

UFTON ASSOCIATES LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019**

REGISTERED NUMBER 04471233

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**UFTON ASSOCIATES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019**

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**UFTON ASSOCIATES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019**

DIRECTORS AND ADVISERS

DIRECTORS

D Coombes
A Debiase
D Saulter

COMPANY SECRETARY

A Debiase

REGISTERED OFFICE

7th Floor
1 Minster Court
Mincing Lane
London
EC3R 7AA

INDEPENDENT AUDITOR

BDO LLP
Chartered Accountants and
Statutory Auditors
3 Hardman Street
Manchester
M3 3AT

**UFTON ASSOCIATES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
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DIRECTORS' REPORT

The directors present their report with the audited financial statements of the company, registered number 04471233, for the year ended 30 June 2019.

This report has been prepared in accordance with the special provisions of Part 15, Chapter 1 (Section 382 and 383) of the Companies Act 2006 relating to small companies.

PRINCIPAL ACTIVITIES

The principal activity of the company in the year under review was that of loss adjusters.

REVIEW OF BUSINESS

A summary of the results for the year is given in the Income statement on page 8.

RESULTS AND DIVIDENDS

The company's profit for the financial year is £142,093 (year ended 30 June 2018: £275,255). No dividends were paid or proposed during the year (year ended 30 June 2018: £nil).

DIRECTORS

The directors who served during the year and up to the date of signing these financial statements unless otherwise stated were as follows:

D Coombes
A Debiase
D Saulter

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The company is a subsidiary of Davies Holdings Limited which has maintained cover for its directors and officers and those of its subsidiary companies under a directors' and officers' liability insurance policy as permitted by the Companies Act 2006. The liability insurance is a qualifying third party indemnity provision and was in force during the financial period and up to and including the date of approval of the annual report and financial statements.

DISCLOSURE OF INFORMATION TO AUDITOR

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

- (1) so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) each director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself 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 of the Companies Act 2006.

AUDITOR

The auditor, BDO LLP, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

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DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared 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;
- 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.

On behalf of the Board



A Debiase
Director

Date: 3-4-20

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UFTON ASSOCIATES LIMITED

Opinion

We have audited the financial statements of Ufton Associates Limited ("the Company") for the year ended 30 June 2019 which comprise the income statement, the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of 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 30 June 2019 and of its profit 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.

Material uncertainty related to going concern

We draw attention to note 1 to the financial statements, which describes how the ability of the company to continue as a going concern is affected by the COVID-19 pandemic. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our report is not modified in respect of this matter.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UFTON ASSOCIATES LIMITED (Continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the 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.

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 Director's 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UFTON ASSOCIATES LIMITED (Continued)

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.

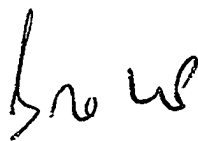
Auditor's responsibilities for the audit of the financial statements

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.

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

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Julien Rye (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Manchester
United Kingdom

3 April 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

UFTON ASSOCIATES LIMITED
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INCOME STATEMENT
FOR THE YEAR ENDED 30 JUNE 2019

		Year ended 30 June 2019	Year ended 30 June 2018
	Note	£	£
Turnover	3	512,744	581,824
Cost of sales		(300,647)	(238,483)
Gross profit		212,097	343,341
Administrative expenses		(69,849)	(68,086)
Profit on ordinary activities before taxation		142,248	275,255
Tax on profit on ordinary activities	6	(155)	-
Profit for the financial year		142,093	275,255

All amounts relate to continuing operations.

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2019

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Profit for the financial year	142,093	275,255
Total comprehensive income relating to the year	142,093	275,255

The notes on page 11 to 16 form part of these financial statements.

UFTON ASSOCIATES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
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STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2019

		As at 30 June 2019		As at 30 June 2018	
	Note	£	£	£	£
Current assets					
Debtors	7	1,310,879		1,172,081	
Cash at bank and in hand		19,960		18,400	
Deferred tax asset	8	318		473	
			1,331,157		1,190,954
Total assets			1,331,157		1,190,954
LIABILITIES AND EQUITY					
Capital and reserves					
Called up share capital	9	100		100	
Profit and loss account		1,275,625		1,133,532	
Total shareholders' funds			1,275,725		1,133,632
Other liabilities					
Creditors: amounts falling due within one year	10	55,432		57,322	
Total other liabilities			55,432		57,322
Total equity and liabilities			1,331,157		1,190,954

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A – small companies.

The financial statements on pages 8 to 16 were approved by the Board of Directors on 3-4-20 and were signed on its behalf by:

A Debiase
Director



Company registered number 04471233

The notes on page 11 to 16 form part of these financial statements.

UFTON ASSOCIATES LIMITED
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STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2019

	Share capital £	Profit and loss account £	Total Equity £
Balance as at 1st July 2017	100	858,277	858,377
Profit for the year	-	275,255	275,255
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	275,255	275,255
Balance as at 30th June 2018	100	1,133,532	1,133,632
Profit for the year	-	142,093	142,093
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	142,093	142,093
Balance as at 30th June 2019	100	1,275,625	1,275,725

The notes on page 11 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policies

Ufton Associates Limited is a private company limited by shares incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the director's report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17 (d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Davies Group Limited as at 30 June 2019 and these financial statements may be obtained from the company's registered office.

Going Concern

The Company is party to group funding facilities. Given the uncertainty as a result of Covid-19, group and company management have created a working capital model which considers the impact of Covid-19 on the group and company business. A best case scenario assumes that the businesses will face disruption for six months and a worst case scenario assumes an elongated disruption that will continue for 15 months. Group management have considered the impact on each of the business units over these periods up to 30 June 2021.

Management are focused on cash generation over the next 12 months and start the period with healthy cash balances following a recent equity raise and increase in debt facilities. Management have forecast that the group would run out of cash by the end of March 2021 if revenues fell by more than 37% from the business as usual forecast.

If the fall in revenue was worse than the 37% forecast there are various cost and cash saving measures the group could implement. The group has a successful track record of taking out costs from the business. A high proportion of the group's cost base is staff and staff related costs (c65%) which can be added to the government furlough scheme or in a worst case scenario could be subject to a redundancy programme. There would be savings from Office closures as we adopt a more home working model with fewer staff which is already working effectively. There are substantial discretionary and capital costs which can be switched off.

Management are of the view that it is unlikely the group and company would need to implement many of the measures identified above. The group and company operate in a market that is important to the economy acting as a specialist provider of insurance claims and risk services acting on behalf of leading insurance companies, Utility companies and Financial Services companies. The Government have made it clear they will do whatever it takes to support the economy and the Group and Company is well placed to take advantage of the Government support available, if needed, as well as implementing the plans put in place by management to ensure the group and company can continue in operational existence.

However as explained above the impact of COVID-19 on the business is very uncertain and the position may be even worse than can reasonably be expected. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the ability of the company to continue as a going concern.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Directors therefore believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1 Accounting policies (continued)

Turnover

Turnover is recognised in line with the estimated stage of completion of each claim which is based on historical data specific to that business unit.

Income accrued in respect of claims in progress at the period end is included within turnover in the income statement and within prepayments and accrued income in the statement of financial position. Deferred income is recorded within the statement of financial position and excluded from turnover when an interim fee is raised in advance of work performed and released to the income statement on completion of the case.

All turnover is derived from within the United Kingdom.

Leased assets: Lessee

Costs in respect of operating leases are charged to the income statement on a straight line basis over the term of the lease.

The company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered before the date of transition to the standard (1 July 2014) to continue to be charged over the shorter period to the first market rent review rather than the term of the lease. For leases entered into on or after 1 July 2014, reverse premiums and similar incentives received to enter into operating lease agreements are released to the income statement over the term of the lease.

Where the company has a legal obligation, a dilapidations provision is created on inception of a lease. These provisions are a best estimate of the cost acquired to return lease properties to their original condition upon termination of the lease. Where the obligation arises from 'wear and tear', the provision is accrued as the 'wear and tear' occurs.

Holiday accrual

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future entitlement so accrued at the balance sheet date.

Current and deferred taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Pensions

The company makes contributions under a defined contribution scheme, the assets of which are held in a separately-administered fund. All pension contributions are charged to the income statement in the period in which they fall due.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1 Accounting policies (continued)

Reserves

The Company's reserves are as follows:

- Called up share capital represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Financial assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transactions costs) and subsequently held at cost, less any impairment.

Financial liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

2 Significant judgements and estimates

In preparing these financial statements, the directors have made the following judgements:

- Work in progress is recorded in revenue based on percentage completion on each case in the cabinet. The percentage is calculated differently depending on the type of claim to give the most accurate valuation based on proportion of work performed.
- Determine whether leases entered into by the company either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lease on a lease by lease basis.

3 Turnover

All turnover is derived from the company's principal activity, which the directors consider comprises a single class of business, and arose within the United Kingdom.

4 Staff costs and employee information

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Wages and salaries	237,090	204,070
Social security costs	25,603	23,097
Other pension costs	14,965	22,427
Total	277,658	249,594

The average monthly number of employees during the year (including directors service contracts) was:

	Year ended 30 June 2019	Year ended 30 June 2018
	Number	Number
Field	5	3
Desk	-	-
Total	5	3

At 30 June 2019, the company employed 6 (30 June 2018: 3) employees.

5 Operating profit

Operating profit is stated after charging:

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Other pension costs	14,965	22,427

The auditors' remuneration for the year ended 30 June 2019 of £4,000 (2018: £4,000) was borne by Farradane Limited on behalf of all the subsidiaries of Davies Group Limited.

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NOTES TO THE FINANCIAL STATEMENTS (continued)

6 Tax on profit on ordinary activities

a) Analysis of the tax payment in the year

The tax charge on the profit on ordinary activities for the year was as follows:

	Year ended 30 June 2019 £	Year ended 30 June 2018 £
Current tax:		
UK corporation tax on profit for the year	-	-
Adjustments in respect of previous years	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	70	-
Adjustments in respect of previous years	85	-
Changes in tax rate	-	-
Total deferred tax	155	-
Total tax charge on profit on ordinary activities	155	-

b) Factors affecting the tax charge

The tax assessed for the year is lower than (year 2018: lower than) the standard rate of corporation tax in the UK of 19% (2018: 19%). The difference is explained below:

	Year ended 30 June 2019 £	Year ended 30 June 2018 £
Profit on ordinary activities before taxation	142,248	275,255
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2018: 19%)	27,027	52,298
Tax effects of:		
Expenses not deductible for tax purposes	40	-
Adjustment in respect of prior year	77	-
Group relief received	(26,989)	(52,204)
Other	-	(94)
Total tax charge	155	-

In addition to the changes in rates of Corporation tax disclosed within the note on taxation, a number of further changes to the UK Corporation tax system were announced in the Chancellor's Budget on 8 July 2015. These include reductions to the main rate to reduce the rate to 18% from 1 April 2020. These further changes had been substantively enacted at the balance sheet date and, therefore, are included in these financial statements.

UFTON ASSOCIATES LIMITED
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NOTES TO THE FINANCIAL STATEMENTS (continued)

7 Debtors due within one year

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Trade debtors	147,593	78,101
Amounts owed by group undertakings	539,329	533,727
Prepayments and accrued income	623,957	560,253
	1,310,879	1,172,081

Amounts owed by group undertakings are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

8 Deferred tax

The movements on deferred tax are as follows:

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
At the beginning of year	473	473
Deferred tax charge in income statement for the year	(155)	-
At the end of year	318	473
The deferred tax comprises:	Year ended 30 June 2018	Year ended 30 June 2017
	£	£
Depreciation in excess of capital allowances		360
Short term timing differences	318	113
	318	473

The company has no deferred tax assets on losses which are not recognised.

9 Called up share capital

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Allotted, issued and fully paid		
100 (2018: 100) Ordinary Shares of £1 each	100	100

10 Creditors: amounts falling due within one year

	Year ended 30 June 2019	Year ended 30 June 2018
	£	£
Trade creditors	8,813	1,050
Amounts owed to group undertakings	3,761	-
Other creditors	11,226	-
Accruals and deferred income	31,632	56,272
	55,432	57,322

Amounts owed to group undertakings are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

11 Operating lease commitments

At 30 June 2019, the company had no future minimum lease payments under non-cancellable operating leases (30 June 2018: nil).

12 Defined contribution scheme

The company operates a defined contribution scheme. The assets are held separately from those of the company in a separately-administered fund. The charge for the year represents contributions payable by the company to the fund and amounted to £nil (year ended 30 June 2018: £22,427).

At 30 June 2019, the company had outstanding contributions of £nil (2018: £nil).

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ANNUAL REPORT AND FINANCIAL STATEMENTS
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NOTES TO THE FINANCIAL STATEMENTS (continued)

13 Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of Davies Group Limited which is a wholly owned subsidiary of Daisybright Limited. Daisybright Limited is in turn ultimately owned by Davies Topco Limited which the directors' consider to be the ultimate parent undertaking and the largest group to consolidate these financial statements.

Copies of Daisybright Limited and Davies Holdings Limited consolidated financial statements can be obtained from the Company Secretary at 7th Floor, 1 Minster Court, Mincing Lane, London, EC3R 7AA.

The directors consider HGGC LLC to be the ultimate controlling party of the Group.

14 Financial instruments

The Company's financial instruments may be analysed as follows:

	Year ended 30 June 2019 £	Year ended 30 June 2018 £
Financial assets		
Financial assets measured at amortised cost	706,882	630,228
Financial liabilities		
Financial liabilities measured at amortised cost	55,432	57,322

Financial assets measured at amortised cost comprise cash, trade debtors, other debtors and amounts owed by parent companies.

Financial liabilities measured at amortised cost comprise, trade creditors, other creditors, accruals and amounts to group undertakings.

15 Related party disclosures

The group has taken advantage of the exemption confirmed by section 33 of FRS 102 not to disclose transactions with members of the group headed by Davies Group Limited on the grounds that 100% of the voting rights in the company are controlled within that group.