Mariner Europe Limited

Registered Number: 06051245

Consolidated report and audited financial statements

For the year ended 31 December 2021

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Contents

Registered Number: 06051245

Administrative information

Directors

P O'Rourke
R Mehta
J Kelty

Secretaries

P O'Rourke
Oakford Advisors Ltd

Auditors

RSM UK Audit LLP
25 Farringdon Street
London
EC4A 4AB

Registered office

The Wellsprings, Wellsprings
Brightwell-Cum-Sotwell
Wallingford
Oxford
OX10 0RN

Bankers

Lloyds TSB Bank Plc
39 Threadneedle Street
London
EC2R 8AU

Directors' report

For the year ended 31 December 2021

The directors present their report and the audited financial statements for the year ended 31 December 2021 of Mariner Europe Limited ("the company") and of the group, which comprises the company and its subsidiary, Mariner Investment (Europe) LLP ("the LLP").

Principle activities

The principal activity of the company in the year was that of a corporate member to the LLP. The principal activities of the group during the year were the provision of administrative and marketing support services and the provision of investment advisory services.

Going concern

The group's activities are the provision of services to a fellow group company, MIG Holdings, LLC.

The far reaching spread of the COVID-19 pandemic has caused economic and business disruption around the globe, including forcing many companies, including Mariner Europe Limited, to utilise business continuity plans, including limiting travel and employ remote working, to allow continued operations with minimal disruptions.

In this context, the directors have evaluated the going concern status of the group and concluded that, although current circumstances indicate the group should be able to continue operations as a going concern, the overall breadth of the COVID-19 pandemic has raised enough indeterminable variables that could potentially impact the continuity of the business.

Notwithstanding the potential impact that the pandemic may have on the group and parent company, and uncertainty that has arisen as a result, the group and parent company remains wholly dependent on its sole customer and immediate parent; MIG Holdings, LLC. The directors have received a confirmation of ongoing support from the parent covering the period of at least 12 months from the signing of these financial statements.

The directors recognise that further deterioration of the current economic situation could have adverse implications on the business of the group's primary customer, thereby causing adverse implications for the group itself. The directors are in constant contact with MIG Holdings, LLC in connection with the directors effort to continually monitor the financial impact caused by the COVID-19 pandemic on MIG Holdings, LLC's ability to provide commercial and financial support. It is not possible at this time to determine the severity and length of the crisis caused by the COVID-19 pandemic and the potential related financial impact on the group's primary customer.

That being said, despite volatile movements in the underlying financial markets, at this time, the group's sole customer has not seen significant redemptions from investors that would prevent the group from having the resources needed to meet its liabilities over the next 12 months from the date of this report. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The directors who served during the year and up to the date of this report were:

P O'Rourke
J Kelty
R Mehta

Directors' report (continued)

For the year ended 31 December 2021

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that the director is aware, there is no relevant audit information of which the company and the group's auditors are unaware; and
- the director 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.

Auditors

The auditors, RSM UK Audit LLP, have indicated their willingness to continue in office. A resolution concerning their reappointment will be proposed at the board meeting held to approve these financial statements.

On behalf of the board

Peter O'Rourke

P O'Rourke
Director
25/04/22 April 2022

Directors' responsibilities statement

For the year ended 31 December 2021

The directors are responsible for preparing the Strategic report, 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and the profit or loss of the company and the group 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 estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company or the group will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and group'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. They are 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.

Strategic report

For the year ended 31 December 2021

Review of the business

The results for the year and the financial position at the year end, as shown on pages 10, 11 and 12, were considered to be satisfactory by the directors. The directors do not anticipate any change in the nature of the company's or the group's principal activities going forward.

Results and dividends

The group profit for the year, after taxation and appropriation to other members of the subsidiary undertaking, amounted to £1,860,872 (2020: £281,443) as shown on page 10. During the year, the directors proposed a dividend of £197,470 (2020: £nil).

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Financial risk management

The group provides services wholly and exclusively to MIG Holdings, LLC and is therefore indirectly exposed to the risks faced by that entity. The group does not make any investment decisions, nor does it directly manage or control any investment assets. As such, the investment risk related to its activities is minimal. Exposure to credit, foreign currency, interest rate and liquidity risks are also minimal.

Section 172 (1) statement

Section 172 of the Companies Act 2006 requires directors of an entity to act in the way he or she considers, in good faith, would be most likely to promote the success of the entity for the benefit of its members as a whole. As part of his deliberations and decision making process, the directors take into account the following:

(i) likely consequences of any decision in the long term;
(ii) the interests of the company's employees;
(iii) the need to foster the company's business relationships with suppliers, customers and others;
(iv) the impact of the company's operations on the community and the environment;
(v) the desirability of the entity maintaining a reputation for high standards of business conduct and the need to comply with the rules of the group's regulator, the UK Financial Conduct Authority;

The directors' recognise that building strong relationships with stakeholders will help deliver the company's strategy in line with its long-term values and is committed to effective engagement with the company's stakeholders. Accordingly, the directors require management to ensure that all stakeholder interests are considered in the company's day to day management and operations and seeks to understand the relative interests and priorities of the various stakeholders and to have regard to these in their decision making. The directors' acknowledge, however, that not every decision will necessarily result in a positive outcome for all stakeholders. As a result of these activities, the directors' believe that they have demonstrated compliance with their legal duty under s.172 of the Companies Act 2006.

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

Peter O'Rourke

P O'Rourke
Director
25/04/22 April 2022

Registered Number: 06051245

Independent auditor's report
To the members of Mariner Europe Limited

Opinion
We have audited the financial statements of Mariner Europe Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 which comprise the Consolidated Statement of Comprehensive Income, Consolidated and Company Statement of Financial Position, Consolidated and Company Statement of Changes in Equity, Consolidated Statement of Cash Flows 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 FRS 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 2021 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 group and parent 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.

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 group's or the parent 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.

Independent auditor's report (continued)

To the members of Mariner Europe Limited

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 the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' 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 their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report (continued)

To the members of Mariner Europe Limited

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 the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud having obtained an understanding of the effectiveness of the control environment.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

Independent auditor's report (continued)

To the members of Mariner Europe Limited

The most significant laws and regulations that have an indirect impact on the financial statements are the rules and principles set by the Financial Conduct Authority (FCA) as regulator for the financial services industry in the UK. We performed audit procedures to inquire of management and those charged with governance whether the company is in compliance with these law and regulations. We inspected compliance documentation, enquired over any risk and breaches in the year, reviewed regulatory returns and correspondence with the FCA as well as considering compliance with the conditions for authorisation, including with any restrictions placed on the firm, and other regulatory obligations.

The group audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to any significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://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.

Neil Griggs

NEIL GRIGGS (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London, EC4A 4AB
Date 25/04/22

Registered Number: 06051245

Consolidated statement of comprehensive income

For the year ended 31 December 2021

	Notes	2021 £	2020 £
Turnover	4	2,762,170	2,506,718
Administrative expenses		(852,202)	(2,181,508)
Operating profit	5	1,909,968	325,210
Interest receivable and similar income		3	9
Profit on ordinary activities before taxation		1,909,971	325,219
Taxation on profit on ordinary activities	8	(49,099)	(43,776)
Profit on ordinary activities after taxation		1,860,872	281,443
Other comprehensive income:			
Other comprehensive income		-	-
Total comprehensive income for the year		1,860,872	281,443
Profit for the financial year attributable to:			
Owners of the parent company		202,011	184,116
Non-controlling interests		1,658,861	97,327
		1,860,872	281,443
Total comprehensive income for the year attributable to:			
Owners of the parent company		202,011	184,116
Non-controlling interests		1,658,861	97,327
		1,860,872	281,443

All activities derive from continuing operations.

The notes on pages 16 - 25 form an integral part of these financial statements.

Registered Number: 06051245

Consolidated statement of financial position

As at 31 December 2021

	Notes	2021 £	2020 £
Fixed assets			
Tangible assets	9	527	2,809
Current assets			
Debtors	12	450,150	426,859
Cash and cash equivalents	13	214,574	203,941
		664,724	630,800
Creditors: amounts falling due within one year	14	(102,307)	(56,159)
Net current assets		562,417	574,641
Net assets		562,944	577,450
Capital and reserves			
Called up share capital	16	325,000	325,000
Retained earnings		232,944	228,403
Total equity attributable to owners of the parent		557,944	553,403
Non-controlling interests		5,000	24,047
Total equity		562,944	577,450

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

Peter O'Rourke

P O'Rourke

Director

Date: 25/04/ April 2022

The notes on pages 16 - 25 form an integral part of these financial statements.

Registered Number: 06051245

Company statement of financial position

As at 31 December 2021

	Notes	2021 £	2020 £
Fixed assets			
Tangible assets	9	527	2,809
Investments	10	525,000	525,000
		525,527	527,809
Current assets			
Debtors	12	44,275	2,552,238
Cash and cash equivalents	13	90,449	79,654
		134,724	2,631,892
Creditors: amounts falling due within one year	14	(102,307)	(2,606,298)
Net current assets		32,417	25,594
Net assets		557,944	553,403
Capital and reserves			
Called up share capital	16	325,000	325,000
Retained earnings		232,944	228,403
Shareholders' funds		557,944	553,403

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 company for the year was £202,011 (2020: £184,116).

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

Peter O'Rourke

P O'Rourke

Director

Date: 25/04/ April 2022

The notes on pages 16 - 25 form an integral part of these financial statements.

Consolidated statement of changes in equity

For the year ended 31 December 2021

	Called up share capital £	Retained earnings £	Total equity attributable to owners of the parent £	Non-controlling interests £	Total equity £
At 1 January 2020	325,000	44,287	369,287	24,838	394,125
Profit for the financial year	-	184,116	184,116	97,327	281,443
Appropriations	-	-	-	(97,327)	(97,327)
Other transactions with non-controlling interests	-	-	-	(791)	(791)
At 1 January 2021	325,000	228,403	553,403	24,047	577,450
Profit for the financial year	-	202,011	202,011	1,658,861	1,860,872
Appropriations	-	-	-	(1,658,861)	(1,658,861)
Other transactions with non-controlling interests	-	-	-	(19,047)	(19,047)
Dividends declared	-	(197,470)	(197,470)	-	(197,470)
At 31 December 2021	325,000	232,944	557,944	5,000	562,944

The notes on pages 16 – 25 form an integral part of these financial statements.

Company statement of changes in equity

For the year ended 31 December 2021

	Called up share capital £	Retained earnings £	Total shareholders' funds £
At 1 January 2020	325,000	44,287	369,287
Profit for the financial year	-	184,116	184,116
At 1 January 2021	325,000	228,403	553,403
Profit for the financial year	-	202,011	202,011
Dividends declared	-	(197,470)	(197,470)
At 31 December 2021	325,000	232,944	557,944

The notes on pages 16 - 25 form an integral part of these financial statements.

Consolidated statement of cash flows

For the year ended 31 December 2021

	Notes	2021 £	2020 £
Cash flows from operating activities			
Profit for the year		1,860,872	281,443
Adjustments for:			
Interest receivable		(3)	(9)
Taxation charge for the year	8	49,099	43,776
Depreciation of tangible fixed assets	9	2,282	2,233
Increase in debtors		(23,291)	(35,302)
Increase/(decrease) in creditors		42,176	(127,439)
Tax paid		(45,127)	(39,972)
Net cash generated from operating activities		1,886,008	124,730
Cash flows from investing activities			
Interest received		3	9
Purchase of tangible fixed assets		-	(769)
Net cash generated from/(used in) investing activities		3	(760)
Cash flows from financing activities			
Payments to non-controlling interests		(1,677,908)	(98,118)
Dividends paid		(197,470)	-
Net cash used in financing activities		(1,875,378)	(98,118)
Net increase in cash and cash equivalents		10,633	25,852
Cash and cash equivalents at the beginning of year		203,941	178,089
Cash and cash equivalents at the end of year	13	214,574	203,941

The notes on pages 16 - 25 form an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2021

1. General information

Mariner Europe Limited is a private company limited by shares incorporated and domiciled in England. The registered office is The Wellsprings, Wellsprings, Brightwell-Cum-Sotwell, Wallingford, Oxford, OX10 0RN and its principal place of business is Heathcoat House, 20 Savile Row, London, W1S 3PR.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical costs convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. There were no material departures from the standards.

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented unless other stated. The company has adopted FRS 102 in these financial statements.

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

The following principal accounting policies have been applied:

2.2 Basis of Consolidation

The consolidated financial statements include the accounts of the company and its subsidiary undertaking, Mariner Investment (Europe) LLP (collectively the "group"), drawn up to 31 December 2021. All material intercompany transactions and balances have been eliminated in the group financial statements.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Of the group profit for the year, a profit of £202,011 (2020: £184,116) is dealt with in the accounts of the company.

2.3 Going concern

The group's activities are the provision of services to a fellow group company, MIG Holdings, LLC.

The far reaching spread of the COVID-19 pandemic has caused economic and business disruption around the globe, including forcing many companies, including Mariner Europe Limited, to utilise business continuity plans, including limiting travel and employ remote working, to allow continued operations with minimal disruptions.

In this context, the directors have evaluated the going concern status of the group and concluded that, although current circumstances indicate the group should be able to continue operations as a going concern, the overall breadth of the COVID-19 pandemic has raised enough indeterminable variables that could potentially impact the continuity of the business.

Notwithstanding the potential impact that the pandemic may have on the group and parent company, and uncertainty that has arisen as a result, the group and parent company remains wholly dependent on its sole customer and immediate parent; MIG Holdings, LLC. The directors have received a confirmation of ongoing support from the parent covering the period of at least 12 months from the signing of these financial statements.

Notes to the financial statements (continued)

For the year ended 31 December 2021

The directors recognise that further deterioration of the current economic situation could have adverse implications on the business of the group's primary customer, thereby causing adverse implications for the group itself. The directors are in constant contact with MIG Holdings, LLC in connection with the directors effort to continually monitor the financial impact caused by the COVID-19 pandemic on MIG Holdings, LLC's ability to provide commercial and financial support. It is not possible at this time to determine the severity and length of the crisis caused by the COVID-19 pandemic and the potential related financial impact on the group's primary customer.

That being said, despite volatile movements in the underlying financial markets, at this time, the group's sole customer has not seen significant redemptions from investors that would prevent the group from having the resources needed to meet its liabilities over the next 12 months from the date of this report. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

2.4 Revenue recognition

Turnover represents fees receivable for the provision of investment advisory, administrative and marketing support services to MIG Holdings, LLC. All turnover arises wholly from continuing activities in the United Kingdom. Turnover is recognised as the right to consideration accrues and at the fair value of the consideration receivable, net of rebates and value added tax.

2.5 Interest income

Interest income is recognised in the statement of comprehensive income.

2.6 Taxation

Provision is made for corporation tax at the current rates on the excess of taxable income over allowable expenses. Deferred taxation is provided on all timing differences that have originated but not reversed by the balance sheet date other than those differences regarded as permanent. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Any deferred tax assets and liabilities recognised are provided at the average rate of tax expected to apply when the asset and liability crystallises and are not discounted. Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

2.7 Foreign currencies

The company's functional and presentation currency is pound sterling. 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.

2.8 Fixed asset investment

Investments where the fair value is not available are held at cost less provision for any impairment value.

2.9 Tangible fixed assets

Tangible fixed assets 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.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Notes to the financial statements (continued)

For the year ended 31 December 2021

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. The estimated useful lives range as follows:

Leasehold improvements	-	Over the lease term
Computer equipment	-	4 years straight line

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.

2.10 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.

2.11 Financial instruments

The group has adopted the Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including debtors and cash and bank balances, are initially recognised at transaction price, 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. Such assets are subsequently carried at amortised cost using the effective interest rate method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. 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 the Statement of comprehensive income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled or (b) substantially all the risk and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including creditors, 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 receipts discounted at a market rate of interest.

Creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished that is when the contractual obligation is discharged, cancelled or expires.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Notes to the financial statements (continued)

For the year ended 31 December 2021

2.13 Operating leases

Rentals paid under operating leases are charged to the statement of comprehensive income and retained earnings on a straight line basis over the lease term.

2.14 Pensions

The company operates a defined contribution scheme for its employees. A defined contribution scheme is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid, the company has no further payment obligations. The contributions are recognised as an expense in the statement of comprehensive income when they fall due.

3. Judgements in applying accounting policies and key sources of uncertainty

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

(a) Critical judgements in applying the entity's accounting policies

The investment in the LLP is carried at cost less impairment. The directors have considered the carrying amount of the LLP and are of the view that there are no indicators of impairment and as such, the LLP remains at cost.

(b) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of investment not held at fair value

The directors have reviewed the operating results and financial positions of Mariner Investment (Europe) LLP and are confident that there are no indications that the company's investment is impaired.

4. Turnover

An analysis of turnover by class of business is as follows:

	2021	2020
	£	£
Administration, marketing support and advisory services	2,762,170	2,506,718

Notes to the financial statements (continued)

For the year ended 31 December 2021

5. Operating profit

Operating profit is stated after charging:

	2021	2020
	£	£
Depreciation of tangible fixed assets owned by the group	2,282	2,233
Auditor's remuneration:		
- fees payable to auditors for audit of the company and consolidated financial statements	3,500	3,500
-fees payable to auditors for audit services provided to the subsidiary	14,000	11,500
Operating lease rentals:		
-other operating leases	80,571	87,059

6. Staff costs

	2021	2020
Staff costs, including directors' remuneration, were as follows:	£	£
Wages and salaries	544,520	1,696,259
Social security costs	72,507	227,556
Other pension costs	5,056	5,312
	622,083	1,929,127

The average monthly number of full time employees, including the directors, during the year was as follows:

By activity	2021	2020
Administration and marketing	7	7
Financial analysis	-	1
	7	8

7. Directors' remuneration

	2021	2020
	£	£
Aggregate emoluments	-	-

The highest paid director received remuneration of £nil (2020: £nil).

Notes to the financial statements (continued)

For the year ended 31 December 2021

8. Taxation

	2021	2020
	£	£
Corporation tax		
Current tax on profit for the year	49,099	43,723
Adjustments in respect of prior periods	-	53
Total current tax	49,099	43,776
Deferred tax		
Origination and reversal of timing differences	-	-
Taxation on profit on ordinary activities	49,099	43,776

Profit on ordinary activities before tax	1,909,971	325,219
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	362,894	61,792
Effects of:		
Expenses not deductible for tax purposes	1,009	346
Profit attributable to minority interest	(314,824)	(18,344)
Adjustments to tax charge in respect of prior period	-	53
Timing differences	20	(71)
Total tax charge for the year	49,099	43,776

Notes to the financial statements (continued)

For the year ended 31 December 2021

9. Tangible fixed assets

Group and Company	Leasehold improvements £	Computer equipment £	Total £
Cost:			
At 1 January 2021	56,112	78,523	134,635
Additions	-	-	-
At 31 December 2021	56,112	78,523	134,635
Depreciation:			
At 1 January 2021	56,112	75,714	131,826
Charge for the year	-	2,282	2,282
At 31 December 2021	56,112	77,996	134,108
At 31 December 2021	-	527	527
At 31 December 2020	-	2,809	2,809

10. Fixed asset investments

Company	Unlisted Investments £
At 1 January and 31 December 2021	525,000

The investment represents the company's capital interest in its UK subsidiary undertaking, Mariner Investment (Europe) LLP, with the registered office of The Wellsprings, Wellsprings, Brightwell-Cum-Sotwell, Wallingford, Oxford, OX10 0RN, in which it holds 97% (2020: 98%) of the voting rights. The nature of the subsidiary's business is the provision of administrative and marketing support services and the provision of investment advisory services.

11. Pension commitments

The company participates in a salary sacrifice pension plan. The pension cost charged during the year amounted to £5,056 (2020: £5,312). The contributions to the scheme outstanding at 31 December 2021 were £nil (2020: £nil).

Notes to the financial statements (continued)

For the year ended 31 December 2021

12. Debtors

	Group		Company	
	2021	2020	2021	2020
	£	£	£	£
Amounts owed by group undertakings	405,875	381,979	-	2,507,358
Other debtors	6,657	8,295	6,657	8,295
Prepayments	37,618	36,585	37,618	36,585
	450,150	426,859	44,275	2,552,238

The amounts due from group undertakings are unsecured, interest free and repayable upon demand.

13. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following balances:

	Group		Company	
	2021	2020	2021	2020
	£	£	£	£
Cash and cash equivalents	214,574	203,941	90,449	79,654

14. Creditors: amounts falling due within one year

	Group		Company	
	2021	2020	2021	2020
	£	£	£	£
Trade creditors	4,068	3,545	4,068	3,545
Amounts owed to group undertakings	-	-	-	2,550,139
Corporation tax	23,578	19,606	23,578	19,606
Other taxation and social security	-	-	-	-
Accruals	74,661	33,008	74,661	33,008
	102,307	56,159	102,307	2,606,298

The amounts owed to group undertakings are unsecured, interest free and repayable upon demand.

Notes to the financial statements (continued)

For the year ended 31 December 2021

15. Financial instruments

	Group		Company	
	2021	2020	2021	2020
	£	£	£	£
Financial assets				
Financial assets that are debt instruments measured at amortised cost	620,449	585,920	90,449	2,587,012
Financial liabilities				
Financial liabilities measured at amortised cost	4,068	3,545	4,068	2,553,684

Financial assets comprise of monies held in a third party bank account, trade debtors, other debtors, cash and balances due from group companies which are repayable on demand.

Financial liabilities comprise of trade creditors, other creditors and balances due to group companies which are payable on demand.

16. Share capital

	2021	2020
	£	£
Allotted, called up and fully paid:		
325,000 (2020: 325,000) ordinary shares of £1 each	325,000	325,000

17. Operating lease commitments

At 31 December 2021, the group had future minimum rentals under non cancellable operating leases as set out below:

	2021	2020
Group	£	£
Minimum rentals payable		
Within one year	86,820	86,820
Between two and five years	19,743	106,563
	106,563	193,383

Notes to the financial statements (continued)

For the year ended 31 December 2021

18. Related party transactions

The subsidiary undertaking, Mariner Investment (Europe) LLP allocated profits of £251,106 (2020: £227,883) to Mariner Europe Limited, its immediate parent undertaking. During the year, the company recharged expenses amounting to £852,040 (2020: £2,181,357) to the LLP, the subsidiary undertaking. As at 31 December 2021, the LLP owed Mariner Europe Limited £nil (2020: £2,507,358).

During the year, the group charged administrative, marketing support and investment advisory fees of £2,762,170 (2020: £2,506,718) for services provided to MIG Holdings, LLC, the group's immediate parent undertaking incorporated in the United States of America. These fees receivable were offset by funding provided by MIG Holdings, LLC. As at 31 December 2021, MIG Holdings, LLC owed the group £405,875 (2020: £381,979), this amount being included in debtors.

Key management personnel comprises of the directors of the company only. Total compensation paid to the directors is disclosed in note 7.

19. Parent undertaking and ultimate controlling party

The company's immediate parent undertaking is MIG Holdings, LLC, a company incorporated and registered in the United States of America. The smallest group of the undertakings for which the group accounts are prepared, and which include the company, is headed by MIG Holdings, LLC.

The ultimate controlling party is MIG Holdings, LLC. The largest group of the undertakings for which group accounts are prepared, and which include the company, is headed by MIG Holdings, LLC.