Company registration number 08971309 (England and Wales)

ARTORIUS WEALTH LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2023

ARTORIUS WEALTH LIMITED

COMPANY INFORMATION

Directors	Ian Alistair De Burgh Marsh Martin John Block Thomas Daniel Ahearne Michelle Robyn Grew Patrick Charles Mansel Lewis
Company number	08971309
Registered office	2nd Floor, The Boardwalk 21 Little Peter Street Manchester M15 4PS
Auditor	Azets Audit Services Alpha House 4 Greek Street Stockport United Kingdom SK3 8AB

ARTORIUS WEALTH LIMITED

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ARTORIUS WEALTH LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 APRIL 2023

The directors present the strategic report for the year ended 30 April 2023.

Review of the business
The Group provides wealth management and advisory services, together with discretionary investment management and family office services, to high and ultra-high net worth individuals. The Group operates in the UK from office locations in Manchester, Yorkshire and London.

During the year, the Group has focused on providing the highest level of service to its clients, while also seeking to attract new clients requiring quality wealth management services.

The directors are pleased with the continual strong AUM growth of the group which has driven the rise in recurring revenue over the last 3 years. Group revenue from continuing operations totalled £8,092,384 for the current year (2022: £7,574,000), an increase of £518,384 or 7%, whilst recurring revenue increased by £1,350,238 year over year or 20% despite challenging market conditions.

The Group has achieved cumulative AUM growth of ~£1bn over the last 3 financial years, which has contributed to a £3,126,757 increase in recurring revenue since Year End April 2021. Continuing operations adjusted administrative expenses* have increased by 17% year to year to £8,560,429 (2022: £7,303,487), as the business has continued to invest in service, scale and resilience, with staff numbers increasing from 41 to 66 since Year End April 2021.

The group reports a statutory loss before tax for the Group of £983,487 for the year ended 30 April 2023 (2022: Profit £1,593,498), as the business invests sustainably into its UK regional footprint as well as its operational platform. As at 30 April 2023, the Group had net assets of £5,686,889 (2022: £6,887,075), a decrease of £1,200,186. The Group's key financial and other performance indicators during the year were as follows:

	Year to 30 April 2023 £	Year to 30 April 2022 £	Year to 30 April 2021 £
Continuing operations			
Recurring revenue	7,967,108	6,616,870	4,840,351
Non-recurring revenue	125,275	957,130	343,405
Turnover	8,092,384	7,574,000	5,183,756
Turnover growth	518,384	2,390,244	1,140,790
Adjusted administrative expenses*	8,560,429	7,303,487	5,023,431
Adjusted EBITDA**	(468,045)	270,513	160,325
Group reported			
Profit/(loss) after taxation	(983,478)	2,305,068	(470,950)
Shareholder's equity	5,686,889	6,887,075	4,588,888
AUM***	1,780m	1,500m	1,370m
Organic growth and markets	280m	350m	367m
Average number of employees	66	50	41
Client-facing	22	18	16

* Adjusted administrative expenses are defined as disclosed operating expenses excluding amortisation, depreciation, certain project related costs and foreign currency gains and losses as shown in note 3 to the financial statements.
** Adjusted EBITDA is defined as turnover less adjusted administrative expenses.
*** Assets under management (AUM) represent all client assets that are managed, advised or influenced through discretionary, advisory and family trust mandates at the period end in GBP equivalent, and weighted at a revenue margin of 0.5% from the underlying recurring mandate fee charging structure. Organic growth & markets represents net new business and investment performance less any AUM disposed of.

Future developments in the business and post balance sheet events

The Group continues to develop a target client strategy after identifying differentiators, specialisms and strengths which have attracted clients and assets successfully over the initial start-up period of the Group. These factors, when taken together with strong client service, new business acquisition and robust portfolio management give the directors confidence that the Group will achieve its strategic goals.

The directors continue to anticipate further strategic investment into front office personnel, operational systems and marketing to support the Group reach its long-term targets. The Company is anticipating further growth from new client mandates that will commence in the financial year 30 April 2023.

The Group sold its subsidiary Artorius Wealth Switzerland AG during financial year April 2022, as the business continues to focus and invest into the UK Regional wealth management market adding further scale to existing operations.

The directors are committed to ensuring that the Group develops a robust corporate and socially responsible operating framework. They are reviewing the Groups environmental and sustainability objectives to ensure that the Firm's philanthropy is directed in ways that reflect the values of the employees. The Group is further enhancing hiring and retention policies in order to attract a diverse and inclusive talent pool.

Financial risk manegement, risks and uncertainties
Risk management is an inherent part of the Group's activities. The Group's risk management framework and governance structure are intended to provide comprehensive controls and ongoing management of its major risks. The Group exercises oversight through the board of directors and sub committees.

The Group's operations expose it to a variety of financial risks, the most significant of which are liquidity and cashflow risk, credit risk, operational and market risk. An overview of the key aspects of risk management and the use of financial instruments is provided below.

Market risk
Market risk is the risk to turnover arising from changes in the performance of the economy. The Group earns annual management fees which are based on the value of funds under management. The Group seeks to manage this risk for clients and thereafter the Group by recommending, where suitable, diversification of assets, and through investing in expertise and resource that will enable the Group to proactively respond to changes in the economic environment. The Group complies with Group risk policies surrounding the monitoring and control of market risk. This includes monthly board consideration during board meetings and regular investment committee meetings.

Operational risk
Operational risk is the risk of loss resulting from inadequate or failed processes or systems, human factors or external events. To monitor and control operating risk, the Group maintains a system of comprehensive policies and a control framework designed to provide a well-controlled operational environment, and to monitor and record any control failures.

Credit risk
The Group's principal financial assets are bank balances and cash, and trade and other receivables. The Group's credit risk is primarily attributable to its trade debtors. The Group complies with policies which require monthly monitoring and reporting of exposures of all trade debtors. The credit risk on liquid funds is considered limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Liquidity and cashflow risk:
The Group is exposed to liquidity risk, namely the risk that it may be unable to meet its payment obligations as they fall due. The Group has significant liquid assets and actively forecasts and monitors cash flows and cash balances to ensure that the Group has sufficient available funds for operations.

Other risk
Loss of clients. The Group seeks to provide a high level of service to its clients, and deliberately focuses on a relatively small client base, so that it can maintain this service level. Loss of clients could therefore materially affect the performance of the business. This risk is mitigated through continued provision of the highest levels of customer service, alongside strong risk-adjusted performance of client portfolios to ensure that clients remain with the Group.

Cybercrime (data integrity and security). By the nature of its activities, the Group holds personal information on its clients and takes extremely seriously its responsibilities to safeguard this information. It is well documented that the threat from cybercrime is increasing. The Group continues to invest in IT solutions and outsources services to specialist providers to ensure the necessary protective measures are taken. All employees are required to treat client information with the highest levels of confidentiality and any breach of this nature would be treated seriously.

Regulatory capital. The Group is subject to Consolidated regulation by the FCA as a consequence of its subsidiaries, Artorius Wealth Management Limited and Boardwalk Alternative Capital Limited who are regulated by the FCA. Both the Group and those subsidiaries hold sufficient regulatory capital & liquidity to meet the regulatory capital requirements set out within the FCA framework and under individual internal capital adequacy plans. The Group and subsidiaries do expect the regulatory capital requirement to increase as the business continues to invest in client experience and growth. As a result of increased fixed cost base this will increase the regulatory capital requirement of both the Group and regulated subsidiarises. The directors of the Group and subsidiaries have planned for those increase through delivering sustainable profit.

On behalf of the board

Ian Alistair De Burgh Marsh
Director

12 October 2023

ARTORIUS WEALTH LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2023

The directors present their annual report on the affairs of Artorius Wealth Limited (the "Company"), and its subsidiary companies (together, the "Group"), together with the Consolidated and Company financial statements and auditor's report, for the year ended 30 April 2023.

Principal activities

The principal activity of the company and group continued to be that of wealth management and advisory services, together with a descretionary investment management service to high and ultra high net worth individuals and their families.

Results and dividends

The results for the year are set out on page 11.

Ordinary dividends were paid amounting to £220,560. The directors do not recommend payment of a further dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Ian Alistair De Burgh Marsh	
Richard Harrington Page	(Resigned 10 July 2023)
Martin John Block	
Thomas Daniel Ahearne	
Rosalyn Antonia Breedy	(Appointed 1 May 2022 and resigned 10 July 2023)
Michelle Robyn Grew	
Patrick Charles Mansel Lewis	

The Group and Company have made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Auditor

In accordance with the company's articles, a resolution proposing that Azets Audit Services be reappointed as auditor of the group will be put at a General Meeting.

Statement of directors' responsibilities
The directors are responsible for preparing the Annual 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 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 group and company, and of the profit or loss of 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

Future developments in the business and post balance sheet events
Details of financial risk management, risks and uncertainties can be found in the strategic report on page 1 and form part of this report by cross reference. In the post balance sheet period, the Group has continued to develop its wealth management offering, and won further client mandates despite the macro-economic uncertainty.

Going Concern and Business Viability Review

As a regulated group, the directors have also undertaken stress tests on its core business model in line with the FCA Internal Capital Adequacy and Risk Assessment (ICARA) requirements following the impact of coronavirus. The assessment reviews both the regulatory capital and liquidity of the Group over a 5-year period, and includes a core worst case stress test assumption that a significant fall in markets would lead to a fall in revenue for a prolonged period. In assessing the capital and liquidity requirements, the directors have included a voluntary capital provision to withstand a 25% market decline through the 5-year business plan, as well as demonstrating an ability to absorb a 50% market decline for a prolonged period.

The group has been substantially re-capitalised to meet its regulatory requirements following the profitability reported for financial year 30 April 2023.

Going concern

The directors undertook a detailed review of the Group's business to confirm the continued propriety of the going concern assumption as the basis on which to prepare the accounts for the year ended 30th April 2023. Having completed this review, the directors remain confident that the Group will trade at break-even levels for a 12-month period following the approval of the accounts following increased hiring and investment spend into the operating platform. The business anticipates further profitable growth at a pre-tax level thereafter, and as a consequence, the going concern assumption continues to be the appropriate basis on which to prepare the Group's accounts.

Employees and employee involvement

The Group has 66 employees as at 30 April 2023 (30 April 2022: 50).

Communication with staff takes place through a variety of means including internal email and an internal newsletter. Employees have easy access to policies, procedures, organisation charts, announcements and Company news through a web-based shared workspace. Presentations to staff on full and half year Group results are given by the executive committee, alongside regular townhall meetings.

On behalf of the board

Ian Alistair De Burgh Marsh
Director

16 October 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ARTORIUS WEALTH LIMITED

Opinion

We have audited the financial statements of Artorius Wealth Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 April 2023 which comprise the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group 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 Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 April 2023 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *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 and 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. 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 our 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, 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 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 parent company or to cease operations, or have no realistic alternative but to do so.

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

A further description of our responsibilities 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.

Extent to which the audit was considered 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 and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

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 of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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.

Helen Davies

Helen Davies (Senior Statutory Auditor)
For and on behalf of Azets Audit Services

16 October 2023

Chartered Accountants
Statutory Auditor

Alpha House
4 Greek Street
Stockport
United Kingdom
SK3 8AB

ARTORIUS WEALTH LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 APRIL 2023

	Notes	Continuing operations £	Discontinued operations £	30 April 2023 £	Continuing operations £	Discontinued operations £	30 April 2022 £
Turnover	2	8,092,383	-	8,092,383	7,574,000	688,766	8,262,766
Administrative expenses		(9,094,207)	-	(9,094,207)	(7,732,383)	(439,809)	(8,172,192)
Operating (loss)/profit	3	(1,001,824)	-	(1,001,824)	(158,383)	248,957	90,574
Interest receivable and similar income		17,455	-	17,455	17,348	-	17,348
Profit on disposal of subsidiary	7	891	-	891	-	1,485,576	1,485,576
(Loss)/profit before taxation		(983,478)	-	(983,478)	(141,035)	1,734,533	1,593,498
Tax on (loss)/profit	8	-	-	-	711,570	-	711,570
(Loss)/profit after taxation		(983,478)	-	(983,478)	570,535	1,734,533	2,305,068
Foreign exchange differences on translation of foreign operations		-	-	-	-	(9,937)	(9,937)
(Loss)/profit for the financial year		(983,478)	-	(983,478)	570,535	1,724,596	2,295,131

(Loss)/profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

ARTORIUS WEALTH LIMITED

GROUP BALANCE SHEET

AS AT 30 APRIL 2023

	Notes	2023 £	2023 £	2022 £	2022 £
Fixed assets					
Goodwill	9		430,491		472,518
Other intangible assets	9		49,591		132,901
Total intangible assets			480,082		605,419
Tangible assets	10		89,544		84,543
Investments	11		25,000		25,000
			594,626		714,962
Current assets					
Debtors	13	3,817,996		3,385,397	
Cash at bank and in hand		3,104,049		3,884,901	
		6,922,045		7,270,298	
Creditors: amounts falling due within one year	14	(1,829,782)		(1,098,185)	
Net current assets			5,092,263		6,172,113
Net assets			5,686,889		6,887,075
Capital and reserves					
Called up share capital	18		31,309		31,309
Share premium account			7,345,367		17,652,179
Foreign exchange reserve			(466,670)		(466,670)
Share based payment reserve			7,978		5,626
Profit and loss reserves			(1,231,095)		(10,335,369)
Total equity			5,686,889		6,887,075

The financial statements were approved by the board of directors and authorised for issue on 16 October 2023 and are signed on its behalf by:

Ian Alistair De Burgh Marsh
Director

Company registration number 08971309 (England and Wales)

ARTORIUS WEALTH LIMITED

COMPANY BALANCE SHEET

AS AT 30 APRIL 2023

	Notes	2023 £	2023 £	2022 £	2022 £
Fixed assets					
Intangible assets	9		1,416		4,541
Tangible assets	10		89,543		84,542
Investments	11		25,000		25,000
			115,959		114,083
Current assets					
Debtors	13	8,097,503		7,813,482	
Cash at bank and in hand		287,579		717,364	
		8,385,082		8,530,846	
Creditors: amounts falling due within one year	14	(449,867)		(337,219)	
Net current assets			7,935,215		8,193,627
Net assets			8,051,174		8,307,710
Capital and reserves					
Called up share capital	18		31,309		31,309
Share premium account			7,345,367		17,652,179
Share based payment reserve			7,978		5,626
Profit and loss reserves			666,520		(9,381,404)
Total equity			8,051,174		8,307,710

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £10,411 (2022 - £1,585,291 profit).

The financial statements were approved by the board of directors and authorised for issue on 16 October 2023 and are signed on its behalf by:

Ian Alistair De Burgh Marsh
Director

Company registration number 08971309 (England and Wales)

ARTORIUS WEALTH LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 APRIL 2023

	Notes	Share capital £	Share premium account £	Foreign exchange reserve £	Share based payment reserve £	Profit and loss reserves £	Total £
Balance at 1 May 2021		29,809	17,652,179	(456,733)	4,070	(12,640,437)	4,588,888
Year ended 30 April 2022:							
Profit and total comprehensive income		-	-	-	-	2,305,068	2,305,068
Issue of share capital	**18**	1,500	-	-	-	-	1,500
Share-based payment expense		-	-	-	1,556	-	1,556
Movement in foreign exchange reserve on translation of foreign subsidiary		-	-	(9,937)	-	-	(9,937)
Balance at 30 April 2022		31,309	17,652,179	(466,670)	5,626	(10,335,369)	6,887,075
Year ended 30 April 2023:							
Loss and total comprehensive income		-	-	-	-	(983,478)	(983,478)
Issue of share capital	**18**	1,500	-	-	-	-	1,500
Dividends		-	-	-	-	(220,560)	(220,560)
Reduction of capital	**18**	(1,500)	(10,306,812)	-	-	10,308,312	-
Share-based payment expense		-	-	-	2,352	-	2,352
Balance at 30 April 2023		31,309	7,345,367	(466,670)	7,978	(1,231,095)	5,686,889

ARTORIUS WEALTH LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 APRIL 2023

	Notes	Share capital £	Share premium account £	Share based payment reserve £	Profit and loss reserves £	Total £
Balance at 1 May 2021		29,809	17,652,179	4,070	(10,966,695)	6,719,363
Year ended 30 April 2022:						
Profit and total comprehensive income for the year		-	-	-	1,585,291	1,585,291
Issue of share capital	18	1,500	-	-	-	1,500
Share-based payment expense		-	-	1,556	-	1,556
Balance at 30 April 2022		31,309	17,652,179	5,626	(9,381,404)	8,307,710
Year ended 30 April 2023:						
Profit and total comprehensive income		-	-	-	(10,412)	(10,412)
Issue of share capital	18	1,500	-	-	-	1,500
Dividends		-	-	-	(249,976)	(249,976)
Reduction of capital	18	(1,500)	(10,306,812)	-	10,308,312	-
Share-based payment expense		-	-	2,352	-	2,352
Balance at 30 April 2023		31,309	7,345,367	7,978	666,520	8,051,174

ARTORIUS WEALTH LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 APRIL 2023

	Notes	2023 £	2023 £	2022 £	2022 £
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	21		(531,111)		515,149
Investing activities					
Purchase of tangible fixed assets		(49,027)		(68,016)	
Sale of subsidiary		-		1,485,576	
Proceeds from disposal of investments		891		(25,000)	
Interest received		17,455		17,348	
Net cash (used in)/generated from investing activities			(30,681)		1,409,908
Financing activities					
Proceeds from issue of shares		1,500		1,500	
Dividends paid to equity shareholders		(220,560)		-	
Net cash (used in)/generated from financing activities			(219,060)		1,500
Net (decrease)/increase in cash and cash equivalents			(780,852)		1,926,557
Cash and cash equivalents at beginning of year			3,884,901		1,958,344
Cash and cash equivalents at end of year			3,104,049		3,884,901

1 Accounting policies

Company information

Artorius Wealth Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 2nd Floor, The Boardwalk, 21 Little Peter Street, Manchester, England, M15 4PS.

The group consists of Artorius Wealth Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

1 Accounting policies **(Continued)**

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Artorius Wealth Limited together with all entities controlled by the parent company (its subsidiaries) and the group's share of its interests in joint ventures and associates.

All financial statements are made up to 30 April 2023. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

1.4 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

As a group containing FCA regulated entities, the going concern status of the group is also dependent on it having sufficient regulatory capital as prescribed by the FCA. The directors have planned out revenue and costs for the group over the next 5 years and have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future and can meet regulatory requirements as set out by the FCA. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

Revenue recognised in the period represents fees charged for wealth management services, discretionary investment management services and real estate consultancy services, net of any applicable third party introductory fees.

Revenue on wealth management services and also discretionary investment management services accrues on a monthly basis at a contractually agreed margin applied to a valuation of the client's assets. Revenue on investment and protection advisory services is recognised on completion (vesting or policy going on risk, respectively) of the underlying transaction for which advisory or consultancy services have been provided. Revenue on real estate consultancy services is recognised on completion of a client's property transaction.

1.6 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

1 Accounting policies **(Continued)**

1.7 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	3 years
Licences	10 years
Website	3 years

The Group reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date. The directors have assessed the useful lives of the assets based on their expectation of how long the contracts of the clients, software and licences are anticipated to last.

Intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

1.8 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Office equipment	4 years
Fixtures and fittings	5 years
Computer hardware	3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

1.9 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1 Accounting policies **(Continued)**

1.10 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

1.11 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.12 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. 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 profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

1 Accounting policies **(Continued)**

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.13 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.14 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1 Accounting policies **(Continued)**

1.15 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.16 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.17 Share-based payments

Share-based payment arrangements in which the entity receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the entity.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured based by a Black-Scholes option valuation model, which is considered by management to be the most appropriate method of valuation, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

Own shares held by ESOP trust

Transactions of the Group-sponsored ESOP trust are treated as being those of the Group and are therefore reflected in the Company and Group financial statements. In particular, the trust's purchases and sales of shares in the Company are debited and credited directly to equity.

1.18 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2 Turnover and other revenue

	2023	2022
	£	£
Turnover analysed by class of business		
All in discretionary management fees	4,724,131	4,273,556
All in advisory & family office fees	3,363,252	3,797,760
Real etstate fees	5,000	191,450
	8,092,383	8,262,766

2 Turnover and other revenue (Continued)

	2023	2022
	£	£
Turnover analysed by geographical market		
United Kingdom	8,092,383	7,574,006
Switzerland	-	688,760
	8,092,383	8,262,766

	2023	2022
	£	£
Other revenue		
Interest income	17,455	17,348

3 Operating (loss)/profit

	2023	2022
	£	£
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange losses/(gains)	3,490	(7,230)
Depreciation of owned tangible fixed assets	44,026	37,601
Target Operating Model Project	253,645	-
Profit on disposal of tangible fixed assets	(820)	(274)
Recruitment fees & restructure costs	108,100	267,813
Amortisation of intangible assets	125,337	130,986
Share-based payments	2,352	1,556
Operating lease charges	254,148	174,024

4 Auditor's remuneration

	2023	2022
Fees payable to the company's auditor and associates:	£	£
For audit services		
Audit of the financial statements of the group and company	22,500	24,800
For other services		
Audit-related assurance services	4,500	83,882
Taxation compliance services	-	12,000
All other non-audit services	6,900	-
	11,400	95,882

5 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group 2023 Number	2022 Number	Company 2023 Number	2022 Number
Directors	7	5	7	6
Client-facing	22	18	-	-
Client support	16	11	-	-
Investment & operational	21	16	-	3
Total	66	50	7	9

Their aggregate remuneration comprised:

	Group 2023 £	2022 £	Company 2023 £	2022 £
Wages and salaries	5,330,650	4,543,566	428,943	989,065
Social security costs	605,133	604,514	73,478	132,754
Pension costs	406,195	394,304	7,700	118,037
	6,341,978	5,542,384	510,121	1,239,856

6 Directors' remuneration

	2023 £	2022 £
Remuneration for qualifying services	484,143	410,109
Company pension contributions to defined contribution schemes	13,200	13,200
	497,343	423,309

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2022 - 1).

The number of directors who are entitled to receive shares under long term incentive schemes during the year was 2 (2022 - 2).

6 Directors' remuneration **(Continued)**

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2023	2022
	£	£
Remuneration for qualifying services	161,839	169,526
Company pension contributions to defined contribution schemes	13,200	-

7 Amounts written off investments

	2023	2022
	£	£
Proft on disposal of investments	891	-
Profit on disposal of subsidiary	-	1,485,576
	891	1,485,576

8 Taxation

	2023	2022
	£	£
Deferred tax		
Origination and reversal of timing differences	-	(540,793)
Changes in tax rates	-	(170,777)
Total deferred tax	-	(711,570)

The actual charge/(credit) for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2023	2022
	£	£
(Loss)/profit before taxation	(983,478)	1,593,498
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.50% (2022: 19.00%)	(191,778)	302,765
Tax effect of expenses that are not deductible in determining taxable profit	29,991	38,454
Tax effect of income not taxable in determining taxable profit	(3,028)	(281,335)
Gains not taxable	(174)	-
Change in unrecognised deferred tax assets	164,989	-
Overseas tax rate	-	(47,300)
Tax rate changes	-	(170,777)
Deferred tax not recognised	-	(553,377)
Taxation charge/(credit)	-	(711,570)

9 Intangible fixed assets

Group	Goodwill	Software	Licences	Website	Total
	£	£	£	£	£
Cost					
At 1 May 2022 and 30 April 2023	802,124	176,434	420,000	19,359	1,417,917
Amortisation and impairment					
At 1 May 2022	329,606	172,513	291,640	18,739	812,498
Amortisation charged for the year	42,027	2,687	80,185	438	125,337
At 30 April 2023	371,633	175,200	371,825	19,177	937,835
Carrying amount					
At 30 April 2023	430,491	1,234	48,175	182	480,082
At 30 April 2022	472,518	3,921	128,360	620	605,419

Company	Software	Website	Total
	£	£	£
Cost			
At 1 May 2022 and 30 April 2023	176,434	19,359	195,793
Amortisation and impairment			
At 1 May 2022	172,513	18,739	191,252
Amortisation charged for the year	2,687	438	3,125
At 30 April 2023	175,200	19,177	194,377
Carrying amount			
At 30 April 2023	1,234	182	1,416
At 30 April 2022	3,921	620	4,541

The goodwill balance arose on the acquisition of Artorius UK (Holdings) Limited, and its 100% subsidiary company Artorius Wealth Management Limited (formerly Alfred Simmons Investment Management Limited), on 7 April 2017. Artorius UK (Holdings) Limited was dissolved on 29 September 2020.

A review for impairment is completed annually and if required, a provision is made for any impairment. In assessing whether intangible assets are impaired, management considered the long term cash generative potential of the contracts underpinning the assets, and future cash flows expected to be derived and applied a suitable discount rate in order to calculate the present value. In the current year, following a review of the goodwill generated on consolidation, impairment of the carrying value was not deemed to be required.

10 Tangible fixed assets

Group	Office equipment	Fixtures and fittings	Computer hardware	Total
	£	£	£	£
Cost				
At 1 May 2022	14,601	187,315	166,114	368,030
Additions	536	4,043	44,448	49,027
At 30 April 2023	15,137	191,358	210,562	417,057
Depreciation and impairment				
At 1 May 2022	9,745	167,993	105,749	283,487
Depreciation charged in the year	1,704	6,834	35,488	44,026
At 30 April 2023	11,449	174,827	141,237	327,513
Carrying amount				
At 30 April 2023	3,688	16,531	69,325	89,544
At 30 April 2022	4,856	19,322	60,365	84,543

Company	Office equipment	Fixtures and fittings	Computer hardware	Total
	£	£	£	£
Cost				
At 1 May 2022	14,601	187,315	166,113	368,029
Additions	536	4,043	44,448	49,027
At 30 April 2023	15,137	191,358	210,561	417,056
Depreciation and impairment				
At 1 May 2022	9,745	167,993	105,749	283,487
Depreciation charged in the year	1,704	6,834	35,488	44,026
At 30 April 2023	11,449	174,827	141,237	327,513
Carrying amount				
At 30 April 2023	3,688	16,531	69,324	89,543
At 30 April 2022	4,856	19,322	60,364	84,542

11 Fixed asset investments

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Unlisted investments	25,000	25,000	25,000	25,000

11 Fixed asset investments (Continued)

Movements in fixed asset investments
Group

	Other unlisted Investments
	£
Cost or valuation	
At 1 May 2022 and 30 April 2023	25,000
Carrying amount	
At 30 April 2023	25,000
At 30 April 2022	25,000

Movements in fixed asset investments
Company

	Shares in subsidiaries	Other unlisted investments	Total
	£	£	£
Cost or valuation			
At 1 May 2022 and 30 April 2023	3	25,000	25,003
Impairment			
At 1 May 2022 and 30 April 2023	3	-	3
Carrying amount			
At 30 April 2023	-	25,000	25,000
At 30 April 2022	-	25,000	25,000

12 Subsidiaries

Details of the company's subsidiaries at 30 April 2023 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct	Indirect
Artorius Wealth (UK) Limited	2nd Floor, The Boardwalk, 21 Little Peter Street, Manchester, M15 4PS	Ordinary	100.00	-
Ensco 1183 Limited	As above	Ordinary	100.00	-
Artorius Wealth Investment Management Limited	As above	Ordinary	100.00	-
Boardwalk Alternative Capital Limited	As above	Ordinary A	-	100.00
Artorius Wealth Management Limited	As above	A Ordinary	-	100.00

13 Debtors

	Group 2023	2022 as restated	Company 2023	2022 as restated
Amounts falling due within one year:	£	£	£	£
Trade debtors	1,832,812	118,092	-	3,997
Corporation tax recoverable	-	-	-	41,216
Amounts owed by group undertakings	-	-	7,635,433	7,295,028
Other debtors	96,724	2,978	94,362	18,154
Prepayments and accrued income	1,079,066	2,454,933	269,884	357,263
	3,008,602	2,576,003	7,999,679	7,715,658
Deferred tax asset (note 15)	711,570	711,570	-	-
	3,720,172	3,287,573	7,999,679	7,715,658
Amounts falling due after more than one year:				
Other debtors	97,824	97,824	97,824	97,824
Total debtors	3,817,996	3,385,397	8,097,503	7,813,482

Group and Company other debtors have been restated in order to more accurately reflect the anticipated timing of the realisation of the underlying assets.

Group other debtors and deferred tax asset have been restated to present the deferred tax asset as a separate balance.

Company corporation tax recoverable comprises group relief recoverable of £nil (2022: £41,216).

Amounts owed by group undertakings are interest free, unsecured and deemed to be repayable on demand.

14 Creditors: amounts falling due within one year

	Group 2023	2022	Company 2023	2022
	£	£	£	£
Trade creditors	13,005	18,160	8,804	25,542
Amounts owed to group undertakings	-	-	80,000	-
Other taxation and social security	830,687	927	177,422	-
Other creditors	-	35,347	-	-
Accruals and deferred income	986,090	1,043,751	183,641	311,677
	1,829,782	1,098,185	449,867	337,219

Amounts owed to group undertakings are interest free, unsecured and deemed to be repayable on demand.

15 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

Group	Assets 2023 £	Assets 2022 £
Tax losses	711,570	711,570

The company has no deferred tax assets or liabilities.

There were no deferred tax movements in the year.

The deferred tax asset set out above is expected to reverse within 36 months and relates to the utilisation of tax losses against future expected profits of the same period.

As at the balance sheet date the group had losses of £6,010,834 (2022: £5,147,165). Based on expectations of future profitibality a deferred tax asset in respect of losses of £791,139 (2022: £575,221) has not been recognised.

16 Retirement benefit schemes

Defined contribution schemes	2023 £	2022 £
Charge to profit or loss in respect of defined contribution schemes	406,195	394,304

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

17 Share-based payment transactions

The Group provides an HMRC-approved EMI equity-settled share option scheme to staff. Options were granted to all employees, with vesting conditions relating both to the performance of the business and individuals' own performance. On vesting the options convert into B2 ordinary shares. The number and weighted average exercise price of share options are as follows:

17 Share-based payment transactions **(Continued)**

Group and company	Number of share options		Weighted average exercise price	
	2023	2022	2023	2022
	Number	Number	£	£
Outstanding at 1 May 2022	2,173	2,100	1.00	1.00
Granted	1,500	1,500	1.00	1.00
Forfeited	18	51	1.00	1.00
Exercised	(1,461)	(1,478)	1.61	1.00
Outstanding at 30 April 2023	2,230	2,173	-	-
Exercisable at 30 April 2023	1	1	1.61	1.00

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Expenses recognised in the year				
Arising from equity settled share based payment transactions	2,352	1,556	2,352	1,556

18 Share capital

Group and company	2023	2022	2023	2022
Ordinary share capital	Number	Number	£	£
Issued and fully paid				
A ordinary of £1 each	-	3,000	-	3,000
B2 ordinary of £1 each	11,201	9,701	11,201	9,701
B3 ordinary of £1 each	250	250	250	250
C ordinary of £1 each	18,296	16,796	18,296	16,796
Deferred of £1 each	1,562	1,562	1,562	1,562
	31,309	31,309	31,309	31,309

18 Share capital **(Continued)**

During the year 1,500 new B2 ordinary shares were issued at a consideration of £1 per share (2022: 1,500 B2 ordinary shares), 1,500 A ordinary shares were cancelled and extinguished (2022: no cancellations) and 1,500 A ordinary shares were redesignated as C ordinary shares (2022: no redesignations).

No class of share carries a right to fixed income. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

In the event of a return of capital as a result of a winding up following liquidation, or as a result of a redemption or purchase of own shares, any surplus assets of the Company remaining after the payment of its liabilities and available for distribution amongst the Members shall be distributed amongst the members as follows:

- first, in paying to the holders of C ordinary shares, the Issue Price in respect thereof;
- second, in paying to the holders of B ordinary shares the Issue Price in respect thereof; and
- as to the balance thereof, amongst the holders of the B ordinary shares and C ordinary shares pro rata and pari passu as if the same constituted one class of Share.

B ordinary shares and C ordinary shares shall confer upon the holders thereof one vote for every such share held.

If an Event of Default has occurred and the holders of not less than 50% in aggregate of the C Ordinary Shares notify the Company in writing that such event or circumstance has occurred, then the number of voting rights attaching to the C Ordinary Shares at any general meeting or on any written resolution shall be such number as is equal to 95% of the total voting rights attaching to all Shares in issue at the date of any such meeting or the date of circulation of any such resolution.

The aggregate voting rights attaching the shares of any individual Member C Ordinary Shares is capped at 29.99% of the total voting rights attaching to all shares then in issue at the date of any such meeting or circulation of any resolution. The balance of any enhanced voting rights otherwise attributable to that Member is distributed and allocated amongst the remaining C Ordinary Shares, pro rata.

Any Shares may be transferred with the prior written consent of the Board. For members holding B Ordinary shares, certain events can trigger a compulsory transfer, including:

- the death of that Member;
- an order being made for the bankruptcy of that Member or a petition being presented for such bankruptcy which petition is not withdrawn or dismissed within 10 Business Days of being presented;
- the Member convening a meeting of his creditors or circulating a proposal in relation to, or taking any other steps with a view to, making an arrangement or composition in satisfaction of his creditors generally;
- the Member being unable to pay his debts as they fall due (within the meaning of section 268 Insolvency Act 1968).

19 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2023	2022 as restated	Company 2023	2022 as restated
	£	£	£	£
Within one year	283,589	268,667	283,589	268,667
Between two and five years	522,910	748,188	522,910	748,188
	806,499	1,016,855	806,499	1,016,855

Comparative balances have been restated in order to more accurately present non-cancellable operating lease commitments.

20 Related party transactions

The Group has no related party transactions to report for the current year (2022: £nil). The Company has not detailed transactions with its wholly owned subsidiaries under the exemption available in FRS 102.33.1A.

21 Cash (absorbed by)/generated from group operations

	2023	2022
	£	£
(Loss)/profit for the year after tax	(983,478)	2,305,068
Adjustments for:		
Taxation charged/(credited)	-	(711,570)
Investment income	(17,455)	(17,348)
Non-operating income treated as investing activity	-	(9,936)
Amortisation and impairment of intangible assets	125,337	130,986
Depreciation and impairment of tangible fixed assets	44,026	37,601
Other gains and losses	(891)	(1,485,576)
Equity settled share based payment expense	2,352	1,556
Movements in working capital:		
Increase in debtors	(432,599)	(285,376)
Increase in creditors	731,597	549,744
Cash (absorbed by)/generated from operations	(531,111)	515,149

22 Analysis of changes in net funds - group

	1 May 2022	Cash flows	30 April 2023
	£	£	£
Cash at bank and in hand	3,884,901	(780,852)	3,104,049