

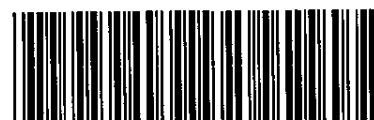
COMPANY REGISTRATION NUMBER: 10063916

Alvarium Pradera Holdings Limited
Unaudited Financial Statements
31 December 2021

COVENEY NICHOLLS

Chartered accountants
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Alvarium Pradera Holdings Limited

Financial Statements

Year ended 31 December 2021

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Alvarium Pradera Holdings Limited

Directors' Report

Year ended 31 December 2021

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

Directors

The directors who served the company during the year were as follows:

Mr A C Williams
Mr J R Elkington
Mr E P Shave

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 21/12/2022 and signed on behalf of the board by:

DocuSigned by:

Elliot Shave

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Mr E P Shave
Director

Registered office:
10 Old Burlington Street
London
United Kingdom
W1S 3AG

Alvarium Pradera Holdings Limited

Statement of Comprehensive Income

Year ended 31 December 2021

	Note	2021 £	2020 £
Administrative expenses		(26,330)	(9,662)
Operating loss		(26,330)	(9,662)
Loss before taxation		(26,330)	(9,662)
Tax on loss	4	—	—
Loss for the financial year and total comprehensive income		(26,330)	(9,662)

All the activities of the company are from continuing operations.

The notes on pages 5 to 11 form part of these financial statements.

Alvarium Pradera Holdings Limited

Statement of Financial Position

31 December 2021

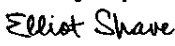
	Note	2021 £	2020 £
Fixed assets			
Investments	6	8,910,025	8,910,025
Current assets			
Debtors	7	11,065	—
Creditors: amounts falling due within one year	8	(8,947,419)	(8,910,024)
Net current liabilities		(8,936,354)	(8,910,024)
Total assets less current liabilities		(26,329)	1
Net (liabilities)/assets		(26,329)	1
Capital and reserves			
Called up share capital	9	1	1
Profit and loss account	10	(26,330)	—
Shareholders (deficit)/funds		(26,329)	1

For the year ending 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

These financial statements were approved by the board of directors and authorised for issue on 21/12/2022, and are signed on behalf of the board by:

DocuSigned by:

 8B45333FA08F429...
 Mr E P Shave
 Director

Company registration number: 10063916

The notes on pages 5 to 11 form part of these financial statements.

Alvarium Pradera Holdings Limited**Statement of Changes in Equity****Year ended 31 December 2021**

	Called up share capital £	Profit and loss account £	Total £
At 1 January 2020	1	37,658	37,659
Loss for the year	—	(9,662)	(9,662)
Total comprehensive income for the year	—	(9,662)	(9,662)
Dividends paid and payable	5	(27,996)	(27,996)
Total investments by and distributions to owners	—	(27,996)	(27,996)
At 31 December 2020	1	—	1
Loss for the year	—	(26,330)	(26,330)
Total comprehensive income for the year	—	(26,330)	(26,330)
At 31 December 2021	1	(26,330)	(26,329)

The notes on pages 5 to 11 form part of these financial statements.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements

Year ended 31 December 2021

1. General information

Alvarium Pradera Holdings Limited (the "Company") is a private company limited by shares, registered in England and Wales. The address of the registered office is 10 Old Burlington Street, London, W1S 3AG, England.

The ultimate parent company is Alvarium Investments Limited, and the Company is a member of the wider Alvarium group (the "Group").

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity. The company is a private limited company incorporated in England and Wales.

Going concern

Following the Covid-19 Global Pandemic, the Parent Company Board, Shareholders, Partners and Operations Committee are continually monitoring and discussing matters including cost and liquidity on a weekly basis at the height of the pandemic, successfully navigating an unprecedented period. Management remain focussed on navigating successfully through any further disruptions to normal activity.

The directors consider the state of the Company's affairs to be satisfactory and anticipate results for the wider Group for the coming year to improve further as part of the group's proposed combination with Tiedemann Advisors, LLC and TIG Advisors on behalf of the Cartesian Growth Corporation under the Securities Exchange Act of 1993 in relation to a public list on the US Nasdaq under Alvarium Tiedemann.

After reviewing the Company's forecasts and risk assessments under both current and post-merger scenarios, the Directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the company has adequate resources to continue in operational existence for 12 months from the date of signing these accounts. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

The parent company is committed to the support and future funding of the Company's liabilities on the basis of the support provided the directors are satisfied that the going concern assertion remains appropriate.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

3. Accounting policies *(continued)*

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of its ultimate parent company Alvarium Investments Limited (company number 09111421) which can be obtained from Companies House, Cardiff. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) Disclosures in respect of share-based payments have not been presented.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgements

The most significant judgement management have made in applying the company's accounting policies concerns determining whether there are any indicators of impairment of the carrying value of the Company's investment in Kuno Investments Limited. In determining this, management have reviewed the consolidated results of Kuno Investments Limited and the future trading prospects. As a result of this process they have determined there are no indicators of impairment present.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The directors have not had to make any key assumptions and nor is there any other source of estimation uncertainty that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

3. Accounting policies *(continued)*

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Investments in associates

Investments in associates accounted for in accordance with the cost model are recorded at cost less any accumulated impairment losses.

Investments in associates accounted for in accordance with the fair value model are initially recorded at the transaction price. At each reporting date, the investments are measured at fair value, with changes in fair value recognised in other comprehensive income/profit or loss. Where it is impracticable to measure fair value reliably without undue cost or effort, the cost model will be adopted.

Dividends and other distributions received from the investment are recognised as income without regard to whether the distributions are from accumulated profits of the associate arising before or after the date of acquisition.

Investments in joint ventures

Investments in jointly controlled entities accounted for in accordance with the cost model are recorded at cost less any accumulated impairment losses.

Investments in jointly controlled entities accounted for in accordance with the fair value model are initially recorded at the transaction price. At each reporting date, the investments are measured at fair value, with changes in fair value recognised in other comprehensive income/profit or loss. Where it is impracticable to measure fair value reliably without undue cost or effort, the cost model will be adopted.

Dividends and other distributions received from the investment are recognised as income without regard to whether the distributions are from accumulated profits of the joint venture arising before or after the date of acquisition.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

3. Accounting policies *(continued)*

Impairment of fixed assets *(continued)*

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

4. Tax on loss

Reconciliation of tax income

The tax assessed on the loss on ordinary activities for the year is higher than (2020: higher than) the standard rate of corporation tax in the UK of 19% (2020: 19%).

	2021 £	2020 £
Loss on ordinary activities before taxation	(26,330)	(9,662)
Loss on ordinary activities by rate of tax	(5,003)	(1,836)
Effect of expenses not deductible for tax purposes	5,225	—
Utilisation of tax losses	(76)	—
Group relief surrendered/(claimed)	(146)	1,836
Tax on loss	—	—

5. Dividends

	2021 £	2020 £
Dividends paid during the year (excluding those for which a liability existed at the end of the prior year)	—	27,996

6. Investments

	Shares in participating interests £
Cost	
At 1 January 2021 and 31 December 2021	8,910,025
Impairment	
At 1 January 2021 and 31 December 2021	—
Carrying amount	
At 31 December 2021	8,910,025
At 31 December 2020	8,910,025

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

6. Investments *(continued)*

On 31 May 2016 the group completed the acquisition of a 49.9% stake in Kuno Investments Limited, the parent company of a group of regulated companies whose principal activity is that of a retail property fund manager. The initial consideration payable, including directly attributable costs was £8,910,025.

As part of the agreement relating to the acquisition of Kuno Investments Limited during the period, there was a potential earn out payment with a maximum value of £2,150,526. This was dependent on the consolidated financial results of Kuno Investments Limited in the years ended 31 December 2018 and 31 December 2019.

Following completion of the consolidated accounts for Kuno Investments Limited it was confirmed that no earn out payment will be payable.

In addition to the ordinary shares held, the company holds one golden share of no par value. This entitles the company to certain preferential distributions ahead of other shareholders.

Subsidiaries, associates and other investments

	Class of share	Percentage of shares held
Other significant holdings		
Kuno Investments Limited	Ordinary	49.9
	Golden	100

7. Debtors

	2021	2020
	£	£
Amounts owed by Group undertakings	11,065	—

The amounts due from group undertakings are unsecured, interest free and repayable on demand.

8. Creditors: amounts falling due within one year

	2021	2020
	£	£
Amounts owed to Group undertakings	8,918,319	8,895,012
Accruals and deferred income	29,100	15,012
	<u>8,947,419</u>	<u>8,910,024</u>

The amounts due to group undertakings are unsecured, interest free and repayable on demand.

Alvarium Pradera Holdings Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

9. Called up share capital

Issued, called up and fully paid

	2021		2020	
	No.	£	No.	£
Ordinary shares of £0.01 each	100	1	100	1

10. Reserves

Profit and loss account

This reserve records retained earnings and accumulated losses.

11. Related party transactions

The company has taken advantage of the exemption offered by FRS102 from disclosing related party transactions with fellow wholly owned subsidiaries of the Alvarium Group.

Parent company guarantee

In order to take advantage of the exemption from audit offered by S479A of the Companies Act 2006 applicable to subsidiaries, Alvarium Investments Ltd has provided a guarantee for all of the Company's liabilities as at 31 December 2021. This guarantee has been provided under section 479C of the Companies Act 2006.

12. Controlling party

The ultimate parent company and the smallest and largest group to consolidate these financial statements is Alvarium Investments Limited, a company incorporated in England and Wales under registration number 09111421. Copies of the consolidated accounts are available from Companies House, Cardiff.

In the opinion of the directors, Alvarium Investments Limited is not controlled by any single party.

The immediate parent company is Alvarium RE Limited.