January 2022 and 31 December 2022	516,009
<b>Depreciation and impairment</b>	
At 1 January 2022	434,464
Depreciation charged in the year	25,281
At 31 December 2022	459,745
<b>Carrying amount</b>	
At 31 December 2022	56,264
At 31 December 2021	81,545

### 13 Fixed asset investments

	Notes	2022 £	2021 £
Investments in subsidiaries	14	2	2

### 14 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct
Kirly Property Services Limited	(A)	Commercial property letting	Ordinary	100.00
Kirly EB Ltd	(A)	Dormant	Ordinary	100.00
DAN Holdings Ltd	(A)	Dormant	Ordinary	100.00
Kirly FS Ltd	(A)	Dormant	Ordinary	100.00
Cambridge Index Ltd	(A)	Dormant	Ordinary	100.00

Registered office addresses (all UK unless otherwise indicated):

(A) 11 Luard Road, Cambridge, CB2 8PJ

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 15 Associates

Details of the company's associates at 31 December 2022 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Cambridge Network Limited	Hauser Forum, 3 Charles Babbage Road, Cambridge, United Kingdom, CB3 0GT	Analysis	Ordinary	20.00	-
The Learning Collaboration Ltd	Hauser Forum, 3 Charles Babbage Road, Cambridge, United Kingdom, organisation CB3 0GT	Membership	Ordinary	-	20.00

Cambridge Network Limited and The Learning Collaboration Ltd have not been included in the group accounts on grounds of immateriality.

### 16 Debtors

	2022 £	2021 £
<b>Amounts falling due within one year:</b>		
Trade debtors	149	18,382
Amounts owed by group undertakings	39,087,374	36,200,152
Other debtors	2,780,504	5,265,231
Prepayments and accrued income	79,373	99,410
	<u>41,947,400</u>	<u>41,583,175</u>

	2022 £	2021 £
<b>Amounts falling due after more than one year:</b>		
Amounts owed by group undertakings	<u>285,000</u>	<u>485,000</u>
<b>Total debtors</b>	<u>42,232,400</u>	<u>42,068,175</u>

### 17 Current asset investments

	2022 £	2021 £
Listed investments	5,074,488	7,340,843
Unlisted investments	<u>1,804</u>	<u>1,804</u>
	<u>5,076,292</u>	<u>7,342,647</u>

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 18 Creditors: amounts falling due within one year

	Notes	2022 £	2021 £
Trade creditors		84,432	97,550
Amounts owed to group undertakings		-	114,667
Corporation tax		186,140	66,429
Deferred income	21	48,360	43,812
Accruals and deferred income		28,937	29,000
		<u>347,869</u>	<u>351,458</u>

### 19 Provisions for liabilities

	2022 £	2021 £
Dilapidations	210,000	210,000

Movements on provisions:

	Dilapidations £
At 1 January 2022 and 31 December 2022	<u>210,000</u>

The provision relates to repairs required to be made under the terms of the lease to return the property, at the end of the lease, to the same state as when the lease commenced. The underlying lease was renewed in December 2013 (note 24).

### 20 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Liabilities 2022 £	Liabilities 2021 £
<b>Balances:</b>		
Accelerated capital allowances	11,375	17,104
Revaluations	448,380	660,270
	<u>459,755</u>	<u>677,374</u>



# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2022

#### 20 Deferred taxation

(Continued)

	2022 £
<b>Movements in the year:</b>	
Liability at 1 January 2022	677,374
Credit to profit or loss	(217,619)
Liability at 31 December 2022	<u>459,755</u>

The net reversal of deferred tax liabilities expected to occur the year after the reporting period is £484.

#### 21 Deferred income

	2022 £	2021 £
Other deferred income	<u>48,360</u>	<u>43,812</u>

#### 22 Share capital

	2022 Number	2021 Number	2022 £	2021 £
<b>Ordinary share capital</b>				
<b>Issued and fully paid</b>				
Ordinary shares of 0.009p each	<u>1,410,339</u>	<u>1,410,339</u>	<u>127</u>	<u>127</u>

#### 23 Financial commitments, guarantees and contingent liabilities

The directors consider that contingent liabilities may arise due to the risk of service charges, and in particular rates, being absorbed by the company should vacant letting periods arise.

The property market has proved volatile in recent years and there have been unexpected changes in tenancies which have caused vacancies. It is impracticable to calculate the financial effect of the potential liabilities due to the uncertainties relating to timings and amounts.

The likelihood of being able to recover costs for any vacant letting periods is remote and the company would then be obliged to discharge certain liabilities prior to occupation of the premises by a new tenant.

Under the SPA described in Note 2 the buyer received various guarantees and warranties. General claim warranties were applicable within the period of two years of the completion date of 1 September 2019. The claim period ceased on 1 September 2021 and no claims have arisen.

Tax warranties claim period extends to seven years after the completion date ceasing on 1 September 2026. At the year end there is no indication of any claim and the directors do not consider a claim to be probable or quantifiable for future periods. No provision has, therefore, been made within the accounts. The company sold has now ceased trading.

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

### 24 Operating lease commitments

#### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 £	2021 £
Within one year	250,000	245,000
Between two and five years	1,000,000	1,000,000
In over five years	1,500,000	1,750,000
	<u>2,750,000</u>	<u>2,995,000</u>

#### Lessor

The company's lease of its Cambridge premises at 16 Regent Street expires on 24 December 2033. The company has sublet, under operating leases to third parties, a part of the land and building leased above.

At the reporting end date the company had contracted with tenants for the following minimum lease payments:

	2022 £	2021 £
Within one year	252,255	206,255
Between two and five years	645,801	718,770
In over five years	327,510	436,680
	<u>1,225,566</u>	<u>1,361,705</u>

### 25 Related party transactions

The company has taken advantage of the exemption available in FRS 102 section 33.1A whereby it has not disclosed transactions with members of a wholly-owned group.

#### Transactions with related parties

During the year the company entered into the following transactions with related parties:

The following amounts were outstanding at the reporting end date:

	2022 £	2021 £
<b>Amounts due from related parties</b>		
Other related parties	<u>682,273</u>	<u>665,071</u>

The company has a subordinated loan with Freedom Insurance Services Limited, a company owned by Kirly Limited. The outstanding balance owed to Kirly Group Holdings Limited at the year-end was £682,273 (2021: £665,071). The loan is repayable in 5 equal instalments commencing 1 August 2020. Interest is payable annually and is charged at the lower of 6% or LIBOR plus 5%. Interest of £31,916 was charged during the year to 31 December 2022 (2021: £30,040).

# KIRLY GROUP HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### *FOR THE YEAR ENDED 31 DECEMBER 2022*

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#### **26 Ultimate controlling party**

The company is a wholly owned subsidiary of Kirly Limited, a company registered in England and Wales. Its registered office is 11 Luard Road, Cambridge, CB2 8PJ. Mr and Mrs Johnson are the main shareholders of Kirly Limited.

The group in which the results of the company are consolidated is headed by Kirly Limited.

The smallest and largest group that the company is consolidated into is the group accounts for Kirly Limited. Accounts for this group can be found at the address disclosed above.