

Bfinance Group Holdings Limited
Annual Report and Financial Statements
For the year ended 31 March 2022
Registered Number 09846804



Bfinance Group Holdings Limited
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For the year ended 31 March 2022

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Bfinance Group Holdings Limited
Strategic Report
For the year ended 31 March 2022

The Directors present their strategic report on the Company (registered number: 09846804) and its subsidiaries (the "Group") together with the audited consolidated financial statements for the year ended 31 March 2022.

Principal activities

The principal activity of the Company is that of a holding company. The principal activity of the Group is the provision of fund manager search and selection services to institutional investors.

Business review and future developments

The Group's overriding strategy is to achieve attractive and sustainable rates of growth and return through organic growth. Two key elements of this strategy are:

- To exceed client expectations by continuous improvements to our research capabilities including through targeted hiring, training, innovation and technological advances
- Market penetration through hiring and expansion into new markets.

The prospects for growth are solid, driven by growth in institutional investor assets worldwide, the increasing need for independent advice and the push by government bodies and corporations for stronger governance.

During the year under review the Group continued to develop and evolve its technology base, breadth of its services and develop new markets.

Revenue and profit are the main performance indicators of the Group. Revenue for the year is up 11% compared to the previous year and operating profit is up 17% due to an increase in activity. Within operating expenses staff costs are a major component of the overall cost base.

On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023, funded by a £30m 6-year term loan with 12% interest rate in total of which 5% is cash interest and 7% deferred. Following completion, the Company and the Group will be owned solely by management with David Vafai, the current Chief Executive Officer being the majority shareholder.

Environmental, Social and Governance (ESG)

ESG considerations continue to have a positive impact on the group's business both in terms of advisory services provided and operations. In advisory services, the Group incorporates ESG analysis by default into manager searches, which represent the largest proportion of its client engagements. ESG integration in client engagements is actively monitored and the Group continues to be a signatory to the UN Principles for Responsible Investment. At corporate level, the Group continues to develop its Corporate Social Responsibility practices and has made permanent some of the environmental gains resulting from the pandemic working practices.

Principal Risks and Uncertainties

The Group faces a number of risks and uncertainties, and these include changes in the current economic environment and outlook that may adversely affect trading. The Directors are responsible for evaluating and monitoring these risks and uncertainties and mitigating these where it is appropriate and possible to do so.

The success of the Group is linked to the level of investment activity in the wider economy and would be adversely affected by a downturn in economic conditions.

Following the departure of the United Kingdom (UK) from the European Union (EU) on 1st January 2021 the Group's UK FCA registration can no longer be passported to EU countries to carry out regulated business. This is not seen as a major issue as the Group's main activity of fund manager selection does not fall under the definition of regulated activity. In the year ended 31 March 2022 revenue from regulated activity was less than 3% of total revenue. The Group is in the process of obtaining a licence to carry out regulated business in France which will enable it to carry out regulated activity across the EU.

The Group's services are delivered by skilled and experienced staff and are therefore reliant upon its ability to attract and retain the correct mix of staff with the right skills and experience. The Company reviews its resourcing, remuneration packages and training requirements on an ongoing basis.

Brexit

The Group continues to assess its regulatory position within the European Union (EU) as its UK FCA registration can no longer be passported to EU countries post-Brexit in order to carry out regulated business. Currently the Group's regulated revenue arises in the UK which is covered by its FCA registration and remains a very small portion of its overall revenues.

Covid-19 Pandemic

As the Government mandated restrictions end, the Group has continued to grow its customer base, revenues and profits while broadening its digital marketing capabilities to acquire customers and entrench in its ongoing operations environmentally friendly practices developed during the pandemic. The Group continues to remain vigilant and ensure that its employees' health and safety remained a priority.

Ukraine conflict

The Group has no business from Russia or Ukraine and therefore this conflict has not had any direct impact on the Group's business save for the macro impacts on the broader investment community's sentiment which may initially impact the Group's business adversely, after which it is likely to give rise to opportunities where clients seek to reposition their portfolios.

Inflation

Increasing global inflation will result in an increase to the Group's cost base. The Group seeks to mitigate this where possible by fixing recurring costs over a longer period and negotiating with suppliers. There are macro impacts on the broader investment community's sentiment which may initially impact the Group's business adversely, after which it is likely to give rise to opportunities where clients seek to reposition their portfolios. The Group's fee model is under constant review to ensure that fees charged are at an appropriate level.

Bfinance Group Holdings Limited
Strategic Report (continued)
For the year ended 31 March 2022

FINANCIAL RISK MANAGEMENT

The Group's operations expose it to a variety of financial risks. Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a subcommittee of the board. The policies set by the board of directors are implemented by the Group's finance department.

The Group does not use derivative financial instruments to manage interest rate risk, liquidity risk and currency risk. The Group seeks to limit the adverse effects by monitoring levels of debt finance and the related finance costs.

Liquidity risk

Liquidity risk is managed at group level and the Group currently has long-term debt finance designed to ensure the Group has sufficient available funds for operations and planned expansions.

At the balance sheet date, the Directors having prepared the necessary financial projections and are of the opinion that the cash position together with the available facilities of the Group are sufficient to cover medium-term obligations of the Group and the Company, although acknowledge that the Group is not immune to the risks of a severe financial downturn.

The Company's issued redeemable preference shares matured on 29 April 2021. The Company has confirmed that these are redeemable at the Directors' discretion and have not been redeemed as at the date of signing these accounts.

Currency risk

The Company and the Group is exposed to foreign exchange risks through its operations, primarily with respect to Euro, US dollar, Canadian dollar and Australian dollar all of which are currencies in which the Group makes sales. The Group is able to manage these risks through forecasting its foreign currency positions, taking into account that the Group incurs personnel and overhead costs in those currencies and regularly converts excess foreign currency balances into British Pounds.

Credit risk

Credit risk arises from cash held at banks and credit exposures to clients and managers, including outstanding receivables. For banks and financial institutions, only independently rated parties with a strong rating are used. The primary banking partner HSBC UK Bank Plc is rated AA- (Fitch).

Agreements with clients and managers are governed by strict terms and conditions to ensure that performance and payment obligations of all parties are clear. The nature of the business is such that managers recommended to clients are thoroughly assessed before being recommended. Managers receiving investments are creditworthy and reputable institutions with which the Group maintains close contact with throughout the process. As such, credit losses are rare.

By Order of the Board



David Vafai
Director

Date: 27 January 2023

Bfinance Group Holdings Limited
Directors' Report
For the year ended 31 March 2022

The Directors present their report together with the audited consolidated financial statements of the Company (Company No: 09846804) and Group for the year ended 31 March 2022.

General information

The Company is a private company and is incorporated and domiciled in the United Kingdom. The address of its registered office is 2nd Floor, 36 Queen Street, London, EC4R 1BN.

Directors

The Directors of the Company during the year and to the date of signing these financial statements, unless where stated, were:

David Vafai
Andrew Ferguson
Raj Nagevadia
Andrew McRae
Dennis Hall

As permitted by s234(2) of the Companies Act 2006, the Company maintains directors' and officers' liability insurance which provides insurance cover against liabilities which directors and other officers of the Company may incur personally as a consequence of claims made against them alleging breach of duty or other unlawful acts or omissions in their capacity as directors and officers.

Dividends

The Directors have not declared a dividend for the year (2021: Nil).

Political donations

No political donations or expenditure of the type requiring disclosure under s.366 and s.367 of the Companies Act 2006 were made in the year ended 31 March 2022 (2021: Nil) nor are any contemplated.

Going concern

The Directors have performed a going concern assessment for a 15-month period from the date of these financial statements to the end of next financial year to 31 March 2024 which indicates that the Company and the Group have adequate resources to continue in operational existence for that time and therefore continue to adopt the going concern basis in preparing the annual Financial Statements.

On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023. The management have funded the transaction through private debt which will be used to repay the existing debt and the redeemable preference shares together with the associated interest other than the amounts rolling forward into the acquiring company's capital structure

As at the date of these financial statements, the Group had a term loan of £6m from HSBC UK Bank plc until July 2025 of which £5.6m was outstanding at 31 March 2022 and a £3m revolving facility which was undrawn at 31 March 2022. Subject to completion of the management buyout noted above all of HSBC's debt and facilities will be repaid and the revolving facility replaced by a £1.7m working capital loan from shareholders which will be placed in an escrow account available for drawdown until June 2024.

The Company's issued redeemable preference shares matured on 29 April 2021. The Company has confirmed that these are redeemable at the Directors' discretion and have disclosed as current liabilities, due in under one year as these will be redeemed subject to the completion of the management buyout noted above.

Going concern (continued)

Forecasts were prepared and tested under reasonable stress scenarios, which show that the available facilities together with the Group's considerable amount of accrued revenue across different geographic areas which is expected to unwind in the normal course of business should provide sufficient working capital and liquidity to the Company and Group for at least 15 months from the date of these financial statements. These scenarios identify various areas where costs could be reduced in the event of revenues or cash flows being lower than the expected base case forecast.

The Group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its activities, and its exposures to, credit, liquidity and currency risk, are described in pages 2 to 4 of this report.

The Directors have considered the risks to the Company and Group of current macroeconomic and geopolitical events on pages 2 to 4 of this report.

Future developments and post balance sheet events

Future developments and post balance sheet events are noted in the 'Business review and future developments' section of the Strategic Report.

Employees

Employment policies are designed to provide opportunities irrespective of colour, ethnic or national origin, nationality, sex or marital status. Applications for employment by disabled persons are always fully considered. In the event of employees becoming disabled every effort is made, including appropriate training, to ensure that their employment with the Group continues. It is the policy of the Group that the training, career development and promotion of a disabled person should be, as far as possible, identical to that of a person who does not suffer from a disability.

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business units and of the Group as a whole. Communication with all employees continues through briefing groups.

Independent Auditor

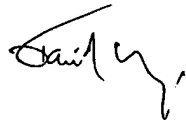
Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and BDO LLP will therefore continue in office.

Bfinance Group Holdings Limited
Directors' Report (continued)
For the year ended 31 March 2022

Disclosure of Information to Auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors is aware of that information.

By order of the Board



David Vafai
Director

Date: 27 January 2023

Bfinance Group Holdings Limited
Directors' Responsibility Statement
For the year ended 31 March 2022

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

Company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare the Group financial statements in accordance with UK adopted International Accounting Standards and applicable law and have elected to prepare the parent company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 parent company and of their profit or loss for that period. In preparing each of the Group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with IFRSs;
- for the parent company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the Members of Bfinance Group Holdings Limited

Opinion on the financial statements

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 March 2022 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Bfinance Group Holdings Limited (the 'Company') for the year ended 31 March 2022 which comprise Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash flows, Company Statement of Financial Position, Company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006 and, as regards the Parent Company financial statements, as applied in accordance with the provisions 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the 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.

Conclusions relating to going concernⁱ

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.

Bfinance Group Holdings Limited
Independent Auditor's Report (continued)
For the year ended 31 March 2022

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

- adequate accounting records have not been kept 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 Statement of Directors' Responsibilities the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the 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.

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

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

We performed risk assessment procedures to identify the risk of material misstatement due to irregularities including fraud (fraud risks) and identified events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. We considered the following:

- We made enquiries of management on compliance with laws and regulations and obtained a management representation letter confirming that management have provided us with all information necessary for us to evaluate whether there were any material non-compliance to laws and regulations including fraud in all jurisdictions where the Company has business operations.
- We also read Board minutes and correspondence with regulators in order to identify any non-compliance with laws and regulations.
- We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.
- We discussed, within the audit team, the potential fraud risks on the following significant estimates as sources of irregularity or fraud risk through fraudulent financial reporting: Revenue recognition, we assessed the application of the revenue recognition accounting policy to ensure that revenue was appropriately recorded and stated.
- We identified journal entries to test based on risk criteria and tracing the identified entries to supporting documentation.
- We addressed fraud risk of management override by testing the appropriateness of journal entries and other adjustments; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

Bfinance Group Holdings Limited
Independent Auditor's Report (continued)
For the year ended 31 March 2022

A further description of our responsibilities is available on the Financial Reporting Council's website at: 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 Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Andrew Barclay

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Andrew Barclay (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
27 January 2023

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

Bfinance Group Holdings Limited
Consolidated Statement of Comprehensive Income
For the year ended 31 March 2022

		Year Ended 31 March 2022	Year Ended 31 March 2021
	Note	£	£
Revenue	2	18,808,540	16,921,055
Administrative expenses		(14,342,872)	(13,093,656)
Group operating profit	3	4,465,668	3,827,399
Finance expense	5	(3,171,949)	(3,312,848)
Profit before taxation		1,293,719	514,551
Taxation	6	(812,423)	(183,333)
Profit for the year		481,296	331,218
Other comprehensive income			
Foreign currency translation differences – foreign operations		(112,280)	(257,176)
Total comprehensive profit for the year		369,016	74,042

The notes on pages 17 to 44 form an integral part of these consolidated financial statements.

Bfinance Group Holdings Limited
Consolidated Statement of Financial Position
As at 31 March 2022

Company Registration Number 09846804

	Note	2022 £	2021 £
Non-current assets			
Right of use and tangible assets	8	819,424	1,121,190
Goodwill and intangible assets	7	16,392,463	16,979,837
		17,211,887	18,101,027
Current assets			
Trade and other receivables	10	19,465,817	14,256,129
Cash and cash equivalents	11	3,279,027	3,473,965
		22,744,844	17,730,094
Total assets		39,956,731	35,831,121
Current liabilities			
Trade and other payables	12	(7,589,652)	(5,900,151)
Interest bearing loans and borrowings	13	(15,819,276)	(321,696)
Lease liabilities	18	(455,244)	(455,244)
Redeemable preference shares	13	(17,977,750)	-
		(41,841,922)	(6,677,091)
Non-current liabilities			
Interest bearing loans and borrowings	13	(6,089,878)	(19,035,641)
Lease liabilities	18	(517,293)	(884,624)
Deferred tax asset/(liability)	14	(98,127)	(215,520)
Redeemable preference shares	13	-	(17,977,750)
		(6,705,298)	(38,113,535)
Net liabilities		(8,590,489)	(8,959,505)
Equity			
Share capital	17	1,417	1,417
Share premium	17	104,901	104,901
Retained earnings		(8,595,667)	(9,076,963)
Translation reserve		(101,140)	11,140
Total equity		(8,590,489)	(8,959,505)

The notes on pages 17 to 44 are an integral part of these consolidated financial statements.

These financial statements were approved by the Board of Directors and were signed on its behalf by:



David Vafai
Director

Date: 27 January 2023

Bfinance Group Holdings Limited
Consolidated Statement of Changes in Equity
As at 31 March 2022

	Share capital £	Share premium £	Retained earnings £	Translation Reserve £	Total £
As at 31 March 2020	1,416	84,941	(9,408,181)	268,316	(9,053,508)
Shares issued	1	-	-	-	1
Additions to share premium	-	19,960	-	-	19,960
Total comprehensive income					
Profit for the year	-	-	331,218	-	331,218
Other comprehensive income					
Loss on foreign currency translation	-	-	-	(257,176)	(257,176)
As at 31 March 2021	1,417	104,901	(9,076,963)	11,140	(8,959,505)
Shares issued	-	-	-	-	-
Additions to share premium	-	-	-	-	-
Total comprehensive income					
Profit for the year	-	-	481,296	-	481,296
Other comprehensive income					
Loss on foreign currency translation	-	-	-	(112,280)	(112,280)
As at 31 March 2022	1,417	104,901	(8,595,667)	(101,140)	(8,590,489)

The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
Share capital	Nominal value of share capital subscribed for.
Share premium	Amount subscribed for share capital in excess of nominal value.
Retained earnings	Retained earnings and accumulated losses, less amounts distributed to shareholders.
Translation reserve	Currency translation reserve arising on translation of the assets and liabilities of foreign operations into the Group's presentational currency.

The notes on pages 17 to 44 form an integral part of these consolidated financial statements.

Bfinance Group Holdings Limited
Consolidated Statement of Cash Flows
For the year ended 31 March 2022

	Year Ended 31 March 2022 £	Restated* Year Ended 31 March 2021 £
Cash flows from operating activities		
Profit for the year	481,296	331,218
Adjustments for:		
Depreciation and amortisation	1,092,555	1,270,974
Foreign exchange losses	(859,209)	(403,318)
Corporation tax	812,423	183,333
Preference shares cancelled	-	(30,000)
Finance expense	3,171,949	3,312,848
	4,699,014	4,665,055
Working capital adjustments		
Increase in trade and other receivables	(4,393,821)	(3,495,453)
Increase in trade and other payables	1,516,821	913,511
	1,822,014	2,083,113
Tax (paid)/received	(763,669)	285,230
Net cash flows from operating activities	1,058,345	2,368,343
Cash flows used in investing activities		
Purchase of property, plant and equipment	(68,724)	(55,400)
Intangible asset development costs	(134,629)	(199,032)
Net cash outflow used in investing activities	(203,353)	(254,432)
Cash flows used in financing activities		
Lease payments	(367,331)	(338,978)
Interest on leases	(87,913)	(116,266)
Loans drawn	1,000,000	6,000,000
Loans repaid	(1,175,426)	(5,703,687)
Share capital receipts	-	19,961
Interest paid	(402,810)	(442,203)
Net cash outflow used in financing activities	(1,033,480)	(581,173)
Effects of exchange rates on cash and cash equivalents	(16,450)	(34,884)
Net (decrease)/increase in cash and cash equivalents	(194,938)	1,497,854
Cash and cash equivalents at beginning of year	3,473,965	1,976,111
Cash and cash equivalents at end of year	3,279,027	3,473,965

*Year ended 31 March 2021 has been restated to show loans drawn and repaid gross rather than net movements, and to show effects of exchange rates on cash and cash equivalents, in order to better reflect the economic reality. There are no other changes to year ended 31 March 2021.

The notes on pages 17 to 44 form an integral part of these consolidated financial statements.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements
For the year ended 31 March 2022

1 Accounting policies

Bfinance Group Holdings Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK, and registered in England and Wales.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent company financial statements present information about the Company as a separate entity and not about its Group.

The Group financial statements have been prepared and approved by the Directors in accordance with UK adopted International accounting Standards ("IASs"). The Company has elected to prepare its financial statements in accordance with FRS 101; these are presented on pages 42 to 49.

The consolidated financial statements are presented in GBP sterling, which is also the Group's functional currency.

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

1.1 Company Statement of Comprehensive Income

As permitted by section 408 Companies Act 2006, the Company has not presented its own Statement of Comprehensive Income. The Company's loss for the financial year before taxes was £2,872,795 (2021: £2,313,061) and its other comprehensive income was £nil (2021: £nil).

1.2 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: financial instruments classified as fair value through the profit or loss or as available-for-sale.

1.3 Going Concern

The Directors have performed a going concern assessment for a 15-month period from the date of these financial statements to the end of next financial year to 31 March 2024 which indicates that the Company and the Group have adequate resources to continue in operational existence for that time and therefore continue to adopt the going concern basis in preparing the annual Financial Statements.

On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023. The management have funded the transaction through private debt which will be used to repay the existing debt and the redeemable preference shares together with the associated interest other than the amounts rolling forward into the acquiring company's capital structure

As at the date of these financial statements, the Group had a term loan of £6m from HSBC UK Bank plc until July 2025 of which £5.6m was outstanding at 31 March 2022 and a £3m revolving facility which was undrawn at 31 March 2022. Subject to completion of the management buyout noted above all of HSBC's debt and facilities will be repaid and the revolving facility replaced by a £1.7m working capital loan from shareholders which will be placed in an escrow account available for drawdown until June 2024.

The Company's issued redeemable preference shares matured on 29 April 2021. The Company has confirmed that these are redeemable at the Directors' discretion and have disclosed as current liabilities, due in under one year as these will be redeemed subject to the completion of the management buyout noted above.

Bfinance Group Holdings Limited
Directors' Report (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.3 Going Concern (continued)

Forecasts were prepared and tested under reasonable stress scenarios, which show that the available facilities together with the Group's considerable amount of accrued revenue across different geographic areas which is expected to unwind in the normal course of business should provide sufficient working capital and liquidity to the Company and Group for at least 15 months from the date of these financial statements. These scenarios identify various areas where costs could be reduced in the event of revenues or cash flows being lower than the expected base case forecast.

The Group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its activities, and its exposures to, credit, liquidity and currency risk, are described in pages 2 to 4 of this report.

The Directors have considered the risks to the Company and Group of current macroeconomic and geopolitical events on pages 2 to 4 of this report.

1.4 Basis of consolidation

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-Group balances and transactions, and any unrealised income and expenses arising from intra-Group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

1.5 Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of Group entities 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. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, GBP Sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.5 Foreign currency (continued)

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve or non-controlling interest, as the case may be. When a foreign operation is disposed of, such that control, joint control or significant influence (as the case may be) is lost, the entire accumulated amount in the foreign currency translation reserve, net of amounts previously attributed to non-controlling interests, is recycled to the Statement of Comprehensive Income as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while still retaining control, the relevant proportion of the accumulated amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while still retaining significant influence or joint control, the relevant proportion of the cumulative amount is recycled to the Statement of Comprehensive Income.

Exchange differences arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the translation reserve. Foreign currency differences arising on the retranslation of a hedge of a net investment in a foreign operation are recognised directly in equity, in the translation reserve, to the extent that the hedge is effective.

When the hedged part of a net investment is disposed of, the associated cumulative amount in equity is recycled to the Statement of Comprehensive Income as an adjustment to the profit or loss on disposal.

1.6 Classification of financial instruments issued by the Group

Following the adoption of IFRS 9, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- (b) where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Group's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.7 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

A. Financial Assets

Classification and initial measurement of financial assets

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss ('FVTPL')
- fair value through other comprehensive income ('FVOCI').

In the years presented the Group does not have any financial assets categorised as FVTPL or FVOCI.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaces IAS 39's 'incurred loss model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.7 Financial instruments (continued) – A. Financial Assets (continued)

credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

B. Financial Liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include interest bearing loans and borrowings and trade payables and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.8 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Leases in which the Group assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and less accumulated impairment losses. Lease payments are accounted for as described below.

Depreciation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

Leasehold improvements	-	Over the remaining lease period
Computer equipment	-	2-5 years
Office equipment	-	2-5 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

1.9 Business combinations

All business combinations are accounted for by applying the acquisition method. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in the Statement of Comprehensive Income.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in the Statement of Comprehensive Income.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.10 Intangible assets and goodwill

Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment in the investee.

Research and development

Expenditure on research activities is recognised in the Statement of Comprehensive Income as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group intends to and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the Statement of Comprehensive Income as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses

Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the Statement of Comprehensive Income as an expense as incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Customer related	-	8-10 years
Technology related	-	5 years
Market related	-	12 years
Other intangibles	-	1-3 years
Computer software	-	3 years

1.11 Impairment excluding inventories and deferred tax assets

Financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.11 Impairment excluding inventories and deferred tax assets (continued)

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the Statement of Comprehensive Income.

Non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or ("CGU"). Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

In the context of Bfinance Group Holdings Limited, the CGU is the Group.

1.12 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Comprehensive Income in the periods during which services are rendered by employees.

The pension contribution recognised in the consolidated statement of comprehensive income during the year was £351,954 (2021: £367,944).

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.13 Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

1.14 Revenue

Revenue predominantly relates to advisory or consulting services in relation to the Group's principal activity, the provision of search and selection services to institutional investors, which is measured at the fair value of the consideration received or receivable net of sales related taxes.

The Group typically engages with an investor, the customer, who initiates an investment mandate using the Group's expertise, experience and processes to select fund managers who, after selection and upon investment, compensate the Group at fixed commission rates agreed with the investor at the outset of the search process. Save for a de minimis break fee the Group does not have any other enforceable rights to payment until the investment is made and the decision to invest rests solely with the investor.

The Group's sole performance obligation is the presentation of a shortlist of fund managers to the investor for a specific mandate which follows scoping, requests for proposals from fund managers and several stages of refinement.

Revenue is recognised after the investor reconfirms their intention to proceed with the mandate following the presentation of the shortlist of fund managers.

The transaction price is based on the value of the investment at commission rates specified within the mandate and as reconfirmed by the investor following the presentation of the shortlist of fund managers. The transaction price is then reduced to reflect the small proportion of revenue that does not progress to the investment stage. This reduction is estimated using the cumulative total of such reversals over the total revenue recognised over the last five and half years and where appropriate discounting transactions that are non-recurring in nature.

The whole transaction price is deemed to relate to the Group's sole performance obligation, the presentation of the shortlist of fund managers to the investor.

In most cases revenue recognition precedes investment, and therefore invoicing, by several months during which time the investor undertakes due diligence and documentation. In a few cases this period may be longer where there are drawdown, phased commitment or other arrangements in place. During this period revenue is held as accrued income.

1.15 Expenses

Operating lease payments

Payments made under operating leases are recognised in the Statement of Comprehensive Income on a straight-line basis over the term of the lease. Lease incentives received are recognised in the Statement of Comprehensive Income as an integral part of the total lease expense.

Financing income and expenses

Financing expenses comprise interest payable, finance charges on shares classified as liabilities and finance leases recognised in the Statement of Comprehensive Income using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the Statement of Comprehensive Income (see foreign currency accounting policy). Borrowing costs that are directly

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.15 Expenses (continued)

attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Financing income comprise interest receivable on funds invested, interest income, and net foreign exchange gains. Interest income and interest payable is recognised in the Statement of Comprehensive Income as it accrues, using the effective interest method. Interest income is recognised in the Statement of Comprehensive Income on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.16 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liabilities.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.16 Leases (continued)

- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying value of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'Property, plant and equipment' and lease liabilities in 'Interest bearing loans and borrowings' in the Statement of Financial Position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

1.17 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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 years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.18 Critical accounting estimates and judgments

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement and use assumptions in applying the Group's accounting policies. The resulting accounting estimates calculated using these judgements and assumptions will, by definition, seldom equal the related actual results but are based on historical experience and expectations of future events. Management believe that the estimates utilised in preparing these financial statements are reasonable and prudent.

The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

a) Revenue recognition

The Group recognises revenue when its service obligations have been fulfilled and there is a degree of certainty that investors will proceed with their investments. Revenue recognised is based on amounts clients intend to invest and invoicing is based on actual amounts invested.

As revenue is recognised before the investor fulfils the investment mandate, the actual outcome may differ from estimates made at revenue recognition.

The transaction price is based on the value of the investment at commission rates specified within the mandate and as reconfirmed by the investor following the presentation of the shortlist of fund managers. The transaction price is then reduced to reflect the small proportion of revenue that does not progress to the investment stage. This reduction is estimated using the cumulative total of such reversals over the total revenue recognised over the last five and half years and where appropriate discounting transactions that are non-recurring in nature. This is reviewed at the year end to ensure it is an appropriate level for the financial year by reviewing provisions up to the balance sheet signing date.

If the management estimate of the percentage of revenue that would not progress to the investment stage increased by 1%, the impact would reduce revenue by £186,012. If it decreased by 1%, the impact would increase revenue by £186,012.

b) Impairment of goodwill

The Group is required to test, at least annually, whether goodwill has suffered any impairment. The recoverable amount is determined based upon value-in-use and net realisable value calculations. The value-in-use method requires the estimation of future cash flows and the choice of a suitable discount rate in order to calculate the present value of these cash flows. Pre-tax discount rates have been applied and are based on WACC calculations.

The discount rate would need to be increased by 8 percentage points or cumulative revenues fall by 10% in order to indicate an impairment.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

1 Accounting policies (continued)

1.18 Critical accounting estimates and judgments (continued)

c) Useful economic lives of property, plant and equipment

The annual depreciation charge for property, plant and equipment is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

d) Intangible assets

The Group recognises intangible assets acquired as part of business combinations at fair value at the date of acquisition. The determination of these fair values is based upon management's judgement and includes assumptions on the timing and amount of future incremental cash flows generated by the assets and selection of an appropriate cost of capital. Furthermore, management must estimate the expected useful lives of intangible assets and charge amortisation on those assets accordingly. In determining the useful economic life of the intangible software assets, management has given consideration to the length of time that its own software is typically used within its market. In addition, management reviewed competitor products and the length of time they had also been in use. Consideration was also given as to the likelihood that a new competitor could enter the market with a new product. This was considered unlikely due to the up-front capital investment which would be required to develop a new product, the requirement for reference sites to demonstrate the product, and the long life cycles which products have in the market.

e) Development costs

The Group reviews half yearly whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the information available at each bi-annual review. In addition, all internal activities related to the research and development of new software products are continuously monitored by the Directors.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

2. Revenue

	2022	2021
	£	£
United Kingdom	4,303,363	2,824,181
European Union	5,256,316	5,509,524
Middle East	4,295,735	4,632,304
Canada	2,454,783	1,263,324
Rest of the World	2,498,343	2,691,722
	18,808,540	16,921,055

All of the Group's revenue is generated from the provision of investment advisory services. The majority of this revenue comes from investment manager search and selection services.

3. Group Operating Profit

Group operating profit has been arrived at after charging:

	2022	2021
	£	£
Amounts payable under operating leases	414,302	461,742
Depreciation and amortisation	1,092,555	1,270,974
Fees payable to the Group's auditor for the audit of the Group and subsidiaries'	95,000	90,000

4. Staff numbers and costs

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	2022	2021
	No. of	No. of
	Employees	Employees
Administration	47	40
Sales	17	22
	64	62

Staff costs were as follows:

	2022	2021
	£	£
Wages and salaries (including Executive Directors)	9,999,255	8,513,509
Pension costs	351,954	367,994
	10,351,209	8,881,503

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

4. Staff numbers and costs (continued)

Directors Remuneration

The Directors' emoluments were as follows:

	2022	2021
	£	£
Remuneration	934,680	592,427
Pension contributions	34,000	31,875
Healthcare	4,290	4,785
	972,970	629,087

The highest paid Directors' emoluments were as follows:

	2022	2021
	£	£
Remuneration	362,305	187,300
Pension contributions	10,000	10,000
	372,305	197,300

In total, there were five (2021: five) directors on group payrolls

5. Finance expense

	2022	2021
	£	£
Total interest expense on financial liabilities measured at amortised cost	3,092,949	3,130,023
Loan arrangement fee	79,000	182,825
Total finance expense	3,171,949	3,312,848

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

6. Taxation

	2022	2021
	£	£
UK corporation tax on profits for the year	(904,320)	(443,025)
Foreign entity taxation	(25,488)	(24,077)
Current tax charge	(929,808)	(467,102)
Origination and reversal of timing differences (see note 14)	117,385	283,769
Deferred tax credit	117,385	283,769
Total tax (charge)/credit	(812,423)	(183,333)

No tax charge/credit was recorded in the period for revenue and expenses included in Other Comprehensive Income, and no tax charge was recognised directly in equity.

Reconciliation of effective tax rate	2022	2021
	£	£
Profit/(loss) for the year	481,296	331,218
Total tax charge	812,423	183,333
Profit/(loss) excluding taxation	1,293,719	514,551
Income tax at UK corporation tax average rate of 19% (2020: 19%)	245,808	97,763
Effects of:		
- Group income	-	(180,033)
- Income not taxable for tax purposes	-	(4,544)
- Expenses not deductible for tax purposes	565,742	617,115
- Adjustment in respect of prior year	(28,335)	(152,007)
- Adjustment in respect of prior year – deferred tax	(113,484)	(158,063)
- Adjustments for overseas tax	12,272	165,872
- Adjustment for anticipated change in tax rate	127,822	-
- Unrecognised deferred tax	3,442	(90,488)
- Other movements	(844)	(112,282)
Total tax (charge)/credit in the Statement of Comprehensive Income	812,423	183,333

The 19% average tax rate is based on the main UK corporation tax rate applicable to UK group companies, where the majority of the Group's profits are taxed. The impact of overseas tax on this figure is deemed to be immaterial.

The Government has announced that from 1 April 2023, the corporation tax rate will increase from 19% to 25%. The increase has been taken into account in calculating the deferred tax liability.

The Group has deferred tax assets not recognised of £265,440 (2021: £201,735). These are not recognised as the timing of profits are uncertain in the subsidiaries to which the assets relate.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

7. Intangible assets

	Goodwill	Customer related	Technology related	Marketing related	Other intangibles	Computer software	Total
	£	£	£	£	£	£	£
Cost							
As at 1 April 2020	14,035,537	4,652,936	698,414	449,545	1,579,586	827,501	22,243,519
Additions during the year	-	-	-	-	-	199,032	199,032
As at 31 March 2021	14,035,537	4,652,936	698,414	449,545	1,579,586	1,026,532	22,442,550
Additions during the year	-	-	-	-	-	134,629	134,629
As at 31 March 2022	14,035,537	4,652,936	698,414	449,545	1,579,586	1,161,161	22,577,129
Amortisation							
As at 1 April 2020	-	1,820,070	546,391	146,541	1,579,586	465,609	4,558,197
Amortisation for the year	-	465,288	139,680	37,464	-	262,086	904,518
As at 31 March 2021	-	2,285,358	686,071	184,005	1,579,586	727,695	5,462,713
Amortisation for the year	-	465,288	12,344	37,463	-	206,908	722,003
As at 31 March 2022	-	2,750,646	698,415	221,468	1,579,586	934,603	6,184,716
Net book value							
As at 1 April 2020	14,035,537	2,832,866	152,023	303,004	-	361,891	17,685,323
As at 1 April 2021	14,035,537	2,367,578	12,344	265,540	-	298,837	16,979,837
As at 31 March 2022	14,035,537	1,902,290	-	228,077	-	226,558	16,392,463

Goodwill is tested for impairment by comparing the carrying value of the cash generating unit ('CGU') to which the goodwill relates to the recoverable value of that CGU. The CGU is the Group.

The recoverable amount is determined based upon the higher of value-in-use and net realisable value calculations following the methodologies outlined in note 1.18d. Based on these calculations in the year the recoverable amount exceeds the carrying value and therefore no impairment is required. Reasonably foreseeable changes in the above assumptions would not result in the recoverable amount falling below the carrying amount.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

8. Property, plant and equipment

	Right-of-use asset £	Leasehold improvement £	Computer equipment £	Office equipment £	Total £
Cost					
As at 1 April 2020	2,267,443	119,741	289,134	50,562	2,726,880
Additions in the year	-	-	54,008	1,392	55,400
Foreign currency movements	-	-	341	(136)	205
As at 31 March 2021	2,267,443	119,741	343,483	51,818	2,782,485
Additions in the year	-	-	65,984	2,740	68,724
Foreign currency movements	-	-	327	(29)	298
As at 31 March 2022	2,267,443	119,741	409,794	54,529	2,851,507
Depreciation					
As at 1 April 2020	947,902	79,851	232,669	34,286	1,294,708
Depreciation charge for the year	304,834	14,522	39,155	7,946	366,456
Foreign currency movements	-	-	331	(202)	129
As at 31 March 2021	1,252,736	94,373	272,155	42,030	1,661,294
Depreciation charge for the year	304,834	14,410	42,855	8,444	370,543
Foreign currency movements	-	-	293	(47)	246
As at 31 March 2022	1,557,570	108,783	315,303	50,427	2,032,083
Net book value					
As at 1 April 2020	1,319,541	39,890	56,465	16,276	1,432,172
As at 1 April 2021	1,014,707	25,368	71,328	9,788	1,121,190
As at 31 March 2022	709,873	10,958	94,491	4,102	819,424

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

9. Investments in subsidiaries

The Group and the Company have the following investments in Subsidiaries. Shares in subsidiary undertakings are carried at nominal value.

	Place of incorporation	Principal place of business	Effective % holding	Principal activity	Registered office
Bfinance Acquisition Limited	UK	UK	100%	Holding company	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance Holdings Limited	UK	UK	100%	Holding company	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance US Limited	UK	US	100%	Investment advisors	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance International Limited	UK	UK	100%	Investment advisors	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance UK Limited	UK	UK*	100%	Investment advisors	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance Australia Pty	Australia	Australia	100%	Investment advisors	Level 8, 99 Elizabeth Street, Sydney NSW 2000
Bfinance Canada Inc.	Canada	Canada	100%	Investment advisors	1250 Rene Levesque Boulevard West, Suite 2200 Montreal, Québec H3B 4W8
Bfinance Deutschland GMBH	Germany	Germany	100%	Investment advisors	Promenadeplatz 8 80333 Munich

* Bfinance UK Limited also has places of business in France and Germany via branches

10. Trade and other receivables

	2022 £	2021 £
Trade receivables	4,133,296	909,017
Prepayments and accrued income	14,97,993	12,988,792
Other receivables	344,528	358,320
	19,465,817	14,256,129

Management has assessed that there are no significant expected credit losses on financial instruments as defined under IFRS 9.

11. Cash and cash equivalents

	2022 £	2021 £
Cash at bank	3,279,027	3,473,965
	3,279,027	3,473,965

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

12. Trade and other payables

	2022 £	2021 £
Trade payables	664,133	575,402
Accruals	4,849,419	3,640,192
Corporation tax	1,539,880	1,373,733
Other taxation and social security	536,220	310,824
	7,589,652	5,900,151

13. Interest bearing loans and borrowings

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group's exposure to interest rate and foreign currency risk, see note 15.

	2022 £	2021 £
Current liabilities		
Bank loans	356,310	273,263
Bank loan interest payable	43,109	46,574
Deferred consideration payable	1,842	1,859
Working Capital loan notes	2,999,994	-
Preference share interest	12,418,021	-
	15,819,276	321,696
Redeemable preference shares – current	17,977,750	-
Non-current liabilities		
Bank loans	5,195,385	5,548,208
Vendor Loan notes	1,157,826	1,117,250
Working Capital loan notes	-	2,858,300
Preference share interest	-	9,854,216
Loan arrangement fees	(263,333)	(342,333)
	6,089,878	19,035,641
Redeemable preference shares – non-current	-	17,977,750

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

On 29 July 2020, Bfinance Holdings Limited entered into a five-year term loan agreement with its bank, HSBC UK Bank plc of £6m term debt across two facilities and a revolving facility of £3m, the proceeds of which were used to repay the Group's £5m senior debt with BMS Finance (UK) S.A.R.L. On 3 August 2020, Facility A was redenominated from £2 million to €2,214,500, with interest rate of 3.75% margin over EURIBOR. Facility B for £4 million has an interest rate of 4% margin over SONIA.

€1,010,823 Vendor loan notes were issued in April 2016 as part of the consideration for the acquisition of Bfinance Holdings Limited. These loan notes are denominated in Euros, have an annual interest rate of 6%, and were originally due for repayment on 29 April 2021. Following a meeting of loan note holders in September 2020, the loan notes are now repayable within 6 months of 29 July 2025. At 31 March 2022 the amount repayable for the loan notes was £1,157,826 (2021: £1,117,250).

€2,500,048 Working capital loan notes were issued in April 2016 as part of the consideration for the acquisition of Bfinance Holdings Limited. These loan notes are denominated in Euros, have an annual interest rate of 8%, and are repayable if contract conditions are met. At 31 March 2022 the amount repayable for the loan notes was £2,999,994 (2021: £2,858,300). The conditions require the Group to demonstrate that it has sufficient cash to make the payment and projected cash to fund at least twelve months of working capital, as well as approval from lenders and finance providers. Due to the terms of the loan notes, these have been included as current liabilities in the financial statements. However, the Board has final discretion on payment.

Redeemable preference shares

As part of the acquisition of Bfinance Group Holdings Limited on the 29 April 2016 the Company issued 18,007,750 preference shares for a value of £18,007,750 (£1 per share). 30,000 B preference shares were cancelled in the year ended 31 March 2021.

The redeemable preference shares matured on 29 April 2021 and so have been included as current liabilities. However, the redemption of these shares is at the final discretion of the Board. The Group is obliged to pay 11,504,056 A preference shareholders a 10% annual interest and 6,473,694 B preference shareholders an 8% annual interest. Redeemable preference shares do not carry a right to vote.

As at 31 March 2022 interest totalling £12,418,021 (2021: £9,854,216) had accrued on the preference shares.

	Currency	Interest Rate	Date of Maturity	Carrying Value £
Liabilities				
Bank loans	EUR/GBP	3.75% & 4% over Base	2025	5,533,423
Vendor Loan notes	EUR	6%	2025	1,157,826
Working Capital loan notes	EUR	8%	When criteria met	2,999,994
Redeemable preference shares	GBP	10% & 8%	Matured on 29 April 2021- repayment at discretion of the Board	17,977,750

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

14. Deferred tax

Deferred tax assets and liabilities in the Group as at the date of the statement of financial position are attributable to the following:

	Assets £	Liabilities £
Tangible asset timing differences	5,298	-
Intangible asset timing differences	-	(532,592)
Short-term timing differences	425,540	-
Tax value of losses	3,627	-
	<u>434,465</u>	<u>(532,592)</u>
Net tax liabilities		<u>(98,127)</u>

Movement in deferred tax during the year

	2021 £	Recognised in Statement of Comprehensive Income £	2022 £
Tangible asset timing differences	3,143	2,155	5,298
Intangible asset timing differences	(502,638)	(29,954)	(532,592)
Short-term timing differences	281,218	144,322	425,540
Tax value of losses	2,757	870	3,627
	<u>(215,520)</u>	<u>117,393</u>	<u>(98,127)</u>

The Government has announced that from 1 April 2023, the corporation tax rate will increase from 19% to 25%. The increase has been taken into account in calculating the deferred tax liability.

The Group has deferred tax assets not recognised of £265,440 (2021: £201,735). These are not recognised as the timing of profits are uncertain in the subsidiaries to which the assets relate.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

15. Financial risk management objectives and policies

The Group's principal financial instruments comprise cash and cash equivalents, trade and other receivables, short-term deposits, trade and other payables, bank loans and loan notes.

The main purpose of these financial instruments is to finance the Group's operations. The Group has other financial instruments which mainly comprise trade receivables and trade payables which arise directly from its operations.

Risk management is carried out by the finance department under policies approved by the Board of Directors. The Group finance department identifies, evaluates and manages financial risks. The Board provides guidance on overall risk management including foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

The impact of the risks required to be discussed under IFRS 7 are detailed below:

a) Market risk

Foreign exchange risk

The Company's exposure to foreign currency risk is as follows. This is based on the carrying amount for monetary financial instruments except derivatives when it is based on notional amounts.

	Sterling £'s	Euro £'s	USD £'s	Other £'s	Total £'s
Cash and cash equivalents	601,694	865,256	1,578,105	233,972	3,279,027
Trade receivables	220,025	1,801,945	1,824,356	286,970	4,133,296
Bank loans	(4,031,632)	(1,281,567)	-	(18,272)	(5,331,471)
Loan notes	-	(4,157,820)	-	-	(4,157,820)
Preference share interest	(12,418,021)	-	-	-	(12,418,021)
Deferred consideration	-	(1,842)	-	-	(1,842)
Trade payables	(544,632)	(48,892)	(58,951)	(11,658)	(664,133)
Balance sheet exposure	(16,172,566)	(2,822,920)	3,343,510	491,012	(15,160,964)

The table below shows the equity impact of both a weakening and strengthening in the EUR and USD rates and the impact this would have upon equity

	Total £'s	5% Strengthening	5% Weakening
Balance sheet exposure	(15,160,964)	(15,186,994)	(15,134,934)
Equity impact		(26,030)	26,030

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

15. Financial risk management objectives and policies (continued)

b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2022	2021
	£	£
Classes of financial assets – carrying amounts		
Cash and cash equivalents	3,279,027	3,473,965
Trade receivables	4,133,296	909,017

Credit risk is managed on a group basis. Credit risks arise from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions.

The Group's credit risk is primarily attributable to its trade receivables. It is the policy of the Group to present the amounts in the statement of financial position net of allowances for doubtful receivables, estimated by the Group's management based on prior experience and the current economic environment. The Group reviews the reliability of its customers on a regular basis, such a review takes into account the nature of the Group's trading history with the customer.

	2022	2021
	£	£
Concentration of credit risk		
France	98,645	-
Germany	460,240	192,541
Canada	765,376	5,144
US	213,981	-
UK	2,595,054	711,332
Total	4,133,296	909,017

The ageing of trade receivables at the balance sheet date was:

	2022	2021
	£	£
0-30 days overdue	2,282,377	791,894
31-60 days overdue	1,585,677	124,345
61-90 days overdue	65,540	(12,366)
91+ days overdue	199,702	5,144
Total receivables	4,133,296	909,017

The credit risk on liquid funds is limited because funds are held with banks with high credit-ratings assigned by international credit-rating agencies. Management does not expect any losses from non-performance of these counterparties.

None of the Group's financial assets are secured by collateral or other credit enhancements.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

15. Financial risk management objectives and policies (continued)

c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with the financial liabilities that are settled by delivering cash or other financial assets. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when then are due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group closely monitors its access to bank and other credit facilities in comparison to its outstanding commitments on a regular basis to ensure that it has sufficient funds to meet obligations of the Group as they fall due.

The Board receives regular cash flow forecasts so that it can take the appropriate measures as required.

Detailed analysis of the debt facilities taken out and available to the Group are disclosed in note 13.

As at 31 March 2022, the Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Carrying amount	Contractual cashflows	1 year or less	1 to < 2 years	2 < 5 years	>5 years
Non-derivative financial liabilities	£	£	£	£	£	£
Bank loans	5,331,471	5,594,804	356,310	380,292	4,858,202	-
Working capital loan notes	2,999,994	2,999,994	2,999,994	-	-	-
Vendor loan notes	1,157,826	1,157,826	-	-	1,157,826	-
Deferred consideration	1,842	1,842	1,842	-	-	-
Redeemable preference shares*	17,977,750	17,977,750	17,977,750	-	-	-
Interest on preference shares*	12,418,021	12,418,021	12,418,021	-	-	-
Lease payables (current and non- current)	972,537	1,062,236	455,244	455,244	151,748	-
Trade and other payables	7,589,652	7,589,652	7,589,652	-	-	-
Total	48,449,093	48,802,125	41,798,813	835,536	6,167,776	-

* Amounts repayable when deemed appropriate by the Board.

The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of the liabilities at the reporting date.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

15. Financial risk management objectives and policies (continued)

d) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, to maintain an optimal capital structure to reduce the cost of capital and to meet regulatory capital requirements set by the Financial Conduct Authority. In order to maintain or adjust the capital structure, the Group may, subject to shareholders' approval as appropriate, adjust the amount of interest paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts. The Company deducts redeemable preference shares when looking at these calculations as they are legal equity documents, and also deducts lease liabilities as they are not deemed relevant for this calculation.

Capital for the reporting years under review is summarised as follows:

	2022	2021
	£	£
Total equity	(8,590,489)	(8,959,505)
Less unrestricted cash and cash equivalents	(3,279,027)	(3,473,965)
Add back redeemable preference shares including interest	30,395,771	27,831,966
	18,526,255	15,398,496
Total equity	(8,590,489)	(8,959,505)
Borrowings	(22,881,691)	(21,039,538)
Add back redeemable preference shares including interest	30,395,771	27,831,966
Add back lease liabilities	972,537	1,339,868
	(103,872)	(827,209)
Capital-to-overall financing ratio	(0.6)%	(5.4)%

16. Financial instruments – Fair values and risk management

The Group's financial instruments consist of loans, trade receivables and trade payables. The carrying value of these are all recorded at amortised cost. The fair values of these financial instruments are approximate to their carrying values due to either their short-term nature or being priced at variable interest rates.

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

17. Capital

		<u>Ordinary shares</u>		
		<u>2022</u>	<u>2021</u>	
Number of ordinary shares in issue		124,158	124,158	
<i>Allotted, called up and fully paid</i>				
<u>Class</u>	<u>No.</u>	<u>Price Per Share</u>	<u>Share Capital</u>	<u>Share Premium</u>
		<u>£</u>	<u>£</u>	<u>£</u>
A Ordinary Shares	65,161	£0.001 each	65.16	49,676
B1 Ordinary Shares	28,338	£0.001 each	28.34	21,604
B2 Ordinary Shares	6,500	£0.200 each	1,300.00	3,662
C Ordinary Shares	24,154	£0.001 each	24.15	29,959
D Ordinary Shares	5	£0.001 each	0.005	-
Total			1,417	104,901

Holders of A and B ordinary shares are entitled to receive notice of, and to attend or speak at, any general meeting of the Company and have voting rights.

Holders of C and D are not entitled to receive notice of or to attend or speak at any general meeting of the Company and do not have voting rights.

Holders of D shares have a put right to require the Company or person nominated by the Company to purchase all of their ordinary shares.

18. Leases

The Group leases consist of land and buildings only. Information about leases for which the Group is a lessee is presented below:

Right-of-use assets

	<u>£</u>
Balance at 31 March 2020	1,319,541
Depreciation charge for the year	(304,834)
Balance at 31 March 2021	1,014,707
Depreciation charge for the year	(304,834)
Balance at 31 March 2022	709,873

Bfinance Group Holdings Limited
Notes to the Consolidated Financial Statements (continued)
For the year ended 31 March 2022

18. Leases (continued)

Lease liabilities

	2022 £	2021 £
<u>Maturity analysis – contractual undiscounted cash flows</u>		
Less than one year	455,244	455,244
One to five years	606,992	1,062,236
Total undiscounted lease liabilities at year end	1,062,236	1,517,480
 Lease liabilities included in the Statement of Financial Position		
Current	455,244	455,244
Non-current	517,293	884,624
	972,537	1,339,868
 Amounts recognised in Statement of Consolidated Income		
Interest on lease liability	87,913	116,266

19. Contingent liabilities

There were no material Group contingent liabilities at 31 March 2022.

20. Related party transactions

Bfinance International Limited has a cost sharing agreement with Redbridge DTA for the supply of services to its French office. David Vafai, a Director of Bfinance Group Holdings Limited is the chairman of Redbridge DTA. Costs incurred during the year amounted to £20,849 (2021: £20,925).

5,385,468 B preference shares are held by Lutea Trustees, a family trust in which David Vafai is a beneficiary. As at 31 March 2022 interest totalling £3,108,311 (2021: £2,479,142) had accrued on the preference shares.

Monitoring fees totalling £108,146 (2021: £106,565) were paid to the ultimate parent company, Baird Capital Partners Europe Limited, of which nil (2021: nil) was outstanding at 31 March 2022.

21. Ultimate parent company and parent company

Bfinance Group Holdings Limited is majority owned by Baird Capital Partners Europe II LP and BCPE II Special Affiliates LP. These funds are ultimately controlled by Baird Capital Partners Europe Limited, incorporated in England.

22. Post balance sheet events

The ownership of the Company as at the balance sheet date and the date of these financial statements is as stated in note 21. On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023, funded by a £30m 6-year term loan with 12% interest rate in total of which 5% is cash interest and 7% deferred. Following completion, the Company and the Group will be owned solely by management with David Vafai, the current Chief Executive Officer being the majority shareholder.

Bfinance Group Holdings Limited
Company Statement of Financial Position
As at 31 March 2022

Company Registration Number 09846804

	Note	2022 £	2021 £
Non-current assets			
Investments	4	24,434,905	24,434,905
		24,434,905	24,434,905
Current assets			
Trade and other receivables	5	949,402	498,219
		949,402	498,219
Total assets		25,384,307	24,933,124
Current liabilities			
Trade and other payables	6	(5,882,113)	(5,387,661)
Interest bearing loans and borrowings	7	(15,419,857)	(1,859)
		(21,301,970)	(5,389,520)
Non-Current liabilities			
Interest bearing loans and borrowings	7	(1,157,826)	(13,829,766)
Redeemable preference shares		(17,977,750)	(17,977,750)
		(19,135,576)	(31,807,516)
Net Liabilities		(15,053,239)	(12,263,912)
Equity			
Called up share capital	9	1,417	1,417
Share premium account	9	104,901	104,901
Retained earnings		(15,159,557)	(12,370,230)
Total shareholders' deficit		(15,053,239)	(12,263,912)

The notes on pages 47 to 53 form part of these financial statements.

These financial statements were approved by the Board of Directors and were signed on its behalf by:



David Vafai
Director

Date: 27 January 2023

Bfinance Group Holdings Limited
Company Statement of Changes in Equity
As at 31 March 2022

	Share capital £	Share premium £	Retained earnings £	Total £
As at 31 March 2020	1,416	84,941	(10,164,627)	(10,078,270)
Comprehensive income				
Shares issued	1	-	-	1
Additions to share premium	-	19,960	-	19,960
Loss for the year	-	-	(2,205,603)	(2,205,603)
As at 31 March 2021	1,417	104,901	(12,370,230)	(12,263,912)
Comprehensive income				
Shares issued	-	-	-	-
Additions to share premium	-	-	-	-
Loss for the year	-	-	(2,789,327)	(2,789,327)
As at 31 March 2022	1,417	104,901	(15,159,557)	(15,053,259)

The notes on pages 47 to 53 form part of these financial statements.

Bfinance Group Holdings Limited
Notes to the Company Financial Statements
For the year ended 31 March 2022

1. General information

The address of its registered office is 2nd Floor 36 Queen Street, London, EC4R 1BN.

The principal activity of the Company is that of a holding company. The principal activity of its subsidiaries is the provision of fund manager search and selection services to investors.

2. Company accounting policies

Statement of compliance

The Financial Statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 ('FRS 101') issued by the Financial Reporting Council and in accordance with the Companies Act 2006.

As permitted by s.408 of the Companies Act 2006, a Statement of Comprehensive Income is not presented for Bfinance Group Holdings Limited.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - i. paragraph 79(a)(iv) of IAS 1;
 - ii. paragraph 73(e) of IAS 16 Property, plant and equipment; and
 - iii. paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the year).
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - i. 10(d), (statement of cash flows);
 - ii. 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - iii. 16 (statement of compliance with all IFRS);
 - iv. 38A (requirement for minimum of two primary statements, including cash flow statements);
 - v. 38B-D (additional comparative information);
 - vi. 40A-D (requirements for a third statement of financial position);
 - vii. 111 (cash flow statement information); and
 - viii. 134-136 (capital management disclosures).

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

Statement of compliance (continued)

- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Going concern

The Directors have performed a going concern assessment for a 15-month period from the date of these financial statements to the end of next financial year to 31 March 2024 which indicates that the Company and the Group have adequate resources to continue in operational existence for that time and therefore continue to adopt the going concern basis in preparing the annual Financial Statements.

On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023. The management have funded the transaction through private debt which will be used to repay the existing debt and the redeemable preference shares together with the associated interest other than the amounts rolling forward into the acquiring company's capital structure

As at the date of these financial statements, the Group had a term loan of £6m from HSBC UK Bank plc until July 2025 of which £5.6m was outstanding at 31 March 2022 and a £3m revolving facility which was undrawn at 31 March 2022. Subject to completion of the management buyout noted above all of HSBC's debt and facilities will be repaid and the revolving facility replaced by a £1.7m working capital loan from shareholders which will be placed in an escrow account available for drawdown until June 2024.

The Company's issued redeemable preference shares matured on 29 April 2021. The Company has confirmed that these are redeemable at the Directors' discretion and have disclosed as current liabilities, due in under one year as these will be redeemed subject to the completion of the management buyout noted above.

Forecasts were prepared and tested under reasonable stress scenarios, which show that the available facilities together with the Group's considerable amount of accrued revenue across different geographic areas which is expected to unwind in the normal course of business should provide sufficient working capital and liquidity to the Company and Group for at least 15 months from the date of these financial statements. These scenarios identify various areas where costs could be reduced in the event of revenues or cash flows being lower than the expected base case forecast.

The Group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its activities, and its exposures to, credit, liquidity and currency risk, are described in pages 2 to 4 of this report.

The Directors have considered the risks to the Company and Group of current macroeconomic and geopolitical events on pages 2 to 4 of this report.

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

The carrying amounts are reviewed by management at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of Comprehensive Income.

Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill or from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable and loans to and from related parties. These transactions are initially recognised at cost and subsequently recognised at amortised cost.

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

a) Financial assets

At the end of each reporting year financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the Asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income.

Financial assets are derecognised when:

- the contractual rights to the cash flows from the asset expire or are settled; or
- substantially all the risks and rewards of the ownership of the asset are transferred to another party; or
- despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

b) Financial liabilities

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Share capital transactions

When the Company purchases equity share capital, the amount of the consideration paid, including directly attributable costs, is recognised as a charge to equity. Purchased shares are either held in treasury in order to satisfy employee options, or cancelled and, in order to maintain capital, an equivalent amount to the nominal value of the shares cancelled is transferred from retained earnings.

Interest

Interest payable are recognised when they meet the criteria for a present obligation (i.e. when they have been approved).

Critical accounting estimates and judgements

In the application of the Company's accounting policies the Directors are required to make a number of estimates and assumptions about the carrying amounts 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 year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below:

Impairment of investments in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

The carrying amounts are reviewed by management at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

3. Auditor's remuneration

The audit fee for the year was £95,000 (2021: £90,000). This represents the audit fee for the whole Bfinance Group.

4. Investments

Shares in subsidiary undertakings are carried at £24,434,905 value.

The subsidiary undertakings are all 100% owned.

	Place of incorporation	Principal activity	Business location	Registered office
Bfinance Acquisition Limited	United Kingdom	Holding company	United Kingdom	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance Holdings Limited	United Kingdom	Holding company	United Kingdom	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance US Limited	United Kingdom	Investment advisors	US	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance International Limited	United Kingdom	Investment advisors	United Kingdom	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance UK Limited	United Kingdom	Investment advisors	United Kingdom	2nd floor 36 Queen Street, London, EC4R 1 BN
Bfinance Australia Pty	Australia	Investment advisors	Australia	Level 8, 99 Elizabeth Street, Sydney NSW 2000
Bfinance Canada Inc.	Canada	Investment advisors	Canada	1250 Rene Levesque Boulevard West, Suite 2200 Montreal, Québec H3B 4W8
Bfinance Deutschland GMBH	Germany	Investment advisors	Germany	Promenadeplatz 8 80333 Munich

5. Receivables due within one year

	2022 £	2021 £
Prepayments and accrued income	36,971	37,452
Other receivables	14,068	17,049
Amounts owed by Group undertakings	701,555	336,260
Deferred tax asset	196,808	107,458
	949,402	498,219

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

6. Payables due within one year

	2022	2021
	£	£
Trade creditors	47,922	184,106
Amounts owed to Group undertakings	5,591,884	4,989,134
Accruals and deferred income	131,387	136,614
Taxation and social security	110,920	77,807
	5,882,113	5,387,661

7. Interest bearing loans and borrowings

	2022	2021
	£	£
Current liabilities		
Deferred consideration payable	1,842	1,859
Working Capital loan notes	2,999,994	-
Preference share interest	12,418,021	-
	15,419,857	1,859
Non-current liabilities		
Vendor Loan notes	1,157,826	1,117,250
Working Capital loan notes	-	2,858,300
Preference share interest	-	9,854,216
	1,157,826	13,829,766

€1,010,823 Vendor loan notes were issued in April 2016 as part of the consideration for the acquisition of Bfinance Holdings Limited. These loan notes are denominated in Euros, have an annual interest rate of 6%, and were originally due for repayment on 29 April 2021. Following a meeting of loan note holders in September 2020, the loan notes are now repayable within 6 months of 29 July 2025. At 31 March 2022 the amount repayable for the loan notes was £1,157,826 (2021: £1,117,250).

€2,500,048 Working capital loan notes were issued in April 2016 as part of the consideration for the acquisition of Bfinance Holdings Limited. These loan notes are denominated in Euros, have an annual interest rate of 8%, and are repayable if contract conditions are met. At 31 March 2022 the amount repayable for the loan notes was £2,999,994 (2021: £2,858,300). The conditions require the Group to demonstrate that it has sufficient cash to make the payment and projected cash to fund at least twelve months of working capital, as well as approval from lenders and finance providers. Due to the terms of the loan notes, these have been included as current liabilities in the financial statements. However, the Board has final discretion on payment.

The Company issued 18,007,750 preference shares for a value of £18,007,750 (£1 per share). 30,000 B preference shares were cancelled in the year with a value of £30,000. The redeemable preference shares matured on 29th April 2021 and so have been included as current liabilities. However, the redemption of these shares is at the final discretion of the Board. The Group is obliged to pay 11,504,056 A preference shareholders a 10% annual interest and 6,473,694 B preference shareholders an 8% annual interest. Redeemable preference shares do not carry a right to vote. As at 31 March 2022 interest totalling £12,418,021 (2021: £9,854,216) had accrued on the preference shares.

Holders of preference shares are not entitled to receive notice of or to attend or speak at any general meeting of the Company and do not have voting rights.

Bfinance Group Holdings Limited
Notes to the Company Financial Statements (continued)
For the year ended 31 March 2022

8. Provisions for Liabilities and Charges

The Company had no material provisions for liabilities and charges at 31 March 2022.

9. Share Capital

		<u>Ordinary shares</u>
	<u>2022</u>	<u>2021</u>
Number of ordinary shares in issue	124,158	124,158

Allotted, called up and fully paid

<u>Class</u>	<u>No.</u>	<u>Price Per Share</u>	<u>Share Capital</u>	<u>Share Premium</u>
		<u>£</u>	<u>£</u>	<u>£</u>
A Ordinary Shares	65,161	£0.001 each	65.16	49,676
B1 Ordinary Shares	28,338	£0.001 each	28.34	21,604
B2 Ordinary Shares	6,500	£0.200 each	1,300.00	3,662
C Ordinary Shares	24,154	£0.001 each	24.15	29,959
D Ordinary Shares	5	£0.001 each	0.005	-
Total			<u>1,417</u>	<u>104,901</u>

Holders of A and B ordinary shares are entitled to receive notice of, and to attend or speak at, any general meeting of the Company and have voting rights.

Holders of C and D shares are not entitled to receive notice of or to attend or speak at any general meeting of the Company and do not have voting rights.

Holders of D shares have a put right to require the Company or person nominated by the Company to purchase all of their ordinary shares.

10. Controlling parties

Bfinance Group Holdings Limited is majority owned by Baird Capital Partners Europe II LP and BCPE II Special Affiliates LP. These funds are ultimately controlled by Baird Capital Partners Europe Limited, incorporated in England.

11. Post balance sheet events

The ownership of the Company as at the balance sheet date and the date of these financial statements is as stated in note 10. On 6 December 2022 the shareholders entered into an agreement to sell the Company and the Group to management with the transaction scheduled to complete on 31 January 2023, funded by a £30m 6-year term loan with 12% interest rate in total of which 5% is cash interest and 7% deferred. Following completion, the Company and the Group will be owned solely by management with David Vafai, the current Chief Executive Officer being the majority shareholder.