

Company Registration No. 09332651

Columbo Topco Limited

Annual Report and Financial Statements

For the year ended 31 December 2020



Columbo Topco Limited

Annual report and financial statements For the year ended 31 December 2020

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Columbo Topco Limited

Annual report and financial statements For the year ended 31 December 2020

Officers and professional advisers

Directors

A Palmer (appointed 15th May 2020)
S Shah (appointed 15th May 2020)
R G Weekes (resigned 9th March 2021)
D Metzger (appointed 9th March 2021)

Registered Office

ACA Compliance Group
130 Jermyn Street
London
United Kingdom
SW1Y 4UR

Bankers

Lloyds Bank plc
25 Gresham Street
London
EC2V 7HN

Auditor

RSM UK Audit LLP
25 Farringdon Street
London
EC4A 4AB

Columbo Topco Limited

Directors' report

The directors present their annual report and the audited financial statements for the Company and its subsidiaries (together the 'Group') for the year ended 31 December 2020.

Principal activities

The principal activity of the Group for the year under review continued to be the provision of regulatory compliance services to wholesale clients in the finance sector. The parent company acts as a holding company.

Employees

Details of the number of employees and related costs can be found in note 3 to the financial statements.

Results and dividend

The Group's total profit and other comprehensive income for the Group's continued operations for the year ended 31 December 2020 amounted to £253,799 (December 2019: Loss of £13,115,902). This excludes the disposal of the Financial Regulatory & Reporting and Tax business and Hong Kong based regulatory compliance business amounting to a Group profit with other comprehensive income on discontinued operations of £366,157 (December 2019: Profit of £28,976,128). The inclusion of ACA Compliance (Europe) Limited and ACA Performance Limited in the consolidated financials for 2020 contributed towards the profitable outcome for the year. The profit for the Company for the year after taxation amounted to £51,909 (December 2019: Profit of £2,143,181). The directors do not propose the payment of a dividend for the year (2019: £nil).

The Group profit and loss account shows an operating loss for the year. This is after depreciation of fixed assets and amortisation of goodwill. The earnings before interest, tax, depreciation, and amortisation ('EBITDA') are profitable, and the Group generated a net cash inflow as can be seen in the cash flow statement. The directors expect the Group's EBITDA to remain profitable for the foreseeable future.

Financial risk management objectives and policies

The Group's activities expose it to a number of financial risks.

Cash flow risk

The Group has comfortable and stable levels of cash reserves and the business generates sufficient cash flow to meet future operating requirements.

Credit risk

The Group's principal financial assets are cash balances plus trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables.

The Group defines strict customer credit levels, and these have proved to be effective during the year. Although these are working well, there is still a small risk from historical bad debts. However, the Group is of sufficient financial standing to be able to continue to operate should some debts become uncollectible. The Group has good ongoing levels of activity where invoices are paid within 30 days.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Market risk

There are current uncertainties in the global economy related to the COVID-19 outbreak that emerged since early 2020, which has led to increased market volatility. The directors have considered the uncertainties and impact on the business in the going concern accounting policy.

Columbo Topco Limited

Directors' report (continued)

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group has access to funds from the ACA Group. It has not been necessary to use these facilities at any point during the year.

Directors' and Officers' liability insurance

The wider ACA Group maintains a directors' and officers' liability insurance policy that provides coverage for directors and officers of the Group against losses incurred as a result of any claim made against them for any wrongful act in their capacity as a director or officer of a Group Company, subject to the terms of such policy.

Political contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year (December 2019: £nil).

Directors

The directors who served throughout the year and to the date of this report, except as noted, are set out below:

A Palmer (appointed 15th May 2020)
S Shah (appointed 15th May 2020)
R G Weekes (resigned 9th March 2021)
D Metzger (appointed 9th March 2021)

Statement as to disclosure of information to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as we are aware, there is no relevant audit information of which the Group's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Auditor

RSM UK Audit LLP have indicated their willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the following Annual General Meeting.

Approved by the directors and signed on its behalf by:



A Palmer
Director
28 September 2021

Columbo Topco Limited

Group Strategic report

Business review

The Group has undergone a reorganisation which has resulted in the following Group reconstruction:

- the Financial Regulatory & Reporting and Tax business, was disposed of in March 2020
- the regulatory compliance business based in Hong Kong, was disposed of in May 2020
- The ACA Compliance (Europe) and ACA Performance (Europe) entities, which were owned by a parent entity, were merged into this Group in December 2020.

Group Reconstruction

On 31 December 2020, the Group incorporated 100% of ACA Compliance (Europe) Limited and ACA Performance (Europe) Limited using the merger accounting method as the transfer met the criteria set out in FRS 102:

- the ultimate equity holders remain the same and the rights of each equity holder relative to the others, are unchanged; and
- no non-controlling interest in the net assets of the Group is altered by the transfer.

In accordance with FRS 102 merger accounting, both company's full year activity was included in the Group's financials. The comparative financials and accompanying notes have been restated to include the merged companies for comparative purposes

Revenue for the Group increased accordingly due to the inclusion of the ACA Compliance and ACA Performance Europe entities.

The growth in the Mirabella business was principally driven by an increase in the number of clients in both the advisory and investment management space, as a result of a continued focus on the provision of regulatory hosting in both the UK and in Malta.

The combined Group now holds all the wider ACA group UK based businesses and is therefore better placed to serve the UK market in its core business of governance, risk, compliance technology and advisory services.

The business continues to grow organically and although no other acquisitions were made during the year, it continues to be a key part of the business's overall growth strategy.

The directors have committed to monitoring Revenue and EBITDA across all levels of the Group as a KPI measurement.

Principal risks and uncertainties

The Group is primarily funded through its operational activities, however, should it be required, additional funding can be obtained from the Group's immediate parent company, ACA Corporate Holdings, Inc.

The directors do not consider credit risk exposure to be significant to the business due to having long-term existing relationships with many customers and monitoring levels of debtors on a regular basis. The major risks for the Group include long-term economic recession as a result of political risks in the European markets. This is mitigated by ensuring depth and breadth amongst the customer base and by maintaining good communication and relationships with key customers.

Loss of key personnel is managed by teams closely working together, good communication and appropriate remuneration.

The directors expect the general level of activity to increase in the next 12 months.

Columbo Topco Limited

Group Strategic report

Narrative reporting

In line with Section 172(1) of the Companies Act 2006, the directors of the Group must act in a way which they consider, in good faith, would most likely promote the success of the Group for the benefit of its members, and in doing so must have regard to a number of other key matters. The directors consider the potential conflicting interest between different stakeholders and their duty to act in such a way to promote the long-term success of the Group as a whole. Section 172 requires the directors to consider the following:

- Likely long-term consequences of decisions (s.172(1)(a))
- Maintaining a reputation for high standards of business conduct (s.172(1))
- Acting fairly between members of the company (s.172(1)(f)) (to note there is only one class of members)
- Having regard to specific stakeholder groups (s.172(1)(b) to s.172(1)(d))

The way the directors work to promote the long-term success of the company whilst mindful of their Section 172 responsibilities is set out in this report.

The Group has a long-standing and highly regarded reputation in its markets, proactively cultivating strong relationships with clients and services providers alike. This high standard is evident in the substantial amount of repeat business secured, and is maintained through the provision of high quality, uninterrupted and efficient service to all.

The Group also deals fairly with suppliers and its clients. These parties are important to the success of the business, and there are valued longstanding relationships with many of them. This is supported by the experienced professional workforce with whom there is a good record of retention due to the quality of the working conditions and employment terms. The Group seeks to have a favourable impact on the community and the environment and desires to maintain its reputation for high standards of business conduct.



A Palmer
Director
28 September 2021

Columbo Topco Limited

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 the Company and of the profit or loss of the Group and the Company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the 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 the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Columbo Topco Limited

Independent auditor's report to the members of Columbo Topco Limited

Opinion

We have audited the financial statements of Columbo Topco Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020 which comprise consolidated statements of comprehensive income, consolidated and company statements of financial position, consolidated statements of changes in equity, company statements of changes in equity, consolidated statements of cashflows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2020 and of the group's profit for the year ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Columbo Topco Limited

Independent auditor's report to the members of Columbo Topco Limited (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

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

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

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

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

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;

Columbo Topco Limited

Independent auditor's report to the members of Columbo Topco Limited (continued)

- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

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

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to FCA compliance. We performed audit procedures to inquire of management and those charged with governance whether the group's regulated companies are in compliance with these laws and regulations and inspected correspondence with the FCA.

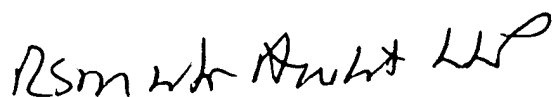
The group audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments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

Audit procedures performed for revenue recognition included but were not limited to performing controls testing the existence and valuation of revenue, considering the treatment of revenue in the correct reporting period and testing manually the completeness of revenue in the accounting system.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



David Fenton (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

Date: 28/9/2021

Columbo Topco Limited

Group profit and loss account and other comprehensive income For the year ended 31 December 2020

	Notes	Year ended 31 December 2020	Year ended 31 December 2020	Year ended 31 December 2020	Year ended 31 December 2019	Year ended 31 December 2019	Year ended 31 December 2019
		Continued Operations £	Discontinued Operation £	Total £	Continued Operations £	Discontinued Operation £	Total £
Turnover	2	21,057,944	1,236,501	22,294,445	24,245,314	1,342,039	25,587,353
Administrative expenses		(20,649,007)	(1,685,780)	(22,334,787)	(35,731,101)	(1,097,813)	(36,828,914)
Operating profit/(loss)		408,937	(449,279)	(40,342)	(11,485,787)	244,226	(11,241,561)
Finance payable and similar charges	4	43,158	12,737	55,895	(314,671)	(424,749)	(739,420)
Profit on disposal of operation		-	798,955	798,955	-	29,156,651	29,156,651
Profit/(Loss) on ordinary activities before taxation		452,095	362,413	814,508	(11,800,458)	28,976,128	17,175,670
Tax on profit/(loss) on ordinary activities	6	(217,160)	-	(217,160)	(148,399)	-	(148,399)
Profit/(Loss) on ordinary activities after taxation		234,935	362,413	597,348	(11,948,857)	28,976,128	17,027,271
Minority interest	16	-	-	-	-	-	-
Profit/(Loss) for the year		234,935	362,413	597,348	(11,948,857)	28,976,128	17,027,271
Other comprehensive income							
Foreign currency translation on consolidation		18,864	3,744	22,608	(1,167,045)	-	(1,167,045)
Total comprehensive income profit/(loss) for the year		253,799	366,157	619,956	(13,115,902)	28,976,128	15,860,226

All results are derived from continuing operations.

The notes on pages 15 to 30 are an integral part of these financial statements.

Columbo Topco Limited

Group balance sheet As at 31 December 2020

	Notes	As at 31 December 2020 £	As at 31 December 2019 £
Fixed Assets			
Goodwill	7	-	1,158,617
Tangible fixed assets	8	726,536	1,100,392
		<u>726,536</u>	<u>2,259,009</u>
Current assets			
Debtors	10	63,703,382	55,014,398
Cash at bank and in hand	11	5,723,025	4,233,277
		<u>69,426,407</u>	<u>59,247,675</u>
Creditors: amounts falling due within one year	12	<u>(29,729,870)</u>	<u>(21,934,061)</u>
Net current assets		<u>39,696,537</u>	<u>37,313,614</u>
Total assets less current liabilities		<u>40,423,073</u>	<u>39,572,623</u>
Creditors: amounts falling due more than one year		<u>-</u>	<u>(39,054)</u>
Net assets / (liabilities)		<u>40,423,073</u>	<u>39,533,569</u>
Capital and reserves			
Called up share capital	15	35,739,063	35,739,063
Share premium account		57,952,717	57,952,717
Profit and loss account		(52,129,188)	(52,726,536)
Translation reserve		(2,302,582)	(2,325,190)
Other reserves		1,163,063	893,515
Shareholders' funds		<u>40,423,073</u>	<u>39,533,569</u>
Minority interest	16	-	-
Total capital and reserves		<u>40,423,073</u>	<u>39,533,569</u>

The notes on pages 15 to 30 are an integral part of these financial statements.

The financial statements of Columbo Topco Limited were approved by the Board of Directors on 28 September 2021.
They were signed on its behalf by:



A Palmer
Director

Company registered number: 09332651

Columbo Topco Limited

Company balance sheet As at 31 December 2020

	Notes	As at 31 December 2020	As at 31 December 2019
		£	£
Fixed Assets			
Investments	9	38,862,459	88,692,383
		<u>38,862,459</u>	<u>88,692,383</u>
Current assets			
Debtors – due within one year	10	48,468,478	28,625,815
Cash at bank and in hand		16,223	4,156
		<u>48,484,701</u>	<u>28,629,971</u>
Creditors: amounts falling due within one year	12	(44,860,569)	(19,974,796)
Net current assets		<u>3,624,132</u>	<u>8,655,175</u>
Total assets less current liabilities		<u>42,486,591</u>	<u>97,347,558</u>
Net assets		<u>42,486,591</u>	<u>97,347,558</u>
Capital and reserves			
Called up share capital	15	35,739,063	35,739,063
Share premium account		57,952,717	57,952,717
Profit and loss account		(51,205,189)	3,655,778
Shareholders' funds		<u>42,486,591</u>	<u>97,347,558</u>

The profit for the Company for the year after taxation amounted to £51,909 (December 2019: Profit of £2,143,181).

The notes on pages 15 to 30 are an integral part of these financial statements.

The financial statements of Columbo Topco Limited were approved by the Board of Directors on 28 September 2021. They were signed on its behalf by:



A. Palmer
Director

Company registered number: 09332651

Columbo Topco Limited

Statement of changes in equity For the year ended 31 December 2020

Group	Called up share capital*	Share premium account	Profit and loss account	Translation reserve	Other reserves	Total equity
	£	£	£	£	£	£
Balance as at 01 January 2019	35,739,063	57,952,717	(69,753,807)	(1,158,145)	521,573	23,301,401
Profit and loss for the year	-	-	17,027,271	-	-	17,027,271
Other comprehensive income	-	-	-	(1,167,045)	-	(1,167,045)
Other reserves	-	-	-	-	443,778	443,778
Share based payments	-	-	-	-	(71,836)	(71,836)
Balance as at 31 December 2019	35,739,063	57,952,717	(52,726,536)	(2,325,190)	893,515	39,533,569
Profit and loss for the year	-	-	597,348	-	-	597,348
Other comprehensive income	-	-	-	22,608	-	22,608
Share based payments	-	-	-	-	269,548	269,548
Balance as at 31 December 2020	35,739,063	57,952,717	(52,129,188)	(2,302,582)	1,163,063	40,423,073

Company	Called up share capital*	Share premium account	Profit and loss account	Total equity
	£	£	£	£
Balance as at 01 January 2019	35,739,063	57,952,717	1,512,597	95,204,377
Profit and loss for the year	-	-	2,143,181	2,143,181
Other reserves	-	-	-	-
Balance as at 31 December 2019	35,739,063	57,952,717	3,655,778	97,347,558
Profit and loss for the year	-	-	51,909	51,909
Capital Restructuring	-	-	(54,912,876)	(54,912,876)
Balance as at 31 December 2020	35,739,063	57,952,717	(51,205,189)	42,486,591

*This includes the preference share capital

The notes on pages 15 to 30 are an integral part of these financial statements.

Columbo Topco Limited

Group cash flow statement For the year ended 31 December 2020

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
Cash flows from / (used in) operating activities		
Operating (loss)/profit for the year	(40,342)	(11,241,561)
<i>Adjustments for:</i>		
(Loss)/profit on disposal on operations (non-cash)	(112,707)	28,842,963
Depreciation and amortisation	1,492,040	16,217,797
Increase in trade and other debtors	(8,688,984)	(47,736,809)
Increase in trade and other creditors	7,795,809	14,751,887
Taxation received/(paid)	(209,199)	(170,666)
Foreign exchange	591,104	501,454
Net cash from operating activities	827,721	1,165,065
Cash flows used in investing activities		
Profit on disposal on operations (cash)	911,662	313,688
Purchases and proceeds of tangible property, plant and equipment	(35,982)	(135,960)
Net cash used in investing activities	875,680	177,728
Cash flows (used in) / from financing activities		
Equity awards	(269,548)	137,669
Interest payable/ (paid)	55,895	(739,420)
Net cash used in financing activities	(213,653)	(601,751)
Net (decrease)/increase in cash and cash equivalents	1,489,748	741,042
Cash and cash equivalents at start of year	4,233,277	3,492,235
Cash and cash equivalents at end of year	5,723,025	4,233,277

The notes on pages 15 to 30 are an integral part of these financial statements.

Columbo Topco Limited

Notes to the financial statements For the year ended 31 December 2020

1. Accounting policies

Columbo Topco Limited (the “Company”) is a company limited by shares and incorporated and domiciled in England.

These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Basis of accounting

The financial statements are prepared on the going concern basis, under the historical cost basis, except for derivative financial instruments classified at fair value through the profit and loss, and in accordance with applicable United Kingdom law and accounting standards. The financial statements do not include the profit and loss accounts for the parent company in accordance with s408 of the Companies Act 2006.

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and all its subsidiary undertakings as at 31 December 2020. The Company is considered to be a qualifying entity under FRS102 paragraphs 1.8 to 1.12. Consequently, it is exempt from the requirement to present a separate parent company cash flow statement and related notes. The results of subsidiaries acquired or sold are consolidated for the years from or to the date on which control passed.

ACA Compliance (Europe) Limited and ACA Performance (Europe) Limited were incorporated into the Group in December 2020. Merger accounting principles have been adopted for this transaction as it meets the criteria in Section 19.27 of FRS 102 for a group reconstruction. For consolidation purposes, the Group presents ACA Compliance (Europe) Limited and ACA Performance (Europe) Limited as if it had always been the parent and has been included in the comparative.

Under section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own profit and loss account.

Going concern

The Group made an operating profit for the year. The Group’s forecasts and projections for a period of over 12 months from the approval of these accounts show that the Group will be cash generative at an operational level.

The Group’s business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review in the Strategic Report on page 4 and the Directors’ Report on pages 2 and 3. This describes the financial position of the Group; its cash flows, liquidity position and borrowing facilities; the Group’s objectives, policies and processes for managing its capital; its financial risk management objectives; and its exposure to credit risk and liquidity risk.

The Group meets its day-to-day working capital requirements through its current cash balances. The Group’s forecasts and projections, after considering possible changes in trading performance, show that the Group is expected to operate within the level of its current cash balances. The Group also has support from its ultimate parent.

The directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements. In assessing going concern the directors have looked at a period of greater than 12 months from the approval of these financial statements.

In coming to this conclusion, the members have considered the current Coronavirus pandemic and the group’s place in the market and its ability to grow the business.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical judgements in applying the Company's accounting policies

The company makes a number of assessments which require judgement in preparing the accounts and can have a significant effect upon the financial statements. However due to the straightforward nature of the company's business, management does not believe that there are any judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Key accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates may, differ from actual results. However due to the straightforward nature of the company's business, management does not believe that there are any estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency (Sterling) at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

The results of overseas operations are translated at the average rate of exchange during the year and their balance sheets at the rates ruling at the balance sheet date. Foreign currency differences are recognised in the profit and loss account.

Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the company. The purchase accounting method was historically used for acquisition which fully amortised in 2020.

At the acquisition date, the company recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight-line basis over its useful economic life. Goodwill is stated at cost less any accumulated amortisation and accumulated impairment losses. Given the nature of the business coupled with staff and customer attrition, the directors regard five years as the estimated useful life of goodwill. Goodwill is reviewed for impairment on an annual basis.

Incremental transaction costs directly attributable to acquisitions have been capitalised and amortised in line with goodwill.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life as follows:

Fixtures & fittings	3 years
Computer equipment	3 years
Leasehold improvements	10 years or the period remaining on the lease if shorter

The Company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Basic financial instruments

Trade and other debtors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest bearing borrowings classified as financial instruments

Interest-bearing borrowings include bank loans, overdrafts, and loan notes. They are initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Other financial instruments

Derivative financial instruments

The Group utilises interest rate swaps as derivative instruments. The Group does not enter into speculative derivative contracts. All such instruments are used to economically hedge the risk profile of the underlying exposure of the Group in line with the Group's risk management objectives. The Group has not applied the accounting policy choice available under FRS102 paragraph 12.19(b) related to hedge accounting.

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. Amounts payable or receivable in respect of interest rate swaps are recognised as adjustments to interest expense over the year of the contracts.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

Taxation

Tax on the profit or loss for the year comprises only current tax as there was no deferred tax during the year. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

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

Turnover

Turnover represents the value of services provided under contracts and is recorded at the value of the consideration due. For one of the Group's subsidiaries, turnover represents services provided on agency agreements on a net basis. Turnover is stated net of VAT. Where services are provided prior to an invoice being raised, the amounts are recorded as accrued income. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income.

Expenses

Leases

Rentals paid under operating leases are charged to the profit and loss account in equal amounts over the term of the lease. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Assets held under finance leases are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful life. The capital elements of future lease obligations are recorded as liabilities, while interest elements are charged to the profit and loss account over the year of the leases to produce a constant rate of charge on the balance of capital repayments outstanding.

Interest receivable and interest payable

Interest payable and similar charges include interest payable and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income includes net foreign exchange gains

Interest income and interest payable are recognised in profit or loss as they accrue. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Pension costs

The Group operates a defined contribution pension scheme. The amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant determined by an independent firm of valuation experts. The fair value of the awards was estimated on the date of grant using both market and income-based models. The fair value at the date of grant is expensed on a straight-line basis over the vesting period, based on the estimate of units that will eventually vest. The vesting period varies between four and five years. A corresponding adjustment is made to equity. Unvested awards following cancellation or settlement (including those resulting from employee redundancies) are cancelled.

In 2018, SIH ACA Topco, L.P., an affiliated company in the ACA Group issued equity – based awards for Class A and Class B units. The Class A units are subject to a five-year time vesting schedule while the Class B units are subject to both a four-year time vesting schedule and performance-based vesting criteria as set forth in the applicable grant agreement.

2. Turnover and segmental information

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
By activity:		
Provision of consulting and advisory services	22,294,445	25,587,353
By geographical market:		
United Kingdom	19,821,239	21,486,753
USA	-	1,140,112
Other	2,473,206	2,960,488
	22,294,445	25,587,353

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

3. Information regarding directors and employees

All directors and certain senior employees who have authority and responsibility for planning, directing, and controlling the activities of the Group are considered to be key management personnel. Total remuneration in respect of these individuals is £557,380 (December 2019: £506,609). Included within this are pension contributions of £34,089 (2019: £23,734)

The remuneration of the highest paid director totalled £368,659 (December 2019: £313,088). Included within this are pension contributions of £24,399 (2019: £13,600). The number of directors to whom retirement benefits are accruing at the year end, under the Group's defined contribution scheme is two (December 2019: two). Share based payments of £nil (2019: £nil) were paid during the year.

The remuneration of the directors of other Group companies, but who are not considered to be key management, totalled £1,343,272 during the year (December 2019: £1,321,310). Retirement benefits were accruing for two (December 2019: three) of these directors at the year-end under the Group defined contribution scheme.

	Year ended 31 December 2020	Year ended 31 December 2019
	£	£
Employee costs during the year (including directors):		
Wages and salaries	10,367,498	10,709,721
Social security costs	1,081,001	1,088,799
Contributions to defined contribution pension plans	522,895	658,547
	<u>11,971,394</u>	<u>12,457,067</u>

	Year ended 31 December 2020	Year ended 31 December 2019
Average monthly number of persons employed by the group (including directors) in the year:		
Administration	33	27
Operations	90	124
	<u>123</u>	<u>151</u>

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

SIH ACA Topco, L.P., an affiliated company in the ACA Group, awarded equity units to certain employees of the Group, in the form of "A" units and "B" units. The "A" units have a voting right of one vote per unit. The "B" units do not bestow any voting rights. All units vest as follows:

- "A" units: 20% will vest on each of the five anniversaries following the date of grant; and
- "B" units: split 50% to time vesting units and 50% to performance vesting units. Time vesting units will vest 25% on each of the four anniversaries following the date of grant. Performance vesting units will vest only to the extent that a performance threshold is achieved.

Both "A" units and "B" units will only vest subject to the holder's continued employment and are equity settled. Both classes of unit were valued by an independent firm as at the date of grant using a combination of Discounted Cash Flow and Guideline Public Co Method.

During the year £269,548 (December 2019: £71,836 credited) was debited to the Profit & Loss Account and an amount of £760,810 (December 2019: £491,262) was recognised in other reserves.

4. Finance payable and similar charges

	Year ended 31 December 2020	Year ended 31 December 2019
	£	£
Other finance charges	6,559	(4,729)
Foreign exchange variance	49,336	(734,691)
	<u>55,895</u>	<u>(739,420)</u>

Amortised finance costs represent previously capitalised costs directly attributable to raising finance in connection with the Group's acquisitions.

5. Expenses & auditors' remuneration

	Year ended 31 December 2020	Year ended 31 December 2019
	£	£
This is stated after charging:		
Fees payable to the Company's auditor for:		
- the audit of the consolidated financial statements	68,000	81,500
- the audit of the Group's subsidiary financial statements	29,600	69,400
- the client asset audits	14,400	14,400
- other services	12,747	14,438
	<u>124,747</u>	<u>180,738</u>

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

6. Tax on loss on ordinary activities

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
<i>Current tax:</i>		
Current tax on income for the year	(209,199)	(199,004)
Adjustments in respect of prior years	93,433	59,730
Total tax	(115,766)	(139,274)

All tax charges are recognised in the profit and loss for the year.

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
<i>Analysis of current tax recognised in profit and loss</i>		
UK corporation tax	-	-
Foreign tax	(41,763)	(9,125)
Total current tax recognised in profit and loss	(41,763)	(9,125)

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
<i>Deferred tax (expense)/credit:</i>		
Prior year adjustments (charge)/credit	(59,631)	-
Total deferred tax recognised in profit and loss	(59,631)	-
Total current tax recognised in profit and loss	(217,160)	(148,399)

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

6. Tax on loss on ordinary activities (continued)

Reconciliation of effective tax rate

	Year ended 31 December 2020	Year ended 31 December 2019
	£	£
Profit/(Loss) on ordinary activities before tax	814,508	17,175,670
Total tax expense	(217,160)	(148,399)
Tax (expense)/credit using the UK corporate tax rate of 19.0% (December 2019: 19.0%)	(154,757)	(3,263,377)
Effect of tax rates in foreign jurisdictions	-	105,614
Expenses not deductible for tax purposes	(185,765)	2,439,247
Effect of unutilised tax losses	(15,779)	541,002
Under provided in prior years	33,802	50,605
Other tax adjustment	-	(21,490)
Tax losses for which no deferred tax asset recognised	105,339	-
Total tax expense included in profit or loss	(217,160)	(148,399)

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

7. Goodwill

Group	Goodwill
	£
Cost	
As at 31 December 2019	79,102,228
Additions	-
Disposals	-
Foreign exchange	-
As at 31 December 2020	<u>79,102,228</u>
Amortisation	
As at 31 December 2019	(77,943,611)
Charge for the year	(1,158,617)
Disposals	-
Foreign exchange	-
As at 31 December 2020	<u>(79,102,228)</u>
Net book value	
As at 31 December 2019	<u>1,158,617</u>
As at 31 December 2020	<u>-</u>

Amortisation charges for goodwill are recognised in administration expenses.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

8. Tangible fixed assets

Group	Computer equipment	Fixtures, fittings	Leasehold improvements	Total
	£	£	£	£
Cost				
As at 31 December 2019	873,638	399,774	997,041	2,270,453
Additions	35,982	-	-	35,982
Disposals	(290,299)	(4,864)	(5,015)	(300,178)
Foreign exchange difference	216	206	290	712
As at 31 December 2020	<u>619,537</u>	<u>395,116</u>	<u>992,316</u>	<u>2,006,969</u>
Accumulated depreciation				
As at 31 December 2019	(582,696)	(250,690)	(336,674)	(1,170,060)
Charge for the period	(151,890)	(47,529)	(134,004)	(333,423)
Disposals	217,312	2,622	3,335	223,269
Foreign exchange difference	(58)	(86)	(75)	(219)
As at 31 December 2020	<u>(517,332)</u>	<u>(295,683)</u>	<u>(467,418)</u>	<u>(1,280,433)</u>
Net book value				
As at 31 December 2019	<u>290,942</u>	<u>149,084</u>	<u>660,367</u>	<u>1,100,393</u>
As at 31 December 2020	<u>102,205</u>	<u>99,433</u>	<u>524,898</u>	<u>726,536</u>

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

9. Investments in subsidiaries

Principal Group investments

The Company has investments in the following subsidiary undertakings which principally affected the profits or net assets of the Group.

	Aggregate of capital & reserves £	Profit / (loss) for the year £	Country of incorporation	Class of shares held	Ownership	
					December 2020 %	December 2019 %
Columbo Midco Limited	51,625,269	(3)	United Kingdom	Ordinary shares	100	100
Columbo Bidco Limited	38,359,122	9,411	United Kingdom	Ordinary shares	100	100
Cordium Hold Co Limited	37,732,271	(4,528)	United Kingdom	Ordinary shares	100	100
Cordium Niv Co Limited	52,014,461	(124,576)	United Kingdom	Ordinary shares	100	100
Cordium Consulting Group Limited	831,191	(1,713,138)	United Kingdom	Ordinary shares	100	100
Cordium Consulting Limited	7,757,604	1,574,229	United Kingdom	Ordinary shares	100	100
Mirabella Group Holding Limited	(1,180,194)	(1,033,106)	United Kingdom	Ordinary shares	100	100
Mirabella Financial Services LLP*	3,785,313	1,159,310	United Kingdom	Ordinary shares	100	100
Mirabella Advisers LLP	2,492,186	646,966	United Kingdom	Ordinary shares	100	100
Mirabella Malta Holdings Limited	(487,375)	(3,600)	Malta	Ordinary shares	100	100
Mirabella Malta Limited	634,826	47,654	Malta	Ordinary shares	100	100
Mirabella Malta Advisers Limited	115,850	58,332	Malta	Ordinary shares	100	100
ACA Compliance (Europe) Limited	2,703,910	128,617	United Kingdom	Ordinary shares	100	N/A
ACA Performance (Europe) Limited	1,522,953	1,082,707	United Kingdom	Ordinary shares	100	N/A

The entities in the UK are registered at 130 Jermyn Street, London, and the entities in Malta are registered at 12 Tigne Place, Sliema.

	Group	Company
Cost and net book value		
	£	£
As at 31 December 2019	-	88,692,383
Movement in share capital and share premium holding in Columbo Midco Limited as part of the Group restructuring	-	(49,829,924)
As at 31 December 2020	-	38,862,459

The Company has taken the exemption under section 479A of the Companies Act 2006 not to have an audit for any of its UK subsidiaries, except for Mirabella Financial Services LLP and Mirabella Advisers LLP. A guarantee for each of these subsidiaries has been filed with Companies House.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

10. Debtors

	As at 31 December 2020		As at 31 December 2019	
	Group	Company	Group	Company
	£	£	£	£
Trade debtors	4,637,469	-	4,342,038	-
Amounts owed by group undertakings	-	48,468,478	-	28,8625,815
Amounts owed by associated undertakings	53,378,557	-	48,724,075	-
Other debtors	902,909	-	178,359	-
Prepayments and accrued income	3,693,785	-	1,769,926	-
Other taxation and social security	1,090,662	-	-	-
	<u>63,703,382</u>	<u>48,468,478</u>	<u>55,014,398</u>	<u>28,625,815</u>

All debtors are due within one year, other than £19,740 which is due more than one year.

11. Cash and cash equivalents.

	1 January 2020	Cash flows	31 December 2020
	£	£	£
Analysis of change in net debt.			
Cash at bank and in hand	4,233,277	1,489,748	5,723,025

12. Creditors: amounts falling due within one year

	As at 31 December 2020		As at 31 December 2019	
	Group	Company	Group	Company
	£	£	£	£
Trade creditors	4,234,472	6,000	2,661,366	3,960
Amounts owed to Columbo Topco group undertakings	-	44,785,060	-	19,972,148
Amounts owed to associated undertakings	18,754,240	-	15,081,871	-
Other taxation and social security	1,628,292	-	222,555	(9,977)
Other creditors and accruals	4,454,688	69,509	3,806,779	8,665
Deferred income	658,178	-	161,490	-
	<u>29,729,870</u>	<u>44,860,569</u>	<u>21,934,061</u>	<u>19,974,796</u>

Included within other creditors is a pension accrual of £64,551 (December 2019: £62,205)

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

13. Other financial assets/liabilities

	As at 31 December 2020		As at 31 December 2019	
	Group	Company	Group	Company
	£	£	£	£
Financial assets				
Debt instruments at amortised cost	<u>64,641,960</u>	<u>48,484,701</u>	<u>56,648,986</u>	<u>28,629,971</u>
Financial liabilities				
Measured at amortised cost	<u>27,443,399</u>	<u>44,860,570</u>	<u>21,344,232</u>	<u>19,984,774</u>

14. Deferred tax

The deferred tax asset of £1,374,476 (December 2019: £1,742,196), as a result of historical years losses, has not been recognised as the Group does not have certainty of generating pre-tax profits.

15. Called up share capital

Company and Group	As at 31 December 2020	As at 31 December 2019
	£	£
Called up share capital	<u>35,739,063</u>	<u>35,739,063</u>

Company and Group	As at 31 December 2020		As at 31 December 2019	
	No.	£	No.	£
Ordinary shares of £0.01 each	<u>3,573,906,295</u>	<u>35,739,063</u>	<u>3,573,906,295</u>	<u>35,739,063</u>
	<u>3,573,906,295</u>	<u>35,739,063</u>	<u>3,573,906,295</u>	<u>35,739,063</u>

All of the ordinary shares were issued, allotted and fully paid on 31 December 2020 and have a voting right of one vote per share.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

16. Minority interest

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
As at start of the year	-	217,871
Profit on ordinary activities after taxation	-	-
Disposal of Minority Interest balance	-	(217,871)
As at end of the year end	-	-

The Group wholly owns all subsidiaries as at the year end with the Group acquiring the remaining shares in Mirabella Malta Limited through the disposal process of Codium Malta Limited in July 2019.

17. Operating lease commitments

As at 31 December 2020, the Group had future minimum lease payments under non-cancellable operating leases as follows:

	As at 31 December 2020 £	As at 31 December 2019 £
Expiry date:		
Within one year	1,060,621	1,057,629
Later than one year and not later than five years	2,910,650	2,313,911
Later than five years	1,570,208	1,287,635
	<u>5,541,479</u>	<u>4,659,175</u>

During the year, £1,024,116 was recognised as an expense in the profit and loss account in respect of operating leases (December 2019: £1,174,947).

18. Reserves

In December 2020, Columbo Topco Limited acquired 100% of the Ordinary Share Capital of ACA Compliance (Europe) Limited and ACA Performance Limited. The acquisition was accounted for using the merger method of accounting. As a result, merger reserves have been included the consolidated other reserves account representing the consideration of shares and reserves.

19. Contingent Liabilities

The regulated entities in the Group are subject to reviews from the regulatory authorities from time to time whether as thematic industry sector reviews or more specific reviews. An entity is currently subject to such examination. Management monitors the status of any such reviews and will establish an estimated liability if any obligation becomes probable and is reasonably estimable.

Columbo Topco Limited

Notes to the financial statements (continued) For the year ended 31 December 2020

20. Ultimate parent company, parent undertaking of a larger group and related party transactions

The immediate parent company is ACA Corporate Holdings, Inc., a company incorporated in the USA.

As at 31 December 2020, the ultimate parent undertaking was Starr Investment Holdings LLC by virtue of its indirect interest in ACA Corporate Holdings, Inc. Both ACA Corporate Holdings, Inc. and Starr Investment Holdings LLC are incorporated in the USA.

Columbo Topco Limited's financial statements are consolidated into these financial statements due to it being the highest-level undertaking established in the EEA. Columbo Topco Limited is registered at 130 Jermyn Street, London, SW1Y 4UR. Columbo Topco Limited's financial statements are also consolidated into ACA Corporate Holdings, Inc., which are the largest set of financial statements in which the company is consolidated.

The Group has taken exemption from disclosing related party transactions with other wholly owned members of the group in accordance with FRS102 paragraph 33.1A and details of share based payment arrangements in accordance with FRS 102 paragraph 1.12(d).

During the year, transactions with non-wholly owned entities in the Group were entered into for trading purposes. Neither the amount recognised in the P&L account nor the outstanding balance at 31 December 2020 in the accounts of the individual entities were material.