

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

FOR

WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

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FOR THE YEAR ENDED 31 DECEMBER 2021

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WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2021

DIRECTORS:

C Delamare
R J Day

REGISTERED OFFICE:

20-22 Bedford Row
Holborn
London
WC1R 4EB

REGISTERED NUMBER:

07382589 (England and Wales)

AUDITORS:

Platt Rushton LLP
Chartered Accountants
& Statutory Auditors
Sutherland House
1759 London Road
Leigh on Sea
Essex
SS9 2RZ

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report with the financial statements of the company for the year ended 31 December 2021.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a financial services intermediary.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2021.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2021 to the date of this report.

C Delamare

R J Day

GOING CONCERN

The Company expects moderate growth over the coming years, in line with the group's strategy. The Company will continue to be supported by the group where necessary.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the resources to continue in business for the foreseeable future.

Furthermore, the Directors are not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2021

AUDITORS

The auditors, Platt Rushton LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

R J Day - Director

27 April 2022

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

Opinion

We have audited the financial statements of Waystone Capital Solutions (UK) Limited (the 'company') for the year ended 31 December 2021 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

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

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory framework applicable to the entity through written and verbal communication. In addition, we drew on our professional knowledge of the industry to aid our understanding.

We obtained an understanding of the systems in place designed to ensure compliance with the relevant legislation and evaluated whether these are sufficient or alternatively whether the risk of non-compliance is heightened. We also made specific enquiries of management and those charged with governance as to whether there have been any known instances of non-compliance and the results of their risk assessment.

We briefed the identified laws and regulations to our audit team, ensuring they are aware of those considered significant in nature. At the same time, the responsible individual considered whether the engagement team has the collective competence to recognise non-compliance with laws and regulations.

The company's financial statements are directly affected by company law, applicable financial reporting standards and tax legislation. Our audit tests are designed to provide sufficient expectation that we will highlight instances of non-compliance.

Owing to the nature of the entity's trade, we have identified that non-compliance with specific legislation has the potential to materially affect the disclosures in the financial statements by way of litigation or fines and penalties. Such legislation includes GDPR, employment and health and safety legislation.

As the company operates in a heavily regulated environment, we made enhanced enquiries of management so as to understand the scope of current authorisations. Aside from seeking specific representation of non-compliance from management, we obtained direct confirmation from regulators or watchdogs where applicable. In addition, our audit tests were specifically tailored to help identify instances of non-compliance.

In addition to holistically considering where and how fraud may occur within the company, the following specific procedures were also undertaken:

- Scrutinising journal entries, in particular those crediting cash or a revenue account; journal entries with unusual nominal combinations or journal entries posted by management;
- Evaluating assumptions made by management, in particular where these involve material accounting estimates;
- Making sure our samples include an appropriate number of random of entries selected on a random basis;
- Undertaking analytical procedures with a view to identifying unusual movements in account balances which could be indicative of fraud.

We did not identify nor do we suspect any material fraudulent activity having undertaken the above procedures.

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

A further description of our responsibilities 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 Report of the Auditors.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
WAYSTONE CAPITAL SOLUTIONS (UK) LIMITED

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 a Report of the Auditors 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.

Graham M Powling FCA (Senior Statutory Auditor)
for and on behalf of Platt Rushton LLP
Chartered Accountants
& Statutory Auditors
Sutherland House
1759 London Road
Leigh on Sea
Essex
SS9 2RZ

19 May 2022

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 £	2020 £
TURNOVER		1,831,239	1,730,987
Administrative expenses		<u>1,877,810</u> (46,571)	<u>3,091,559</u> (1,360,572)
Other operating income	3	<u>-</u>	<u>747,143</u>
OPERATING LOSS and LOSS BEFORE TAXATION		(46,571)	(613,429)
Tax on loss	7	<u>(46,571)</u>	<u>1,351</u>
LOSS FOR THE FINANCIAL YEAR		<u>-</u>	<u>(614,780)</u>

The notes form part of these financial statements

OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 £	2020 £
LOSS FOR THE YEAR		-	(614,780)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME		-	-
FOR THE YEAR		-	(614,780)

BALANCE SHEET
31 DECEMBER 2021

	Notes	2021 £	£	2020 £	£
FIXED ASSETS					
Tangible assets	8		11,175		13,710
CURRENT ASSETS					
Debtors	9	930,853		969,337	
Cash at bank		<u>307,388</u>		<u>80,107</u>	
		1,238,241		1,049,444	
CREDITORS					
Amounts falling due within one year	10	<u>1,193,639</u>		<u>1,004,772</u>	
NET CURRENT ASSETS			<u>44,602</u>		<u>44,672</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			55,777		58,382
PROVISIONS FOR LIABILITIES	12		<u>-</u>		<u>2,605</u>
NET ASSETS			<u>55,777</u>		<u>55,777</u>
CAPITAL AND RESERVES					
Called up share capital	13		50,001		50,001
Share premium	14		614,778		614,778
Retained earnings	14		<u>(609,002)</u>		<u>(609,002)</u>
SHAREHOLDERS' FUNDS			<u>55,777</u>		<u>55,777</u>

The financial statements were approved by the Board of Directors and authorised for issue on 27 April 2022 and were signed on its behalf by:

R J Day - Director

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2020	50,000	5,778	-	55,778
Changes in equity				
Issue of share capital	1	-	614,778	614,779
Total comprehensive income	-	(614,780)	-	(614,780)
Balance at 31 December 2020	50,001	(609,002)	614,778	55,777
Changes in equity				
Balance at 31 December 2021	50,001	(609,002)	614,778	55,777

The notes form part of these financial statements

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 £	2020 £
Cash flows from operating activities			
Cash generated from operations	1	228,044	(536,428)
Tax paid		-	(59,207)
Net cash from operating activities		<u>228,044</u>	<u>(595,635)</u>
Cash flows from investing activities			
Purchase of tangible fixed assets		<u>(763)</u>	<u>(9,411)</u>
Net cash from investing activities		<u>(763)</u>	<u>(9,411)</u>
Cash flows from financing activities			
Share issue		-	614,779
Loans from group		-	614,780
Loans to group		<u>-</u>	<u>(614,780)</u>
Net cash from financing activities		<u>-</u>	<u>614,779</u>
Increase in cash and cash equivalents		<u>227,281</u>	<u>9,733</u>
Cash and cash equivalents at beginning of year	2	80,107	70,374
Cash and cash equivalents at end of year	2	<u>307,388</u>	<u>80,107</u>

The notes form part of these financial statements

NOTES TO THE CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

1. **RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2021	2020
	£	£
Loss before taxation	(46,571)	(613,429)
Depreciation charges	2,455	13,549
Loss on disposal of fixed assets	842	-
	<u>(43,274)</u>	<u>(599,880)</u>
Decrease in trade and other debtors	82,450	34,305
Increase in trade and other creditors	188,868	29,147
Cash generated from operations	<u><u>228,044</u></u>	<u><u>(536,428)</u></u>

2. **CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2021

	31.12.21	1.1.21
	£	£
Cash and cash equivalents	<u>307,388</u>	<u>80,107</u>

Year ended 31 December 2020

	31.12.20	1.1.20
	£	£
Cash and cash equivalents	<u>80,107</u>	<u>70,374</u>

3. **ANALYSIS OF CHANGES IN NET FUNDS**

	At 1.1.21	Cash flow	At 31.12.21
	£	£	£
Net cash			
Cash at bank	<u>80,107</u>	<u>227,281</u>	<u>307,388</u>
	<u>80,107</u>	<u>227,281</u>	<u>307,388</u>
Total	<u><u>80,107</u></u>	<u><u>227,281</u></u>	<u><u>307,388</u></u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. STATUTORY INFORMATION

Waystone Capital Solutions (UK) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

Turnover

Turnover represents expenses reimbursed by another group company.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its useful life or, if leased, over the lease term, whichever is shorter.

Improvements to property - over life of lease

Plant and machinery - 15% and 33% on reducing balance

Fixtures and fittings - 15% reducing balance and over life of lease

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

3. OTHER OPERATING INCOME

	2021	2020
	£	£
Exceptional group contribution	<u>-</u>	<u>747,143</u>

An exceptional contribution of £Nil (2020 - £747,143) was made by the entity's parent to help fund the exceptional management bonus referred to in Note 6 - Exceptional Items.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2021

4. EMPLOYEES AND DIRECTORS

	2021	2020
	£	£
Wages and salaries	1,433,551	1,189,122
Social security costs	186,584	150,199
Other pension costs	31,878	27,806
	<u>1,652,013</u>	<u>1,367,127</u>

The average number of employees during the year was as follows:

	2021	2020
Directors & management	2	2
Financial Advisors	8	7
	<u>10</u>	<u>9</u>

The above values exclude the exceptional management bonus of £Nil (2020: £1,075,979) referred to in Note 6 - Exceptional items.

The aggregate directors' remuneration comprised £395,810 (2020: £1,075,979) and last year included an exceptional management bonus as referred to in Note 6 - Exceptional items.

The highest paid directors' emolument was £253,964 (2020: £940,552) and last year included the same management bonus referred to in Note 6 - Exceptional items.

5. OPERATING LOSS

The operating loss is stated after charging:

	2021	2020
	£	£
Depreciation - owned assets	2,456	13,549
Loss on disposal of fixed assets	842	-
Auditors' remuneration	15,138	13,380
Other non-audit services	14,491	13,524
Other operating leases	<u>-</u>	<u>235,818</u>

6. EXCEPTIONAL ITEMS

	2021	2020
	£	£
Exceptional group contribution	-	747,143
Exceptional items	<u>-</u>	<u>(1,361,923)</u>
	<u>-</u>	<u>(614,780)</u>

During the prior period exceptional management bonuses of £1,361,923 were awarded to enable management to subscribe to new shares and loan notes within the group. This constituted an employment related securities transaction. In addition, an exceptional contribution of £747,143 was made in the prior period by the entity's parent to help fund the transaction. These transactions were in connection with the group acquisition and contributed to the loss making position in 2020.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2021

7. TAXATION**Analysis of the tax (credit)/charge**

The tax (credit)/charge on the loss for the year was as follows:

	2021 £	2020 £
Deferred tax	(46,571)	1,351
Tax on loss	<u>(46,571)</u>	<u>1,351</u>

Reconciliation of total tax (credit)/charge included in profit and loss

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

	2021 £	2020 £
Loss before tax	<u>(46,571)</u>	<u>(613,429)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2020 - 19%)	(8,848)	(116,552)
Effects of:		
Expenses not deductible	4,419	3,259
Depreciation on non qualifying assets	466	2,575
Fixed profit allocation	35,340	33,535
Deferred tax provision	(43,966)	1,351
Taxable loss to be surrendered to group	-	78,971
Capital allowances	(145)	(1,788)
Loss on disposal of assets	160	-
Taxable loss brought forward	<u>(33,997)</u>	<u>-</u>
Total tax (credit)/charge	<u>(46,571)</u>	<u>1,351</u>

8. TANGIBLE FIXED ASSETS

	Improvements to property £	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Totals £
COST					
At 1 January 2021	30,000	11,527	2,256	8,881	52,664
Additions	-	-	-	763	763
Disposals	<u>(30,000)</u>	<u>-</u>	<u>(2,256)</u>	<u>-</u>	<u>(32,256)</u>
At 31 December 2021	<u>-</u>	<u>11,527</u>	<u>-</u>	<u>9,644</u>	<u>21,171</u>
DEPRECIATION					
At 1 January 2021	30,000	6,591	1,392	971	38,954
Charge for year	-	1,057	22	1,377	2,456
Eliminated on disposal	<u>(30,000)</u>	<u>-</u>	<u>(1,414)</u>	<u>-</u>	<u>(31,414)</u>
At 31 December 2021	<u>-</u>	<u>7,648</u>	<u>-</u>	<u>2,348</u>	<u>9,996</u>
NET BOOK VALUE					
At 31 December 2021	<u>-</u>	<u>3,879</u>	<u>-</u>	<u>7,296</u>	<u>11,175</u>
At 31 December 2020	<u>-</u>	<u>4,936</u>	<u>864</u>	<u>7,910</u>	<u>13,710</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2021

9. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Amounts owed by group undertakings	614,780	614,780
Rent deposit	200	32,700
Deferred tax	43,966	-
Prepayments and accrued income	271,907	321,857
	<u>930,853</u>	<u>969,337</u>

10. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Trade creditors	52,286	26,826
Amounts owed to group undertakings	614,780	614,780
Social security and other taxes	41,247	37,609
Pension creditor	(5,416)	370
Net Wages Control	14	(31)
Accrued expenses	490,728	325,218
	<u>1,193,639</u>	<u>1,004,772</u>

11. **LEASING AGREEMENTS**

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2021	2020
	£	£
Within one year	<u>-</u>	<u>19,620</u>

12. **PROVISIONS FOR LIABILITIES**

	2021	2020
	£	£
Deferred tax	<u>-</u>	<u>2,605</u>
		Deferred tax
		£
Balance at 1 January 2021		2,605
Deferred Tax		<u>(2,605)</u>
Balance at 31 December 2021		<u>-</u>

13. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal value:	2021	2020
Number:	Class:		£	£
50,001	Ordinary	£1	<u>50,001</u>	<u>50,001</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2021

14. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 January 2021	(609,002)	614,778	5,776
Profit for the year	-	-	-
At 31 December 2021	<u>(609,002)</u>	<u>614,778</u>	<u>5,776</u>

15. RELATED PARTY DISCLOSURES

In the year to 31st December 2021, the company received expense reimbursements of £1,860,000 (2020 - £1,765,000) from a wholly owned member within the group.

At the year end, an additional £270,349 (2020 - £299,109) is shown in prepayments and accrued income in respect of expenses not yet reimbursed by a wholly owned member within the group.

In the year to 31st December 2021 the company's parent, provided a contribution totalling £Nil (2020: £747,143) to facilitate a group reorganisation.

At the balance sheet date the company's parent owed £614,780 (2020 - £614,780), this balance is included within current assets and is repayable on demand.

In the year to 31st December 2021 the company paid a group member £85,902 (2020: Nil) for the provision of serviced offices. At the balance sheet date £42,951 (2020: Nil) was owed to the group company. This balance is included within trade creditors.

As at the balance sheet date three loans subsisted from wholly owned members within the group. These balances are repayable on demand and included within current creditors comprising £346,659 (2020 - £346,659) and £268,121 (2020 - £268,121). These balances are due for settlement within 12 months.

During the prior the company re-imbursed the directors for expenditure incurred on behalf of the company totalling £274. At the balance sheet date a balance of £Nil (2020: £274) remained payable to one of the company's directors. These transactions were considered to be at arm's length basis.

Fees and salaries paid to directors have are disclosed in Note 4 - Employees and Directors.

16. AUDITOR LIABILITY LIMITATION AGREEMENT

On 1st December 2021 the directors resolved a Liability Limitation Agreement with it's auditors. It was agreed that £1,000,000 represents a fair maximum to the auditor's liability in the event of any one claim arising in respect of the audit.

17. ULTIMATE CONTROLLING PARTY

The company's parent at the balance sheet date is Waystone Holdings (IE) Limited formerly MontLake Holdings Limited, registered in Ireland. Whose registered office is 3rd Floor, 76 Lower Baggot Street, Dublin 2, Ireland.

The Ultimate Controlling Party at the balance sheet date was Cashel Compliance Topco Limited registered in Ireland. After the balance sheet date but prior to the approval of the financial statements Sigma Irish Topco Limited, registered in Ireland was regarded the Ultimate Controlling Party. Both companies are registered at 3rd Floor, 76 Lower Baggot Street, Dublin 2, Ireland.

Accounts for these entities can be obtained from Companies Registration Office Ireland.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.