# THIRD REPUBLIC LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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# **COMPANY INFORMATION**

**Directors** 

Mr M L Rocheron-Bird

Mr R R Vercesi

**Company number** 

09289232

**Registered office** 

2-4 Packhorse Road Gerrards Cross Buckinghamshire

SL9 7QE

**Auditor** 

Nunn Hayward LLP 2-4 Packhorse Road Gerrards Cross Buckinghamshire

SL9 7QE

**Business address** 

6th Floor Offices Longbow House 14-20 Chiswell Street

London England EC1Y 4TW

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## STRATEGIC REPORT

## FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present the strategic report for the year ended 31 December 2021.

#### Fair review of the business

2021 represented a positive turnaround with group turnover rising by 46.23% to £23,488,853 (2020 - £16,062,967). This resulted in a gross profit of £9,117,408 (2020 - £5,465,507), and profit before tax of £1,890,749 (2020 - £142,831). The business is in good shape and the results reflect a combination of the consultants becoming more productive, and due to the leadership team executing the strategy.

The directors are pleased with the 2021 performance of the group and the business is continuing to perform well into 2022.

The business's strategy and focus of investing more into the US and European markets is paying off well given the high demand for skills in the Salesforce and Software Engineering ecosystems. The company enjoyed strong contractor growth and saw good increases in permanent revenue across both businesses. The business is in the process of investing in its operational infrastructure to ensure we can continue to scale over the next 3-5 years.

There were no business acquisitions or disposals during the period.

#### Principal risks and uncertainties

The risks affecting the company are closely monitored by the directors on a regular basis and explained in more detail in the Directors' Report.

#### **Key performance indicators**

The directors are satisfied with the level of turnover in the year given the impact of the pandemic on the wider economy. Gross margins were up from 34.0% to 38.82%. Gross margins are largely dictated by the market and the mix of services sold. There is an expectation that increased productivity of sales staff will contribute to increased profitability in future periods. Profit before tax has increased on last year and, it is expected that profitability will continue to rise in future.

The company monitors business financial performance according to the below KPIs, focussed on growing profitability with increased volumes and improved margins. The performance for the year together with comparative data is shown below:

	2021	2020
	£	£
Revenue	23,488,853	16,062,967
Gross profit	9,117,408	5,465,507
Profit before tax	1,890,749	142,831
Average head count	80	76

On behalf of the board

Mr R R Vercesi

2 August 2022

#### **DIRECTORS' REPORT**

## FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their annual report and financial statements for the year ended 31 December 2021.

#### **Principal activities**

The principal activity of the company and group continued to be that of the provision of contract and permanent staff, recruitment and related services to the IT and Advanced Technologies sectors.

#### Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. 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:

Mr M L Rocheron-Bird Mr R R Vercesi

#### **Financial instruments**

#### Economic uncertainty

Despite the issues in the worldwide economy, the market conditions remain very strong for businesses in our sector and space. Demand continues to increase for technology skills, outstripping supply and protecting the business from major economic downturns.

## Liquidity risk

The group has access to invoice financing facilities that fund most of the contractor costs, and there is sufficient headroom in the rolling cash flow forecasts to cover continued trading for at least 2 years from this balance sheet date.

#### Interest rate risk

The company's principal liabilities are trade creditors and amounts owed between the group companies. These balances do not incur interest and therefore it is deemed that there is no interest rate risk attached. The group does not use derivative financial instruments.

#### Credit risk

The group's credit risk is primarily attributable to its trade debtors, the majority of which are insured via the group's invoice finance provider. This risk is further managed through careful monitoring of credit limits and dedicated credit control staff.

#### Recruitment and growth

The group's success relies on recruiting quality sales staff and maintaining their ongoing performance. The risk of underperformance is mitigated by steps to improve internal recruitment, sales training and leadership development with the purpose of improving performance and the retention of high performing staff.

# Post reporting date events

Information relating to events since the end of the year is given in the notes to the financial statements.

## **Future developments**

The Third Republic group remains financially secure and well placed to grow over the next year. The US business is performing extremely well, and the business is continuing to invest in this region - the margins are higher and market is less competitive than the UK.

## **DIRECTORS' REPORT (CONTINUED)**

## FOR THE YEAR ENDED 31 DECEMBER 2021

#### Auditor

Nunn Hayward LLP will be proposed for re-appointment in accordance with section 487(2) 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 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.

#### Going concern

The financial statements have been prepared on a going concern basis. After making enquiries, including consideration of the current and forecast cash flows, the directors have a reasonable expectation that the company and group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

On behalf of the board

Mr R R Vercesi

2 August 2022

## **INDEPENDENT AUDITOR'S REPORT**

#### TO THE MEMBERS OF THIRD REPUBLIC LIMITED

#### Opinion

We have audited the financial statements of Third Republic Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 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 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 31 December 2021 and of the group's profit for the year then ended;
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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.

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

#### TO THE MEMBERS OF THIRD REPUBLIC LIMITED

## 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.

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

- We obtained an understanding of the legal and regulatory framework that are applicable to the company, group and business, and determined that the most significant are those that relate to the reporting framework (Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006), the relevant tax compliance regulations in the UK and the EU General Data Protection Regulations (GDPR).
- We understood how the group was complying with those frameworks by making enquiries of local management and designed audit procedures to identify non-compliance with laws and regulations including making enquires of those charged with governance at group level; testing journal entries, with a focus on manual, large or unusual transactions.
- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur, by meeting with management and making enquiries of those charged with governance. We also considered performance targets and the likelihood of these to influence management to misstate revenue and reported profits.
- We considered the controls established to address the risks identified, to prevent, deter or detect fraud, and how management and those charged with governance monitor those controls.
- 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.

# **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

## TO THE MEMBERS OF THIRD REPUBLIC LIMITED

## Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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.

Num Hayword LLP
Daniel Palmer FCA (Senior Statutory Auditor)
For and on behalf of Nunn Hayward LLP

Chartered Accountants Statutory Auditor Date: 10 August 2022

2-4 Packhorse Road Gerrards Cross Buckinghamshire SL9 7QE

# **GROUP STATEMENT OF COMPREHENSIVE INCOME**

# FOR THE YEAR ENDED 31 DECEMBER 2021

	Year ended 31 December	Period ended 31 December
Notes	2021 £	2020 £
3	23,488,853	16,062,967
	(14,371,445)	(10,597,460)
	9,117,408	5,465,507
	(7,444,515)	(5,735,785)
	248,364	414,146
4	1,921,257	143,868
8	(30,508)	(1,037)
	1,890,749	142,831
9	(565,509)	(18,409)
	1,325,240	124,422
	(3,754)	7,752
	1,321,486	132,174
	3 4 8	ended 31 December 2021 Notes £  3

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.

# **GROUP BALANCE SHEET**

# AS AT 31 DECEMBER 2021

		202	1	202	0
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		61,959		-
Tangible assets	11		67,520		39,110
			129,479		39,110
Current assets					
Debtors	13	6,823,926		3,550,750	
Cash at bank and in hand		2,023,385		1,760,518	
		8,847,311		5,311,268	
Creditors: amounts falling due within one year	14	(6,741,233)		(4,326,307)	
Net current assets			2,106,078		984,961
Total assets less current liabilities			2,235,557		1,024,071
Creditors: amounts falling due after more than					
one year	15		(375,833)		(485,833)
Provisions for liabilities		·			
Deferred tax liability	17	5,754		5,754	
			(5,754) ———		(5,754)
Net assets			1,853,970		532,484
Capital and reserves					
Called up share capital	19		6,237		6,237
Share premium account			457,702		457,702
Other reserves			5,110		8,864
Profit and loss reserves			1,384,921		59,681
Total equity			1,853,970		532,484

The financial statements were approved by the board of directors and authorised for issue on 2 August 2022 and are signed on its behalf by:

Mr R R Vercesi

# **COMPANY BALANCE SHEET**

# AS AT 31 DECEMBER 2021

		202	1	2020	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		61,959		
Tangible assets	11		47,489		31,720
			109,448		31,720
Current assets					
Debtors	13	3,783,928		2,729,666	
Cash at bank and in hand		424,933		990,572	
		4,208,861		3,720,238	
Creditors: amounts falling due within one year	14	(3,206,078)		(2,792,469)	
, , , , , , , , , , , , , , , , , , , ,					
Net current assets			1,002,783		927,769
Total assets less current liabilities			1,112,231		959,489
Creditors: amounts falling due after more than					
one year	15		(375,833)		(485,833
Provisions for liabilities					
Deferred tax liability	17	5,754		5,754	
			(5,754)	<del></del>	(5,754
Net assets			730,644		467,902
Control and account					
Capital and reserves Called up share capital	19		6,237		6,237
Share premium account	13		6,237 457,702		6,237 457,702
Profit and loss reserves			266,705		3,963
. Tone and 1033 reserves					
Total equity			730,644		467,902

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £262,742 (2020 - £46,605 loss).

The financial statements were approved by the board of directors and authorised for issue on 2 August 2022 and are signed on its behalf by:

Mr R R Vercesi

Company Registration No. 09289232

# **GROUP STATEMENT OF CHANGES IN EQUITY**

•					
	Share capital	Share premium account	Other Pr reserves	rofit and loss reserves	Total
	£	£	£	£	£
Balance at 27 December 2019	6,237	457,702	1,112	(64,741)	400,310
Period ended 31 December 2020:					
Profit for the period	-	-	-	124,422	124,422
Other comprehensive income:					
Currency translation differences	-	-		7,752	7,752
Total comprehensive income for the period	<del>-</del>			132,174	132,174
Transfers	-	-	7,752	(7,752)	-
Balance at 31 December 2020	6,237	457,702	8,864	59,681	532,484
Year ended 31 December 2021:					
Profit for the year	-	-	-	1,325,240	1,325,240
Other comprehensive income:					
Currency translation differences	-	_	-	(3,754)	(3,754)
Total comprehensive income for the year	-	-	-	1,321,486	1,321,486
Transfers	-	-	(3,754)	3,754	-
Balance at 31 December 2021	6,237	457,702	5,110	1,384,921	1,853,970
	<del></del>			<del></del>	<del></del>

# **COMPANY STATEMENT OF CHANGES IN EQUITY**

	Share capital	Share Pr	ofit and loss	Total
		premium account	reserves	
	£	£	£	£
Balance at 27 December 2019	6,237	457,702	50,568	514,507
Period ended 31 December 2020:				
Loss and total comprehensive income for the period	-	-	(46,605)	(46,605)
Balance at 31 December 2020	6,237	457,702	3,963	467,902
Year ended 31 December 2021:			<del></del>	<del></del>
Profit and total comprehensive income for the year	-	-	262,742	262,742
Balance at 31 December 2021	6,237	457,702	266,705	730,644
	<del></del>	<del></del>		

# **GROUP STATEMENT OF CASH FLOWS**

		202	1	202	0
	Notes	£	£	£	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	22		(780,436)		1,717,068
Interest paid			(30,508)		(1,037)
Income taxes paid		•	(72,161)		(29,989)
Net cash (outflow)/inflow from operating activit	ies		(883,105)		1,686,042
Investing activities					
Purchase of intangible assets		(74,351)		-	
Purchase of tangible fixed assets		(89,416)		(21,585)	
Receipts arising from loans made		(19,423)		(818)	
Net cash used in investing activities			(183,190)		(22,403)
Financing activities					
Repayment of borrowings		(110,000)		(937,027)	
Proceeds of new bank loans		1,442,916		550,000	
Net cash generated from/(used in) financing					
activities			1,332,916		(387,027)
Net increase in cash and cash equivalents			266,621		1,276,612
Cash and cash equivalents at beginning of year			1,760,518		476,154
Effect of foreign exchange rates			(3,754)		7,752
Cash and cash equivalents at end of year			2,023,385		1,760,518
•					

## **NOTES TO THE GROUP FINANCIAL STATEMENTS**

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies

#### Company information

Third Republic Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 2-4 Packhorse Road, Gerrards Cross, Buckinghamshire, SL9 7QE.

The group consists of Third Republic Limited and all of its subsidiaries.

## 1.1 Reporting period

In 2020, the company made a decision to extend their reporting period end from 26 December 2020 to 31 December 2020 to align with the calendar year. The comparative amounts presented in the financial statements are still comparable as the impact of the extended five days is immaterial.

#### 1.2 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, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

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.

## 1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Third Republic Limited together with all entities controlled by the parent company and its subsidiary.

All financial statements are made up to 31 December 2021. 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.

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies (Continued)

#### 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.

#### 1.5 Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover represents the fair value of revenue receivable from the placement of permanent and contractor staff excluding value added tax and rebates.

Turnover on the recruitment of permanent placements is recognised when a candidate has accepted the job offer and resigned from their current job. A provision is made against the possibility of the cancellation of these placements prior to or shortly after the commencement of employment.

Turnover on contractor placements is recognised over the period the contractor is provided and represents the amount billed for the services including the remuneration costs of the worker.

Where revenue has been earned but is un-billed at the balance sheet date, it is accrued and included within accrued income.

## 1.6 Intangible fixed assets other than goodwill

Intangible assets comprising of computer software are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

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 33% on cost

#### 1.7 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:

Leasehold land and buildingsOver lease termPlant and equipment20% on costComputers33% on cost

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.

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies (Continued)

#### 1.8 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 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.

#### 1.9 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). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

## 1.10 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.

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies (Continued)

#### 1.11 Financial instruments

(continued)

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.

#### 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.

#### Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies, 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.

## 1.12 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.

#### 1.13 Taxation

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

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies (Continued)

#### **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.

#### 1.14 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.

#### 1.15 Retirement benefits

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

#### 1.16 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.

#### 1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

# 1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2021

## 1 Accounting policies (Continued)

#### 1.19 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount is recognised over the vesting period based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve market conditions.

The fair value of the award also takes account of no-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties.

#### 1.20 Related parties disclosures

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

## 2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Significant areas of estimation and judgement in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is in respect of commissions payable which is estimated by management based on experience and history of past payments.

#### 3 Turnover and other revenue

	2021	2020
	£	£
Turnover analysed by geographical market		
United Kingdom	8,395,025	7,750,285
Europe	4,040,495	2,265,207
North America	11,053,333	6,047,475
		· · · · · ·
	23,488,853	16,062,967
	2021	2020
	£	£
Other revenue		
Grants received	239,175	414,146

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31 DECEMBER 2021

4	Operating profit		
		2021	2020
		£	£
	Operating profit for the year is stated after charging/(crediting):		
	Exchange losses	58,100	16,917
	Government grants	(239,175)	(414,146)
	Depreciation of owned tangible fixed assets	61,006	25,293
	Loss on disposal of investment property	193,279	-
	Amortisation of intangible assets	12,392	-
	Operating lease charges	220,914	424,413
5	Auditor's remuneration		
		2021	2020
	Fees payable to the company's auditor and associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	15,000	15,000

# 6 Employees

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

	Group		Company	
	2021	2020	2021	2020
	Number	Number	Number	Number
Recruitment	64	65	41	42
Management and administration	16	11	15	11
Total	80	76	56	53
			<del></del>	
Their aggregate remuneration comprised:				
,	Group		Company	
	2021	2020	2021	2020
	£	. <b>£</b>	£	£
Wages and salaries	5,141,388	3,952,088	2,357,894	2,417,382
Social security costs	427,560	433,584	245,949	261,860
Pension costs	37,847	37,364	37,847	37,364
	5,606,795	4,423,036	2,641,690	2,716,606
			=======================================	

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

7	Directors' remuneration		
		2021	2020
		£	£
	Remuneration for qualifying services	192,458	169,397 ———
	The number of directors for whom retirement benefits are accruing under defin (2020 - 2).	ned contribution schemes an	nounted to 2
8	Interest payable and similar expenses		
		2021	2020
		£	£
	Other interest on financial liabilities	30,508 	1,037
9	Taxation	2021	2020
	Current tax	£	£
	UK corporation tax on profits for the current period	120,335	29,349
	Foreign current tax on profits for the current period	411,840	22,394
	Total current tax	532,175	51,743
	Deferred tax		
	Origination and reversal of timing differences	33,334	(33,334)
	Total tax charge	565,509	18,409
			====

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

## FOR THE YEAR ENDED 31 DECEMBER 2021

## 9 Taxation (Continued)

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

	2021	2020
	£	£
Profit before taxation	1,890,749	142,831
Tronc before taxation	=======================================	=====
Expected tax charge based on the standard rate of corporation tax in the UK of		
19.00% (2020: 19.00%)	359,242	27,138
Tax effect of expenses that are not deductible in determining taxable profit	42,395	37,267
Permanent capital allowances in excess of depreciation	(11,531)	-
Depreciation on assets not qualifying for tax allowances	10,353	1,694
Foreign taxes	131,716	(14,356)
Deferred tax	33,334	(33,334)
Taxation charge	565,509	18,409
Taxation charge	======	======

# Factors that may affect future tax charges

It was announced that the standard rate of corporation tax will increase from 19% to 25% from 1 April 2023 on profits in excess of £250,000. A small profits rate of 19% will apply to profits of £50,000 or less. Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate. For the purposes of deferred tax, there is no change to the rate before the Balance Sheet date as the future deferred tax balance is dependent on future changes in fair values of assets and liabilities and therefore it is not possible to estimate any future reversals at this stage.

## 10 Intangible fixed assets

Group	Software
	£
Cost	
At 1 January 2021	-
Additions	74,351
At 31 December 2021	74,351
Amortisation and impairment	
At 1 January 2021	-
Amortisation charged for the year	12,392
At 31 December 2021	12,392

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

10	Intangible fixed assets	(Continued)
	Carrying amount	
	At 31 December 2021	61,959
	At 31 December 2020	<u>-</u>
	Company	Software
		£
	Cost	
	At 1 January 2021	-
	Additions	74,351
	At 31 December 2021	74,351
	Amortisation and impairment	
	At 1 January 2021	<u>-</u>
	Amortisation charged for the year	12,392
	At 31 December 2021	12,392
		<del></del>
	Carrying amount	
	At 31 December 2021	61,959
	At 31 December 2020	<del></del>
	AL DE DECEMBER AVEV	<del></del>

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

Group	Leasehold land and buildings	Plant and equipment	Computers	Total
	£	£	£	£
Cost				
At 1 January 2021	31,945	28,801	94,306	155,052
Additions	39,522	22,038	27,856	89,416
At 31 December 2021	71,467	50,839	122,162	244,468
Depreciation and impairment				
At 1 January 2021	31,945	16,840	67,157	115,942
Depreciation charged in the year	39,011	6,237	15,758	61,006
At 31 December 2021	70,956	23,077	82,915	176,948
Carrying amount				
At 31 December 2021	511	27,762	39,247	67,520
At 31 December 2020	-	11,961	27,149	39,110
	<del></del>	<del></del>		
Company	Leasehold land and buildings	Plant and equipment	Computers	Total
_	£	£	£	£
Cost				
At 1 January 2021	31,945	28,801	83,529	144,275
Additions	37,818 ————	18,769 	13,671	70,258
At 31 December 2021	69,763	47,570	97,200	214,533
Depreciation and impairment				
	31,945	16,840	63,770	112,555
At 1 January 2021	/-			,
At 1 January 2021 Depreciation charged in the year	37,818	5,930	10,741	54,489
•		5,930  22,770	74,511	
Depreciation charged in the year	37,818		<del></del>	54,489
Depreciation charged in the year  At 31 December 2021	37,818		<del></del>	54,489

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31 DECEMBER 2021

# 12 Subsidiaries

Details of the company's subsidiaries at 31 December 2021 are as follows:

		shares held	Direct
Third Republic Inc	USA	Common stock	100.00

On incorporation, Third Republic Inc. issued 200 Common Stock of no par value, representing 100% of the authorised share capital, to the company at no cost. The registered office is 1178 Broadway, 2nd Floor, New York, NY 10001, USA.

## 13 Debtors

		Group		Company	
		2021	2020	2021	2020
Amounts falling due within one	year:	£	£	£	£
Trade debtors		3,864,343	1,711,472	1,728,417	1,036,089
Amounts owed by group undert	akings	-	-	477,168	574,874
Other debtors		157,427	107,363	100,807	68,349
Prepayments and accrued incom	ne	2,802,156	1,698,581	1,477,536	1,017,020
		6,823,926	3,517,416	3,783,928	2,696,332
Amounts falling due after more	than one year:				
Deferred tax asset (note 17)		-	33,334	<del>-</del>	33,334
Total debtors		6,823,926	3,550,750	3,783,928	2,729,666
Creditors: amounts falling due v	within one year				
Creditors: amounts falling due v	vithin one year	Group		Company	
Creditors: amounts falling due v	within one year	Group 2021	2020	Company 2021	2020
Creditors: amounts falling due v	vithín one year Notes	="	2020 £		2020 £
Creditors: amounts falling due v	·	2021		2021	
	Notes	2021 £	£	2021 £	£
Bank loans	Notes	2021 £ 110,000	£ 64,167	2021 £ 110,000	<b>£</b> 64,167
Bank loans Other borrowings	Notes	2021 £ 110,000 2,646,745	£ 64,167 1,249,662	2021 £ 110,000 1,233,281	<b>£</b> 64,167 822,163
Bank loans Other borrowings Trade creditors	Notes 16 16	2021 £ 110,000 2,646,745 167,186	£ 64,167 1,249,662 322,619	2021 £ 110,000 1,233,281 78,627	<b>£</b> 64,167 822,163 94,485
Bank loans Other borrowings Trade creditors Corporation tax payable	Notes 16 16	2021 £ 110,000 2,646,745 167,186 506,941	£ 64,167 1,249,662 322,619 46,927	2021 £ 110,000 1,233,281 78,627 116,838	64,167 822,163 94,485 50,435
Bank loans Other borrowings Trade creditors Corporation tax payable Other taxation and social securit	Notes 16 16	2021 £ 110,000 2,646,745 167,186 506,941 193,606	£ 64,167 1,249,662 322,619 46,927 205,729	2021 £ 110,000 1,233,281 78,627 116,838 193,606	64,167 822,163 94,485 50,435 205,729
Bank loans Other borrowings Trade creditors Corporation tax payable Other taxation and social securit Other creditors	Notes 16 16	2021 £ 110,000 2,646,745 167,186 506,941 193,606 380,727	64,167 1,249,662 322,619 46,927 205,729 450,949	2021 £ 110,000 1,233,281 78,627 116,838 193,606 101,854	64,167 822,163 94,485 50,435 205,729 200,791

Other borrowings relates to amounts due on invoice discounting. Invoice discounting in the amount of £2,646,745 (2020 - £1,249,662) is secured by way of fixed and floating charges over the group's property and assets.

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

## FOR THE YEAR ENDED 31 DECEMBER 2021

15	Creditors: amounts falling due after m	ore than one yea	ar			
			Group 2021	2020	Company 2021	2020
		Notes	2021 £	2020 £	2021 £	2020 £
		Motes	r.	Ľ	r.	Ľ
	Bank loans and overdrafts	16	375,833	485,833	375,833 ———	485,833 ————
	Amounts included above which fall due	after five years	are as follows:			
	Payable by instalments		-	45,833	-	45,833
16	Loans and overdrafts					
			Group		Company	
			2021	2020	2021	2020
			£	£	£	£
	Bank loans		485,833	550,000	485,833	550,000
	Other loans		2,646,745	1,249,662	1,233,281	822,163
			3,132,578	1,799,662	1,719,114	1,372,163
	Payable within one year		2,756,745	1,313,829	1,343,281	886,330
	Payable after one year		375,833	485,833	375,833	485,833

The bank loan is a loan provided under the Coronavirus Business Interruption Loan Scheme and is partially guaranteed by the UK Government.

The loan is for a term of 6 years with capital being repaid from month 13. Interest is charged at a fixed rate of 3.33% commencing 12 months after drawdown.

# 17 Deferred taxation

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

Group	Liabilities 2021 £	Liabilities 2020 £	Assets 2021 £	Assets 2020 £
Accelerated capital allowances	7,374	7,374	-	-
Retirement benefit obligations Tax deductible expenses	(1,620)	(1,620) -	-	33,334
	5,754	5,754	_	33,334

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31 DECEMBER 2021

17	Deferred taxation				(Continued)
	Company	Liabilities 2021 £	Liabilities 2020 £	Assets 2021 £	Assets 2020 £
	Accelerated capital allowances	7,374	7,374	_	_
	Retirement benefit obligations	(1,620)	(1,620)	-	
	Tax deductible expenses	-	-	-	33,334
		5,754	5,754	-	33,334
				Group	Company
	Movements in the year:			2021 £	2021 £
	Asset at 1 January 2021			(27,580)	(27,580)
	Charge to profit or loss			33,334	33,334
	Liability at 31 December 2021		=	5,754	5,754
18	Retirement benefit schemes				
10	Retirement benefit scremes			2021	2020
	Defined contribution schemes			£	£
	Charge to profit or loss in respect of defined of	contribution schemes		37,847	37,364

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. Pension contributions payable at the balance sheet date and included in other creditors amounted to £6,650 (2020 - £6,975).

## 19 Share capital

2021	2020	2021	2020
Number	Number	£	£
(000's)	(000's)		
7,978,800	7,978,800	798	798
4,730,600	4,730,600	473	473
4,530,600	4,530,600	453	453
1,313,874,000	1,313,874,000	1,314	1,314
2,239,198,700	2,239,198,700	2,239	2,239
960,287,200	960,287,200	960	960
4,530,599,900 —————	4,530,599,900	6,237	6,237
	(000's) 7,978,800 4,730,600 4,530,600 1,313,874,000 2,239,198,700 960,287,200	Number         Number           (000's)         (000's)           7,978,800         7,978,800           4,730,600         4,730,600           4,530,600         4,530,600           1,313,874,000         1,313,874,000           2,239,198,700         2,239,198,700           960,287,200         960,287,200	Number         Number         £           (000's)         (000's)         7,978,800         798           4,730,600         4,730,600         473           4,530,600         4,530,600         453           1,313,874,000         1,313,874,000         1,314           2,239,198,700         2,239,198,700         2,239           960,287,200         960,287,200         960

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31 DECEMBER 2021

19	Share capital	(Continu	ued)
10	Jilai C Capitai	(COII)	ucu,

All classes of shares have equal voting rights and rank pari passu for dividends and on winding up.

## 20 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		Company	
	2021	2020	2021	2020
	£	£	£	£
Within one year	33,333	51,944	-	4,253
	33,333	51,944	-	4,253

## 21 Events after the reporting date

Total interim dividends of £494,641 were declared on 31 July 22.

There were no other significant events after the balance sheet date.

# 22 Cash (absorbed by)/generated from group operations

	2021	2020
	£	£
Profit for the year after tax	1,325,240	124,422
Adjustments for:		
Taxation charged	565,509	18,40 <del>9</del>
Finance costs	30,508	1,037
Amortisation and impairment of intangible assets	12,392	-
Depreciation and impairment of tangible fixed assets	61,006	25,293
Movements in working capital:		
(Increase)/decrease in debtors	(3,287,087)	1,203,482
Increase in creditors	511,996	344,425
	<del> </del>	
Cash (absorbed by)/generated from operations	(780,436)	1,717,068
	<del></del>	

# NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

23	Analysis of changes in net debt - group	1 January 2021	Cash flows	Exchange rate movements	31 December 2021
		£	£	£	£
	Cash at bank and in hand	1,760,518	266,621	(3,754)	2,023,385
	Borrowings excluding overdrafts	(1,799,662)	(1,332,916)	-	(3,132,578)
			<del></del>		<del></del>
		(39,144)	(1,066,295)	(3,754)	(1,109,193)