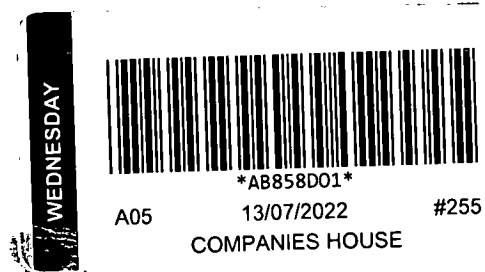


Cybele Solutions Limited
Annual Report and Financial Statements
For the year ended 31 December 2021

Registered Number 07412492



Cybele Solutions Limited

Annual Report and Financial Statements for the year ended 31 December 2021

Contents

Directors and Advisers for the year ended 31 December 2021	1
Strategic Report for the year ended 31 December 2021	2
Directors' Report for the year ended 31 December 2021	4
Independent Auditors' Report to the members of Cybele Solutions Limited	6
Income Statement for the year ended 31 December 2021	9
Statement of Financial Position as at 31 December 2021	10
Statement of Changes in Equity for the year ended 31 December 2021	11
Notes to the Financial Statements for the year ended 31 December 2021	12

Cybele Solutions Limited

Directors and Advisers for the year ended 31 December 2021

Directors

David Livesey
Chris Williams (Resigned 30th September 2021)
Nicholas Chadbourne
Peter Opperman (Appointed 25th May 2021)
Richard Twigg (Appointed 9th July 2021)
Adam Castleton (Resigned 21st June 2021)
Andrew Scaife (Appointed 25th May 2021 / Resigned 13th January 2022)

Company Secretary

Ian Robinson (Appointed 30th September 2021)
Chris Williams (Resigned 30th September 2021)

Registered Office

Bickerton House
Lloyd Drive
Ellesmere Port
CH65 9HQ

Registered Number

07412492

Independent Auditors

BDO LLP
3 Hardman Street
Spinningfields
Manchester
M3 3AT

Solicitors

The Legal Director
107 Cheapside
London
EC2V 6DN

Bankers

Barclays Bank plc
51 Mosley Street
Manchester
M2 3HQ

Cybele Solutions Limited

Strategic Report for the year ended 31 December 2021

The Directors present their Strategic Report on the Company for the year ended 31 December 2021.

Review of the Business

The Company is a wholly owned subsidiary of Cybele Solutions Holdings Limited. The principal activity of the Company is that of a holding company for its subsidiary, Legal Marketing Services Limited. There has been no trading activity during the year within the Company.

The Directors made the decision to cease operations at LMS Direct Conveyancing in the second half of 2020 and liquidators were appointed by way of a Members Voluntary Liquidation on 13th May 2021.

The trading results for the year and the Company's financial position at the end of the year, are shown in the attached financial statements. In May 2021, the Company received a dividend of £3,576,850 from its subsidiary, Legal Marketing Services Limited. On 18th May 2021, the Company approved payment of a dividend of £2,355,000 to its parent Company, Cybele Solutions Holdings Limited.

On the 25th May 2021, LSL Property Services sold its entire holding in the Company's parent company Cybele Solutions Holdings Limited to Project Ophelia Bidco Limited. The shares and rights remain as they were.

Principal risks and uncertainties

The Company's principal risk relates to the recoverable value of its equity investments.

Financial risk management

The Company's exposure to financial risks, including credit risk, cash flow risk and liquidity risk, is managed at a Group level within Cybele Solutions Holdings Limited, the immediate parent undertaking.

Future developments

The Company will continue to act as the holding company for Legal Marketing Services Limited.

The war in Ukraine which initiated in February 2022 is having no direct impact on the Company due to the nature of the Company's business.

Key Performance Indicators

The use of KPIs is not considered appropriate due to the simple nature of the Company's business.

Results and dividends

The Company's results for the financial year are set out in the Income Statement on page 9. The £3.6m profit in the year is solely attributable to dividend income received from its subsidiary, Legal Marketing Services Limited.

In May 2021, the Company received a dividend of £3,576,850 from its subsidiary, Legal Marketing Services Limited. On 18 May 2021, the Company approved payment of a dividend of £2,355,000 to its parent Company, Cybele Solutions Holdings Limited.

Going Concern

The principal activity of the Company is that of a holding company for its subsidiary, Legal Marketing Services Limited which has recorded profits of £1.8m (2020: £1.5m) in the current year.

The Company itself has net assets of £0.15m at 31st December 2021 (2020: net liabilities £1.1m). Whilst the Company has net current liabilities of £0.47m (2020: £1.7m), its creditors are owed to group undertakings and the Company has the support of its parent company. The Company is dependent upon the financial support of the immediate parent undertaking, Cybele Solutions Holdings Limited. Cybele Solutions Holdings Limited has confirmed its present intention to support the Company by providing funds necessary to continue as a going concern for the minimum of 12 months from the date of approval of the financial statements.

Cybele Solutions Limited

Strategic Report for the year ended 31 December 2020 (Continued)

Going Concern (continued)

The Directors therefore consider that it is appropriate to adopt the going concern basis in preparing these financial statements and that there is no material uncertainty around going concern including any ongoing effects of COVID-19. A more detailed commentary on the going concern adoption is provided within the Annual Report of the company's parent company Cybele Solutions Holdings Limited (registered number 07665812).

By order of the Board



Nick Chadbourne
Director
25 May 2022

Cybele Solutions Limited

Directors' Report for the year ended 31 December 2021

The Directors present their report and the audited financial statements of the Company for the year to 31 December 2021.

Future developments

There are no planned changes in 2022 in that the Company will continue to act as a holding company for Legal Marketing Services Limited as per the Strategic Report on page 2.

The Directors made the decision to cease operations at LMS Direct Conveyancing in the second half of 2020.

A more detailed Financial Review, future developments, principal risks and uncertainties, KPIs, financial risk management objectives are provided within the Annual Report of the company's parent company Cybele Solutions Holdings Limited (registered number 07665812).

Dividends

On 18th May 2021, the Company approved payment of a dividend of £2,355,000 to its parent company, Cybele Solutions Holdings Limited (2020: nil).

Financial risk management

The Company is a holding company for Legal Marketing Services Limited and as such the financial risk management is set out in the financial statements of this Company.

Directors

The directors of the company who served during the year and to the date of this report are:

David Livesey
Chris Williams (Resigned 30th September 2021)
Nicholas Chadbourne
Peter Opperman (Appointed 25th May 2021)
Richard Twigg (Appointed 9th July 2021)
Adam Castleton (Resigned 21st June 2021)
Andrew Scaife (Appointed 25th May 2021 / Resigned 13th January 2022)

Directors' indemnities

The company maintained throughout the year, and at the date of approval of the financial statements, liability insurance for its directors and officers. This is a qualifying provision for the purposes of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising 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 of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and

Cybele Solutions Limited

Directors' report for the year ended 31 December 2021 (Continued)

Statement of directors' responsibilities (continued)

- 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.

The directors 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 of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved under section 418 of the Companies Act 2006 the following applies:

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

Independent auditors

The auditors, BDO LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

The directors' report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the Board



Nicholas Chadbourne
Director
25 May 2022

Cybele Solutions Limited

Independent Auditors' Report to the members of Cybele Solutions Limited

Opinion on the financial statements

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.

We have audited the financial statements of Cybele Solutions Limited ("the Company") for the year ended 31 December 2021 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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.

Cybele Solutions Limited

Independent Auditors' Report to the members of Cybele Solutions Limited (continued)

Other Companies Act 2006 reporting

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.

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 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, 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, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Agreement of the financial statement disclosures to underlying support documentation;
- Challenging assumptions and judgements made by management in their significant accounting estimates including completeness of accruals;
- Identifying and testing journal entries, in particular any journal entries posted with specific keywords, duplicate journals and manual journals to cash;
- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud; and

Cybele Solutions Limited

Independent Auditors' Report to the members of Cybele Solutions Limited (continued)

Auditor's responsibilities for the audit of the financial statements (continued)


- Obtaining an understanding of the control environment in monitoring compliance and laws and regulations.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

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.

DocuSigned by:

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Sakib Isa (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor

Manchester

27 May 2022

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

Cybele Solutions Limited

Income Statement for the year ended 31 December 2021

	Note	2021 £	2020 £
Administrative expenses - impairment		-	(1,230,200)
Operating Result / (loss)	2	-	(1,230,200)
Dividend received from group undertakings		3,576,850	-
Profit / (loss) before taxation		3,576,850	(1,230,200)
Tax on profit / (loss)	4	-	-
Profit / (loss) for the financial year	9	3,576,850	(1,230,200)

The notes on pages 12 to 17 form part of these financial statements.

All of the results presented above relate to continuing operations.

Cybele Solutions Limited

Statement of Financial Position as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	5	617,174	617,174
Current assets			
Debtors	6	7,427,926	3,851,076
Creditors: amounts falling due within one year	7	(7,894,992)	(5,539,993)
Net current liabilities		(467,066)	(1,688,917)
Total assets less current liabilities		150,108	(1,071,743)
Net assets / (liabilities)		150,108	(1,071,743)
Capital and reserves			
Called up share capital	8	108	108
Capital reserve	9	150,000	150,000
Profit and loss account		-	(1,221,851)
Total shareholders' funds / (deficit)		150,108	(1,071,743)

The notes on pages 12 to 17 form part of these financial statements.

The financial statements on pages 9 to 17 were approved by the board of directors on 25 May 2022 and were signed on its behalf by:



Nick Chadbourne
Director

Cybele Solutions Limited

Statement of Changes in Equity for the year ended 31 December 2021

	Called up share capital	Capital Reserve	Profit and Loss Account	Total shareholders' (deficit)/funds
	£	£	£	£
At 1 January 2020	108	150,000	8,349	158,457
Loss for the financial year	-	-	(1,230,200)	(1,230,200)
At 31 December 2020	108	150,000	(1,221,851)	(1,071,743)
At 1 January 2021	108	150,000	(1,221,851)	(1,071,743)
Profit for the financial year	-	-	3,576,851	3,576,851
Contributions by and distributions with owners				
Dividend paid	-	-	(2,355,000)	(2,355,000)
At 31 December 2021	108	150,000	-	150,108

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021

1 Accounting policies

General information

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Bickerton House, Lloyd drive, Ellesmere Port, CH65 9HQ.

The principal activity of the Company is as the holding company for Legal Marketing Services Limited.

Statement of compliances

The financial statements of Cybele Solutions Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost and in accordance with applicable accounting standards and the Companies' Act 2006 and applicable Accounting Standards in the United Kingdom.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions, have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders.

As a qualifying entity, the Company has taken advantage of the following exemptions:

- (i) from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102;
- (ii) from the requirement to present financial instrument disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraphs 12.26 and 12.29;
- (iii) from the requirement to present a reconciliation of the number of shares outstanding at the beginning and end of the period as required by paragraph 4.12(a)(iv); and
- (iv) from the requirement to disclose the key management personnel compensation in total as required by FRS 102 paragraph 33.7.

Going concern

The Company itself has net assets of £0.15m at 31st December 2021 (2020: net liabilities £1.1m). Whilst the Company has net current liabilities of £0.47m (2020: £1.7m), its creditors are owed to group undertakings and the Company has the support of its parent company. The Company is dependent upon the financial support of the immediate parent undertaking, Cybele Solutions Holdings Limited. Cybele Solutions Holdings Limited has confirmed its present intention to support the Company by providing funds necessary to continue as a going concern for the minimum of 12 months from the date of approval of the financial statements.

The Directors therefore consider that it is appropriate to adopt the going concern basis in preparing these financial statements and that there is no material uncertainty around going concern including any ongoing effects of COVID-19. A more detailed commentary on the going concern adoption is provided within the Annual Report of the company's parent company Cybele Solutions Holdings Limited (registered number 07665812).

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021 (Continued)

1 Accounting policies (continued)

Related party disclosures

The Company is also exempt under the terms of FRS102 paragraph 33.1(a) from disclosing related party transactions with entities that are part of the Cybele Solutions Holdings Limited group.

2 Operating result

Operating result is stated after charging:

	2021 £	2020 £
Impairment of investment in subsidiaries	-	1,230,200

The auditors' remuneration is borne by another group undertaking. The directors received no (2020 : no) remuneration for their services to the company during the year.

3 Particulars of employees

There are no employees as the Company is a holding company for Legal Marketing Services Limited.

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021 (Continued)

4 Tax on result

	2021 £	2020 £
Current tax		
Corporation tax based on the results for the year at 19% (2020: 19%)	-	-
Total current tax	-	-
Deferred tax		
Deferred tax	-	-
Total deferred tax	-	-
Tax on result	-	-

	2021 £	2020 £
Profit / (loss) before taxation	3,576,850	(1,230,200)
Profit / (loss) before taxation multiplied by the standard rate of 19% (2020: 19%)	(679,602)	(233,738)
Effects of:		
Income/expenses not deductible for tax purposes	679,602	233,738
Total tax for the year	-	-

A UK corporation tax rate of 25% was substantively enacted on 24 May 2021. As the company has no deferred tax balances at the balance sheet date then this rate change will not impact the financial statements in the year ending 31 December 2021.

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021 (Continued)

5 Investments

	2021 £	2020 £
Investments in subsidiary undertakings	617,174	617,174

	Country of incorporation	Principal business	% Ownership
Legal Marketing Services Limited Bickerton House, Lloyd Drive, Ellesmere Port, CH65 9HQ	England	Provision of legal services	100%

The directors believe that the carrying value of the investment in Legal Marketing Services Limited is supported by their underlying net assets.

6 Debtors: amounts falling due within one year

	2021 £	2020 £
Amounts owed by group undertakings	7,427,926	3,851,076

Amounts owed by Group undertakings are unsecured, repayable on demand, interest free and are not considered impaired.

7 Creditors: amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	7,894,992	5,539,993

Amounts owed to Group undertakings are unsecured, repayable on demand and interest free.

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021 (Continued)

8 Called up share capital

	2021 £	2020 £
Authorised, allotted called up and fully paid		
10,842 (2019: 10,842) Ordinary shares of 1p each	108	108

Under the articles of association of the Company each ordinary share has the right to one vote and to participate equally in the distribution of dividends and in the distribution of capital, including on a winding up.

9 Reserves

	Profit and loss account £	Capital reserve £
1 January 2021	(1,221,851)	150,000
Profit for the financial year	3,576,851	-
Dividends paid	(2,355,000)	-
31 December 2021	-	150,000

The capital reserve of £150,000 was created in 2011 following a capital contribution from the two ultimate controlling parties of the Company, LSL Property Services and Connells Limited, for the settlement of certain of the Company's liabilities following acquisition of the parent company, Cybele Solutions Holdings Limited.

10 Post Balance Sheet Events

There were no other material post balance sheet events.

Cybele Solutions Limited

Notes to the financial statements for the year ended 31 December 2021 (Continued)

11 Ultimate parent company and controlling party

Cybele Solutions Holdings Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements.

The ultimate parent company of Cybele Solutions Limited is Cybele Solutions Holdings Limited and the results of Cybele Solutions Limited are consolidated in the financial statements of that company. Copies of Cybele Solutions Holdings Limited consolidated financial statements can be obtained from the Company Secretary at Bickerton House, Lloyd Drive, Cheshire Oaks Business Park, Cheshire CH65 9HQ.

Connells Limited and Project Ophelia Bidco Limited each own 49.6% of the share capital of Cybele Solutions Holdings Limited. Each of Connells Limited and Project Ophelia Bidco Limited therefore has rights to 50% of the dividends and each has 50% of the voting rights. Connells Limited and Project Ophelia Bidco Limited operate as separate organisations. For these reasons, the Company has no ultimate controlling party.

On the 25th May 2021, LSL Property Services sold its entire holding in Cybele Solutions Holdings Limited to Project Ophelia Bidco Limited. The shares and rights remain as they were. **On completion of the shareholder sale, a dividend of £2,355,000 was paid.** The dividend was paid up to the parent Company of Cybele Solutions Holdings Limited, and distributed to shareholders LSL Property Services PLC and Connells Limited accordingly.