

Registered number: 12130096

Expert Midco 1 Limited

Annual report and financial statements

For the year ended 31 December 2021

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Expert Midco 1 Limited

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Expert Midco 1 Limited

Company information

Directors

Mr P Clark
Mr D Francis
Mr T Richardson

Company secretary

London Registrars Ltd

Registered number

12130096

Registered office

Suite A
6 Honduras Street
London
England
EC1Y 0TH

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
United Kingdom
WC2N 6RH

Expert Midco 1 Limited

Strategic report For the year ended 31 December 2021

The directors present their Strategic report on the company for the year ended 31 December 2021.

Fair review of the business

The principal activity of the company is that of a holding company, with the trading entity of the group, Hanson Wade Limited's principal activity being the production and delivery of conferences and associated services, including market intelligence on a subscription basis.

The company was incorporated in England, United Kingdom on 30 July 2019 as a company limited by shares. The company is a fully owned subsidiary of Expert Topco Limited. It was incorporated together with its direct subsidiary Expert Midco 2 Limited and its indirect subsidiary, Expert Bidco Limited, to acquire Hanson Wade Limited. On 14 August 2019, the acquisition was completed.

On 3 August 2020, the company listed the loan notes held by funds managed by Graphite Capital Management LLP as unsecured loan notes on The International Stock Exchange, Guernsey. On 19 January 2022, subsequent to the year end, the loan notes were delisted and redeemed in full together with the accrued interest to that date. This was achieved with a combination of cash and additional external debt, via its subsidiaries.

As at the year ended 31 December 2021, the company had net liabilities of £7,089,000 (2020: £3,934,000) which reflects the net amount payable to other group undertakings and amounts payable in respect of loan notes issued by the entity.

Key performance indicators

The company did not trade during the reporting period and there is no intention for it to trade in the future.

Future developments

The directors are not aware at the date of this report of any likely changes to the stated principal activity over the next reporting period.

Principal risks and uncertainties

The exposure of the Expert Topco Limited group to financial risks is disclosed in the Expert Topco Limited consolidated financial statements. Due to the activities of the company, it is not exposed to a number of these financial risks other than credit risk relating to intercompany debtors.

This report was approved by the board on 28 March 2022 and signed on its behalf.

Darren Francis

Mr D Francis
Director

Expert Midco 1 Limited

Directors' report

For the year ended 31 December 2021

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

Principal activities

The principal activity of the company is that of a holding company.

Results and dividends

The loss for the financial year amounted to £3,156,000 (loss for the 17 month period ended 31 December 2020: £3,934,000).

There were no dividends paid during the period (17 month period ended 31 December 2020: nil). The directors do not recommend the payment of a final dividend.

Directors

The directors of the company who served during the year and up to the date of signing the financial statements were:

Mr P Clark
Mr D Francis
Mr T Richardson

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial period and is currently in force. The Expert Topco group also purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of the company and its directors.

Going concern

The directors confirm that having reviewed the company's cash requirements for the next 12 months from the date of signing the financial statements, they have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as and when they fall due for the foreseeable future. The company's status as a going concern is dependent on the continued support from its ultimate parent entity, Expert Topco Limited, which in turn relies on the viability of the Expert Topco group ('the group'). The directors have considered their current cash flow projections, financing costs of the term loan and the revolving credit facility within the group. Having due regard to these factors and the letter of support the company has received from Expert Topco Limited, the directors have adopted the going concern basis in preparing these financial statements.

Expert Midco 1 Limited

Directors' report (continued) For the year ended 31 December 2021

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Post balance sheet events

On 19 January 2022 and as detailed in the Strategic Report on page 2, the loan notes were delisted from The International Stock Exchange, Guernsey and were redeemed in full, together with the accrued interest.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment as in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 28 March 2022 and signed on its behalf.

Darren Francis

Mr D Francis
Director

Independent auditors' report to the members of Expert Midco 1 Limited

Report on the audit of the financial statements

Opinion

In our opinion, Expert Midco 1 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2021; the Statement of comprehensive income and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' 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 remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview

Audit scope

- We audited Expert Midco 1 Limited as a stand-alone entity to statutory materiality.

Key audit matters

- Carrying value of amounts due from group undertakings

Materiality

- Overall materiality: £625,940 (2020: £274,950) based on 1% of total assets.
- Performance materiality: £469,455 (2020: £206,213).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Expert Midco 1 Limited

Carrying value of amounts due from group undertakings is a new key audit matter this year. The impact of the COVID-19 pandemic, which was a key audit matter last year, is no longer included because of the ability of the company and the Expert Topco Limited group, of which the company is part of, to continue to trade through the pandemic through changes to operational focus and no material internal control, audit or going concern issues having been identified during our audit as a result of COVID-19. Accordingly, this pervasive key audit matter has been replaced by the one below, which continues to be an area of focus for our audit.

Key audit matter	How our audit addressed the key audit matter
<i>Carrying value of amounts due from group undertakings</i> The company has amounts due from group undertakings of £62.6m as at 31 December 2021. Due to their materiality in the context of the company's financial statements as a whole, the assessment of the carrying value of these receivables is considered to be the area on which the most audit effort is spent.	 We have reviewed the cash flow forecasts for the Expert Topco Limited group, of which the company is part, to support the carrying value of assets within the group, including these amounts due to the company from other group undertakings. Our procedures included: testing of the mathematical accuracy of the forecasts, assessment of their reasonableness, consideration of possible downside sensitivities and evaluation of the appropriateness of key assumptions. The work that we performed did not identify any material misstatements regarding the recoverability of the carrying value of amounts due from group undertakings.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

We scoped the audit of Expert Midco 1 Limited as a stand-alone entity to statutory materiality. Where required, as described in the key audit matter, our audit procedures included assessment of the financial position, results and cash flow forecasts of the Expert Topco Limited group, of which the company is part.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<i>Overall company materiality</i>	£625,940 (2020: £274,950).
<i>How we determined it</i>	1% of total assets
<i>Rationale for benchmark applied</i>	We believe that total assets is the most appropriate measure for a non-trading intermediate holding company.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2020: 75%) of overall materiality, amounting to £469,455 (2020: £206,213) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £31,297 (2020: £13,748) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- an assessment (as a result of the company relying on continued financial support from its ultimate parent entity) of Expert Topco Limited's group cash flow forecasts, including the cash flows of the company, for a period of at least 12 months from the date of this opinion to ensure that sufficient liquidity exists in order to provide support to the company, should the need arise.

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 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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

Expert Midco 1 Limited

In preparing the financial statements, the directors are responsible for assessing the 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 company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to the posting of inappropriate journal entries and potential management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management and those charged with governance, including consideration of any known or suspected instances of non-compliance with laws and regulations and fraud;
- Performing procedures over any unusual journal entries;
- Challenging assumptions made by management in determining their judgements and accounting estimates; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

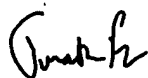
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Jonathan Ford (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 March 2022

Expert Midco 1 Limited

**Statement of comprehensive income
For the year ended 31 December 2021**

		Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
	Note		
Administrative expenses		(14)	(15)
Operating loss	5	(14)	(15)
Interest payable and similar expenses	7	(3,142)	(3,919)
Loss before taxation		(3,156)	(3,934)
Tax on loss	8	-	-
Loss for the financial year / period		(3,156)	(3,934)

The notes on pages 13 to 22 form part of these financial statements.

Expert Midco 1 Limited
Registered number: 12130096

Balance sheet
As at 31 December 2021

	Note	2021 £'000	2020 £'000
Fixed assets			
Investments	9	-	-
		<hr/>	<hr/>
		-	-
Current assets			
Debtors	10	62,594	62,594
Creditors: amounts falling due within one year	11	(69,684)	(35,109)
		<hr/>	<hr/>
Net current assets		(7,090)	27,485
		<hr/>	<hr/>
Total assets less current liabilities		(7,090)	27,485
Creditors: amounts falling due after more than one year	12	-	(31,419)
		<hr/>	<hr/>
Net liabilities		(7,090)	(3,934)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	14	-	-
Accumulated losses		(7,090)	(3,934)
		<hr/>	<hr/>
Total shareholders' deficit		(7,090)	(3,934)
		<hr/>	<hr/>

The financial statements on pages 10 to 22 were approved and authorised for issue by the board and were signed on its behalf on 28 March 2022

Darren Francis

Mr D Francis
Director

The notes on pages 13 to 22 form part of these financial statements.

Expert Midco 1 Limited**Statement of changes in equity
For the year ended 31 December 2021**

	Called up share capital £'000	Accumulated profits / (losses) £'000	Total shareholders' deficit £'000
At 30 July 2019 (incorporation)	-	-	-
Comprehensive income for the period			
Loss for the financial period	-	(3,934)	(3,934)
Total comprehensive income for the period	-	(3,934)	(3,934)
Shares issued during the period	1	-	1
Total transactions with owners	1	-	1
At 30 December 2020	1	(3,934)	(3,933)
Comprehensive income for the period			
Loss for the financial year	-	(3,156)	(3,156)
At 31 December 2021	1	(7,090)	(7,089)

The notes on pages 13 to 22 form part of these financial statements.

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

1. General information

The principal activity of the company is that of a holding company.

The company is a private company limited by shares and is incorporated, domiciled and registered in England, within the United Kingdom. The address of its registered office is Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

2. Statement of compliance

The financial statements of Expert Midco 1 Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

3.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006 and on the assumption that the company is a going concern.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 4).

The following principal accounting policies have been applied consistently unless otherwise specified:

3.2 New standards, amendments and interpretations issued but not yet effective

No new standards, amendments and interpretations which became effective in the period had a material impact on the company. There are also no new standards, amendments and interpretations in issue but not yet effective which the directors expect will have a future material impact on the company.

3.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

3. Accounting policies (continued)

The company has taken advantage of the following exemptions:

- under FRS 102 paragraph 1.12(b) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Expert Topco Limited, includes the company's cash flows in its own consolidated financial statements;
- from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and 12.26 to 12.29, as the information is provided in the consolidated financial statements of the group;
- from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7; and
- from disclosing related party transactions that are wholly owned within the same group under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31 December 2019 it was a wholly owned subsidiary.

3.4 Going concern

The directors confirm that having reviewed the company's cash requirements for the next 12 months from the date of signing the financial statements, they have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as and when they fall due for the foreseeable future. The company's status as a going concern is dependent on the continued support from its ultimate parent entity, Expert Topco Limited, which in turn relies on the viability of the Expert Topco group ('the group'). The directors have considered their current cash flow projections, financing costs of the term loan and the revolving credit facility within the group. Having due regard to these factors and the letter of support the company has received from Expert Topco Limited, the directors have adopted the going concern basis in preparing these financial statements.

3.5 Interest payable and similar expenses

Interest payable and similar expenses relate to the interest charged on loans and are recognised in the statement of comprehensive income in the period in which they are incurred.

3.6 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

3.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

3.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**Notes to the financial statements
For the year ended 31 December 2021**

3. Accounting policies (continued)

3.9 Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

i. Financial assets

Basic financial assets, including amounts owed by group undertakings, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period 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.

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

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) 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.

ii. Financial liabilities

Basic financial liabilities, including other creditors, bank loans and amounts owed to group undertakings initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

iii. Offsetting

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.9 Current and deferred taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

3. Accounting policies (continued)

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

3.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

4. Judgements in applying accounting policies and key sources of estimation uncertainty

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

4.1 Critical judgements in applying the company's accounting policies

There are no critical judgements in applying the entity's accounting policies.

4.2 Critical accounting estimates and assumptions

There are no critical accounting estimates and assumptions

5. Operating loss

The operating loss is stated after charging:

	Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
Fees payable to the company's auditors and their associates for the audit of the company's annual financial statements	12	15

During the financial year and for the 17 month period ended 31 December 2020, the audit fees relating to the company were borne by Hanson Wade Limited, an indirect subsidiary of the company (note 9).

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

6. Employees and directors

The average number of employees of the Company, including the directors, during the period was as follows:

	Year ended 31 December 2021 Number	17 month period ended 31 December 2020 Number
Executive	3	3

The directors of the company have not been remunerated for their services to the company which are deemed to be of negligible value. The directors of the company are also directors of Expert Topco Limited and their remuneration has been disclosed in the group's financial statements.

7. Interest payable and similar expenses

	Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
Loan note interest (note 13)	3,142	3,919

8. Tax on loss

	Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
Deferred tax		
Origination and reversal of timing differences	-	1
Adjustment in respect of previous periods	-	(1)
Total deferred tax	-	-
Total tax charge for the period	-	-

Expert Midco 1 Limited

**Notes to the financial statements
For the year ended 31 December 2021**

8. Tax on loss (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
Deferred tax		
Origination and reversal of timing differences	-	1
Adjustment in respect of previous periods	-	(1)
Total deferred tax	-	-
Total tax charge for the period	-	-

	Year ended 31 December 2021 £'000	17 month period ended 31 December 2020 £'000
Loss before taxation	(3,156)	(3,934)
Loss before taxation multiplied by standard rate of corporation tax in the UK of 19%	(600)	(747)
Effects of:		
Expenses not deductible	218	470
Effects of group relief/other reliefs	3	4
Adjustment from previous corporation tax periods	-	(1)
Deferred tax not provided	379	274
Total tax charge for the period	-	-

Factors that may affect future tax charges

In the March 2021 Budget, the Government announced that the corporation tax rate will increase to 25% by April 2023 (rather than remaining at 19%, as previously enacted). As this change in UK corporation tax rate had not been substantively enacted at the Balance sheet date its effects are not included in these financial statements.

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

9. Investments

	Investments In subsidiary undertaking £
Cost or valuation	
At 31 December 2020	1
Additions	-
At 31 December 2021	<u>1</u>
Net book value	
At 31 December 2020	1
At 31 December 2021	<u>1</u>

Subsidiary undertaking

The following are subsidiary undertakings of the company:

Direct subsidiary undertakings

Name	Country of incorporation	Class of shares	Holding	Principal activity
Expert Midco 2 Limited	United Kingdom	Ordinary	100%	Holding company

Indirect subsidiary undertakings

Name	Country of incorporation	Class of shares	Holding	Principal activity
Expert Bidco Limited	United Kingdom,	Ordinary	100%	Holding company
Expert FX Limited	United Kingdom	Ordinary	100%	FX management company
Hanson Wade Limited	United Kingdom	Ordinary	100%	Production and delivery of conferences and associated services

The address of the above subsidiaries is Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

Expert Midco 1 Limited**Notes to the financial statements
For the year ended 31 December 2021****10. Debtors**

	As at 31 December 2021 £'000	As at 31 December 2020 £'000
Amounts owed by group undertakings	62,594	62,594

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

11. Creditors: amounts falling due within one year

	As at 31 December 2021 £'000	As at 31 December 2020 £'000
Amounts owed to group undertakings	35,123	35,109
Loan notes (note 14)	34,561	-
	69,684	35,109

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

12. Creditors: amounts falling due after more than one year

	As at 31 December 2021 £'000	As at 31 December 2020 £'000
Loan notes (note 13)	-	31,419

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

13. Loans

Analysis of the maturity of loans is given below:

	As at 31 December 2021 £'000	As at 31 December 2020 £'000
Loan notes falling due within one year	34,561	-
Loan notes falling due in one to five years	-	-
Loan notes falling due after more than five years	-	31,419
	<u>34,561</u>	<u>31,419</u>

Loan notes are unsecured and bear interest at 10% per annum. Interest is compounded annually and is payable in full, together with the principal balance on the 10th anniversary of the execution date of 14 August 2019, unless previously redeemed or purchased.

Loan notes consist of:

- Management loan notes of £6,946,000 (2020: £6,946,000) and £1,779,000 (2020: £985,000) of interest was accrued on these loan notes.
- Shareholder (funds managed by Graphite Capital Management LLP) loan notes of £20,553,000 (2020: £20,553,000) and £5,283,000 (2020: £2,935,000) of interest was accrued on these loan notes.

On 3 August 2020, the company listed the loan notes held by funds managed by Graphite Capital Management LLP as unsecured loan notes on The International Stock Exchange, Guernsey. On 19 January 2022, subsequent to the year end, the loan notes were delisted and redeemed in full together with the accrued interest to that date.

14. Called up share capital

Allotted and fully paid	As at 31 December 2021 £	As at 31 December 2020 £
1 Ordinary share of £1	1	1

At incorporation on 30 July 2019, the company issued 1 share at the nominal value of £1 per share, which equaled the total consideration received.

The ordinary shares have full rights in the company with respect to voting, dividends and distributions of capital on winding up or otherwise. There are no restrictions on the distribution of dividends and the repayment of capital.

Expert Midco 1 Limited

Notes to the financial statements For the year ended 31 December 2021

15. Related party transactions

The company has taken advantage of the exemption under FRS 102 paragraph 33.1A "Related party disclosures" from disclosing transactions and balances with wholly owned group undertakings.

In the prior period, the company issued loan notes to management of the Expert Topco group and to funds managed by Graphite Capital Management LLP. At 31 December 2021 interest has also accrued on the outstanding loan note balances. Further details are outlined in note 14.

16. Post balance sheet events

On 3 August 2020, the company listed the loan notes held by funds managed by Graphite Capital Management LLP as unsecured loan notes on The International Stock Exchange, Guernsey. On 19 January 2022, subsequent to the year end, the loan notes were delisted and redeemed in full together with the accrued interest to that date. This was achieved with a combination of cash and additional external debt, via its subsidiaries.

17. Ultimate controlling party

The company's immediate and ultimate parent company is Expert Topco Limited whose registered address is the same as the company.

At the period end, the smallest and largest group of undertakings which has produced consolidated financial statements, and of which the company is a member, is Expert Topco Limited, a company incorporated in England. Group financial statements for this company are available from Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

The class A ordinary shares in Expert Topco Limited are held by funds managed by Graphite Capital Management LLP. None of these funds individually hold an ultimate controlling stake in the company nor is there an intent or incentive for these individual funds to collectively combine their ownership stakes to exert control over the group or the company. Furthermore, none of the parties holding class A, B or C ordinary shares in Expert Topco Limited have a shareholding which is equal to 25% or more of the total issued share capital of the company. Hence, the directors consider that there is no ultimate controlling party of the company.