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Registered number: 04500535

MEYER BERGMAN LIMITED

CONSOLIDATED DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018



MEYER BERGMAN LIMITED

COMPANY INFORMATION

Director	M S Meijer
Company secretary	S R Raykundalia
Registered number	04500535
Registered office	30 Broadwick Street London W1F 8JB
Independent auditors	Simmons Gainsford LLP Chartered Accountants & Statutory Auditors 7-10 Chandos Street London W1G 9DQ

MEYER BERGMAN LIMITED

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MEYER BERGMAN LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The director presents his strategic report, which is followed by the director's report, together with the audited financial statements for the year ended 31 December 2018.

Introduction

The principal activity of the group continued to be that of property related services.

Business review

The Group's results show an increase in turnover to £22,634,805 (2017: £16,680,402) which is a direct result of the additional funds that the Group is now advising. During the year, the Group decreased its overall net profit margin to -2.9% (2017: -0.68%) which is as a result of the continued set up costs of the US and German operations.

The Group aims to maintain its high quality service in the provision of its advisory services.

With these financial statements, the Group aims to present a balanced and comprehensive review of the development and performance of the business during the year and its position at the end of it.

This review is consistent with the size and non-complex nature of our business and is written in the context of the risks and uncertainties faced.

The principal risk facing the business is in relation to the performance of the funds that it advises, and their long term stability. The primary risks facing these funds stem from the markets that the funds invest in. The funds manage their portfolio to diversify risk and therefore help to mitigate any subsequent risk for the group.

Financial key performance indicators

The director has monitored the progress of the Group strategy by reference to certain financial key performance indicators:

The group's turnover was £22,634,805 (2017: £16,680,402)

The group's net profit margin was -2.9% (2017: -0.68%)

The group's net (liabilities) / assets were (£401,739) (2017: £1,028,475).

MEYER BERGMAN LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

Principal risks and uncertainties

The Group's principal financial instruments are cash and amounts due from related undertakings. The Group has various other limited financial instruments such as trade debtors and trade creditors, which arise directly from its operations. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks that arise from the Group's financial instruments are that of credit risk, liquidity risk and cash flow risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. These policies have remained unchanged throughout the period.

Credit Risk


The Group trades only with recognised and creditworthy parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are reviewed on a regular basis and a provision is made for doubtful debts when necessary.

Liquidity Risk and Cash Flow Risk

The board continually monitors the cash requirements of the Group to ensure that the Group has sufficient access to the required resources that the Board deem necessary at any time during the year. The monitoring and review of future projections by the Board ensures that there are adequate cash facilities to support the Group's cash flow requirements.

This report was approved by the board on 3 October 2019 and signed on its behalf.

M S Meijer
Director



M S Meijer
Director

MEYER BERGMAN LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The director presents his report and the financial statements for the year ended 31 December 2018.

Director

The director who served during the year was:

M S Meijer

Results and dividends

The loss for the year, after taxation, amounted to £1,159,700 (2017 - £378,465).

The director does not propose a dividend.

The review of the business and assessment of risks are included in the Strategic Report in pages 1 to 2.

Director's responsibilities statement

The director is responsible for preparing the Group strategic report, the Director's report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments 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 Group will continue in business.

The director is 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 the Group and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

MEYER BERGMAN LIMITED

DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

Post balance sheet events


There have been no significant events affecting the Group since the year end.

Auditors

The auditors, Simmons Gainsford LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 3 October 2019 and signed on its behalf.

M S Meijer
Director



M S Meijer
Director

MEYER BERGMAN LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MEYER BERGMAN LIMITED

Opinion

We have audited the financial statements of Meyer Bergman Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2018, which comprise the Group statement of comprehensive income, the Group and Company balance sheets, the Group statement of cash flows, the Group and Company statement of changes in equity and the related notes, 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 Group's and of the parent Company's affairs as at 31 December 2018 and of the Group's 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

MEYER BERGMAN LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MEYER BERGMAN LIMITED (CONTINUED)

Other information

The director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' 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.

Opinion 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 Group strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Director's report have 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 Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report or 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 by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

MEYER BERGMAN LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MEYER BERGMAN LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Director's responsibilities statement on page 3, the director is 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 director determines 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 director is responsible for assessing the Group's and the parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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



Daryush Farshchi-Heidari (FCA) (Senior Statutory Auditor)
for and on behalf of

Simmons Gainsford LLP

Chartered Accountants

Statutory Auditors

7-10 Chandos Street

London

W1G 9DQ

Date: 3 October 2019

MEYER BERGMAN LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Turnover	4	22,634,805	16,680,402
Cost of sales		(1,244,349)	(1,435,322)
Gross profit		<u>21,390,456</u>	<u>15,245,080</u>
Administrative expenses		(22,049,594)	(15,357,115)
Operating loss	5	(659,138)	(112,035)
Interest receivable and similar income		35	-
Interest payable and expenses		(597)	(1,241)
Loss before taxation		<u>(659,700)</u>	<u>(113,276)</u>
Tax on loss	8	(500,000)	(265,189)
Loss for the financial year		<u>(1,159,700)</u>	<u>(378,465)</u>
Currency translation differences		(270,514)	214,177
Other comprehensive (loss) / income for the year		<u>(270,514)</u>	<u>214,177</u>
Total comprehensive loss for the year		<u>(1,430,214)</u>	<u>(164,288)</u>
Loss for the year attributable to:			
Owners of the parent Company		<u>(1,159,700)</u>	<u>(378,465)</u>
Total comprehensive loss for the year attributable to:			
Owners of the parent Company		<u>(1,430,214)</u>	<u>(164,288)</u>

The notes on pages 15 to 28 form part of these financial statements.

MEYER BERGMAN LIMITED
REGISTERED NUMBER: 04500535

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible assets	9	462,268	770,637
Investments	10	20,000	20,000
		<u>482,268</u>	<u>790,637</u>
Current assets			
Debtors	12	13,630,536	8,538,717
Cash at bank and in hand		384,109	860,378
		<u>14,014,645</u>	<u>9,399,095</u>
Creditors: amounts falling due within one year	13	(13,419,444)	(9,161,257)
Net current assets		<u>595,201</u>	<u>237,838</u>
Total assets less current liabilities		<u>1,077,469</u>	<u>1,028,475</u>
Creditors: amounts falling due after more than one year	14	(1,479,208)	-
Net (liabilities)/assets		<u>(401,739)</u>	<u>1,028,475</u>
Capital and reserves			
Called up share capital	16	500,000	500,000
Foreign exchange reserve		(321,599)	(51,085)
Profit and loss account		(580,140)	579,560
Shareholder's (deficit) / funds		<u>(401,739)</u>	<u>1,028,475</u>

MEYER BERGMAN LIMITED
REGISTERED NUMBER: 04500535

CONSOLIDATED BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2018

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
3 October 2019.



M S Meijer
Director

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

MEYER BERGMAN LIMITED
REGISTERED NUMBER: 04500535

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible assets	9	451,084	770,336
Investments	10	42,634	20,001
		<u>493,718</u>	<u>790,337</u>
Current assets			
Debtors	12	13,628,584	8,500,678
Cash at bank and in hand		282,236	605,273
		<u>13,910,820</u>	<u>9,105,951</u>
Creditors: amounts falling due within one year	13	(8,236,157)	(6,153,075)
Net current assets		<u>5,674,663</u>	<u>2,952,876</u>
Total assets less current liabilities		<u>6,168,381</u>	<u>3,743,213</u>
Creditors: amounts falling due after more than one year	14	(1,479,208)	-
Net assets		<u><u>4,689,173</u></u>	<u><u>3,743,213</u></u>
Capital and reserves			
Called up share capital	16	500,000	500,000
Profit and loss account		4,189,173	3,243,213
Shareholder's funds		<u><u>4,689,173</u></u>	<u><u>3,743,213</u></u>

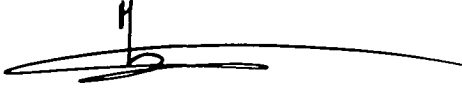
The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the parent Company for the year was £945,960 (2017 - £660,248).

MEYER BERGMAN LIMITED
REGISTERED NUMBER: 04500535

COMPANY BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2018

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

3 October 2019.



M S Meijer
Director

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

MEYER BERGMAN LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2017	500,000	(265,262)	958,025	1,192,763
Comprehensive income for the year				
Loss for the year	-	-	(378,465)	(378,465)
Foreign exchange movement	-	214,177	-	214,177
At 1 January 2018	500,000	(51,085)	579,560	1,028,475
Comprehensive income for the year				
Loss for the year	-	-	(1,159,700)	(1,159,700)
Foreign exchange movement	-	(270,514)	-	(270,514)
At 31 December 2018	<u>500,000</u>	<u>(321,599)</u>	<u>(580,140)</u>	<u>(401,739)</u>

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	500,000	2,582,965	3,082,965
Comprehensive income for the year			
Profit for the year	-	660,248	660,248
At 1 January 2018	500,000	3,243,213	3,743,213
Comprehensive income for the year			
Profit for the year	-	945,960	945,960
At 31 December 2018	<u>500,000</u>	<u>4,189,173</u>	<u>4,689,173</u>

The notes on pages 15 to 28 form part of these financial statements.

MEYER BERGMAN LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2018

	2018 £	2017 £
Cash flows from operating activities		
Loss for the financial year	(1,159,700)	(378,465)
Adjustments for:		
Depreciation of tangible assets	783,619	170,326
Loss on disposal of tangible assets	-	(5,289)
Interest paid	597	1,241
Interest received	(35)	-
Taxation charge	500,000	265,189
Increase in debtors	(4,958,165)	(295,296)
Increase in creditors	5,600,916	503,151
Foreign exchange movement	(270,514)	214,177
Corporation tax paid	(497,175)	(258,000)
Net cash (used in)/generated from operating activities	(457)	217,034
Cash flows from investing activities		
Purchase of tangible fixed assets	(475,250)	(83,131)
Sale of tangible fixed assets	-	11,900
Interest received	35	-
Net cash used in investing activities	(475,215)	(71,231)
Cash flows from financing activities		
Interest paid	(597)	(1,241)
Net cash used in financing activities	(597)	(1,241)
Net (decrease)/increase in cash and cash equivalents	(476,269)	144,562
Cash and cash equivalents at beginning of year	860,378	715,816
Cash and cash equivalents at the end of year	384,109	860,378
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	384,109	860,378

The notes on pages 15 to 28 form part of these financial statements.

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

The company is a private company limited by shares, and is incorporated in England and Wales. The principal trading address and registered office is 30 Broadwick Street, London, W1F 8JB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the group and company's accounting policies (see note 3).

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available under FRS 102:

- The requirement to present a statement of cash flows and related notes
- The total amount of key management personnel compensation
- Financial instrument disclosures, including categories of financial instruments, items of income, expenses, gains or losses relating to financial instruments, and exposure to and management of financial risks

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the company and its subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated profit and loss account from the date on which control is obtained.

2.3 Going concern

The group accounts have been prepared on a going concern basis. This basis is considered appropriate as a company in which the director has a material interest has confirmed that it will not seek repayment of its loan until such time that the group has sufficient assets and has confirmed that it will continue to provide the necessary financial support to enable the group to meet its forecast liabilities as they fall due.

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.4 Revenue

Rendering of services

Revenue from an arrangement to provide services is recognised in the period in which the service is provided. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight line method.

Depreciation is provided on the following basis:

Short leasehold improvements	- over the lease term
Fixtures, fittings & equipment	- 20-33%
Computer equipment	- 20-33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated statement of comprehensive income.

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.8 Financial instruments

The Group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other debtors and creditors, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an 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.

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Financial liabilities and equity instruments are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities, including trade and other creditors are initially measured at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest rate method.

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.8 Financial instruments (continued)

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the entity are recorded at the proceeds received, net of direct issue costs.

2.9 Foreign currency translation

Functional and presentation currency

The Group's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated statement of comprehensive income within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.10 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period of the lease.

2.11 Pensions

The Group makes payments towards employees' personal pension schemes. Contributions are charged to the profit and loss account as they become payable.

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.12 Taxation

Tax is recognised in the Consolidated statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgments are continually evaluated by the director and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. Actual results may differ from these estimates. 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.

The director considers there to be no significant areas of judgments or key sources of estimation uncertainty.

4. Turnover

The total turnover of the group for the year has been derived from the sale of services as per its principal activity.

Analysis of turnover by country:

	2018 £	2017 £
United Kingdom	22,363,245	16,322,591
Rest of the World	271,560	357,811
	<u>22,634,805</u>	<u>16,680,402</u>

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

5. Operating loss

The operating loss is stated after charging:

	2018	2017
	£	£
Depreciation of tangible fixed assets	783,619	170,326
Fees payable to the Group's auditor for the audit of the Group's annual financial statements	29,000	20,000
Exchange differences	6,947	(23,642)
Operating lease rentals	936,484	463,840
	<u> </u>	<u> </u>

6. Employees

Staff costs, including director's remuneration, were as follows:

	Group	Group	Company	Company
	2018	2017	2018	2017
	£	£	£	£
Wages and salaries	13,563,403	9,611,703	12,735,217	9,349,798
Social security costs	1,826,434	1,322,165	1,786,185	1,300,228
Pension contributions	112,212	68,089	112,212	68,089
	<u>15,502,049</u>	<u>11,001,957</u>	<u>14,633,614</u>	<u>10,718,115</u>

The compensation paid or payable to key management for employee services, included in the above, is £3,179,256 (2017 - £2,342,156).

The average monthly number of employees, including the director, during the year was as follows:

	2018	2017
	No.	No.
Management and administration	42	35
	<u> </u>	<u> </u>

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

7. Director's remuneration

	2018 £	2017 £
Director's emoluments	1,737,975	1,015,949

The highest paid director received remuneration of £1,737,975 (2017 - £1,015,949).

8. Taxation

	2018 £	2017 £
Corporation tax		
Current tax on profits for the year	500,000	286,020
Adjustments in respect of previous periods	-	(20,831)
Total current tax	500,000	265,189

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2017 - higher than) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
Loss on ordinary activities before tax	(659,700)	(113,276)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	(125,343)	(21,806)
Effects of:		
Expenses not deductible for tax purposes	126,422	118,210
Depreciation for the year in excess of capital allowances	97,944	8,917
Adjustments to tax charge in respect of prior periods	-	(20,831)
Short term timing differences	902	(19,201)
Unrelieved tax losses carried forward	400,075	199,900
Total tax charge for the year	500,000	265,189

MEYER BERGMAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

8. Taxation (continued)

Factors that may affect future tax charges

The Finance Act 2016 announced that the proposed reduction in the main corporation tax rate from 2020 would be 17%.

9. Tangible fixed assets

Group

	Short leasehold improvements £	Fixtures, fittings & equipment £	Total £
Cost			
At 1 January 2018	956,348	346,067	1,302,415
Additions	170,825	304,425	475,250
At 31 December 2018	1,127,173	650,492	1,777,665
Depreciation			
At 1 January 2018	311,162	220,616	531,778
Charge for the year on owned assets	621,278	162,341	783,619
At 31 December 2018	932,440	382,957	1,315,397
Net book value			
At 31 December 2018	194,733	267,535	462,268
At 31 December 2017	645,186	125,451	770,637

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

9. Tangible fixed assets (continued)

Company

	Short leasehold improvements £	Fixtures, fittings & equipment £	Total £
Cost			
At 1 January 2018	956,348	345,766	1,302,114
Additions	170,825	291,170	461,995
At 31 December 2018	<u>1,127,173</u>	<u>636,936</u>	<u>1,764,109</u>
Depreciation			
At 1 January 2018	311,162	220,616	531,778
Charge for the year on owned assets	621,278	159,969	781,247
At 31 December 2018	<u>932,440</u>	<u>380,585</u>	<u>1,313,025</u>
Net book value			
At 31 December 2018	<u>194,733</u>	<u>256,351</u>	<u>451,084</u>
At 31 December 2017	<u>645,186</u>	<u>125,150</u>	<u>770,336</u>

10. Fixed asset investments

Group

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2018	20,000
At 31 December 2018	<u>20,000</u>

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

10. Fixed asset investments (continued)

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2018	20,001
Additions	22,633
At 31 December 2018	<u>42,634</u>

11. Subsidiary undertakings

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Principal activity	Class of shares	Holding
Meyer Bergman General Partner (Scotland) Ltd (i)	General partner for an investment fund	Ordinary	100%
Meyer Bergman European Retail Partners I GP Ltd (ii)	General partner for an investment fund	Ordinary	100%
Cyberline Ltd (iii)	Dormant	Ordinary	100%
Meyer Bergman Germany GmbH (iv)	Fund subadvisor	Ordinary	100%
Meyer Bergman Americas General Partner Corp	General partner for an investment fund	Ordinary	100%
Meyer Bergman Americas Partner LLC*	Holding company	Ordinary	100%
Meyer Bergman Americas LP*	Fund subadvisor	Ordinary	100%
Meyer Bergman Acquisitions LLC*	Acquisitions advisor	Ordinary	100%
MB Americas Michigan GP LLC*	General partner for an investment fund	Ordinary	100%
MB Americas Third Street Promenade GP LLC*	General partner for an investment fund	Ordinary	100%

(i) Incorporated in Scotland

(ii) Incorporated in Guernsey

(iii) Incorporated in England and Wales

(iv) Incorporated in Germany

All other subsidiaries were incorporated in the USA.

* Investments in subsidiaries held indirectly through Meyer Bergman Americas General Partner Corp.

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

11. Subsidiary undertakings (continued)

Subsidiary undertakings (continued)

The subsidiaries listed below have been excluded from consolidation on the grounds that they are immaterial. The aggregate of the share capital and reserves as per the last accounts filed at Companies House and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
Meyer Bergman General Partner (Scotland) Ltd	1	-
Meyer Bergman European Retail Partners I GP Ltd	22,858	(261)
Cyberline Ltd	-	-

12. Debtors

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Due after more than one year				
Other debtors	1,796,861	541,496	1,781,276	524,451
Due within one year				
Trade debtors	1,218,574	19,945	1,217,873	8,655
Amounts owed by group undertakings	480	-	26,982	-
Other debtors	2,427,928	1,944,232	2,427,928	1,944,232
Prepayments and accrued income	8,186,693	6,033,044	8,174,525	6,023,340
	<u>13,630,536</u>	<u>8,538,717</u>	<u>13,628,584</u>	<u>8,500,678</u>

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

13. Creditors: Amounts falling due within one year

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Trade creditors	149,696	89,018	138,787	71,982
Amounts owed to group undertakings	865,000	-	865,001	1
Corporation tax	490,654	355,416	490,654	355,416
Other taxation and social security	200,675	332,410	200,675	332,410
Other creditors	5,192,083	3,000,616	20,291	9,469
Accruals and deferred income	6,521,336	5,383,797	6,520,749	5,383,797
	<u>13,419,444</u>	<u>9,161,257</u>	<u>8,236,157</u>	<u>6,153,075</u>

14. Creditors: Amounts falling due after more than one year

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Other creditors	1,479,208	-	1,479,208	-
	<u>1,479,208</u>	<u>-</u>	<u>1,479,208</u>	<u>-</u>

The aggregate amount of liabilities repayable wholly or in part more than five years after the balance sheet date is:

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Other creditors	623,762	-	623,762	-
	<u>623,762</u>	<u>-</u>	<u>623,762</u>	<u>-</u>

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

15. Financial instruments

	Group 2018 £	Group 2017 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	12,553,879	8,041,238
	<u>12,553,879</u>	<u>8,041,238</u>
Financial liabilities		
Financial liabilities measured at amortised cost	12,728,115	8,473,431
	<u>12,728,115</u>	<u>8,473,431</u>

Financial assets measured at amortised cost comprise of accrued income, work in progress, related company loans, director's loan and rent deposits.

Financial liabilities measured at amortised cost comprise of trade creditors, related company loans and accruals.

16. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
500,000 (2017 - 500,000) Ordinary shares of £1.00 each	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

There is a single class of ordinary shares. There are no restrictions on distribution of dividends and the repayment of capital.

17. Commitments under operating leases

At 31 December 2018 the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Not later than 1 year	1,217,496	383,484	1,192,641	383,484
Later than 1 year and not later than 5 years	3,754,892	270,015	3,690,504	270,015
Later than 5 years	3,067,947	-	3,067,947	-
	<u>8,040,335</u>	<u>653,499</u>	<u>7,951,092</u>	<u>653,499</u>

MEYER BERGMAN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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18. Other financial commitments

Included in cash at bank is £100,000 (2017 - £100,000) placed in an account against which security has been provided and is not available for the company's general use.

At the balance sheet date, the company was committed to future capital expenditure amounting to £1,300,000 (2017 - £Nil).

19. Related party transactions

Group

At the balance sheet date, included within other creditors is an amount of £5,081,739 (2017 - £2,991,147) due to a company in which the director has a material interest.

Company and Group

At the balance sheet date, included within debtors is an amount of £1,409,282 (2017 - £998,040) due from the director of the company.

At the balance sheet date, included within debtors is an amount of £239,089 (2017 - £29,049) due from companies in which the director has a material interest.

During the year the company charged investment advisory fees of £19,395,841 (2017 - £13,894,939) to a company in which the director has a material interest. At the balance sheet date, included within accrued income is an amount of £7,675,196 (2017 - £5,859,354) due from this company.

During the year the company charged investment advisory fees and costs of £1,930,728 (2017 - £1,377,016) to a company in which the director has a material interest. At the balance sheet date, included within debtors is an amount of £401,551 (2017 - £167,566) due from this company.

At the balance sheet date, included within creditors is an amount of £865,000 (2017: £nil) due to a company in which the director has a material interest.

20. Controlling party

Neilarm Limited, a company incorporated in the British Virgin Islands, is considered to be the immediate and ultimate parent undertaking in both the current and prior year.

M S Meijer is considered to be the ultimate controlling party by virtue of his shareholding in Neilarm Limited in both the current and prior year.