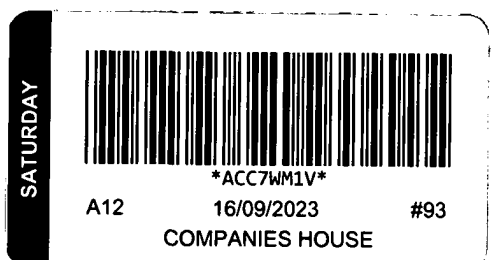


FREMMAN LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

REGISTERED NUMBER: 12553544



FREMMAN LIMITED
REGISTERED NUMBER: 12553544
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FOR THE YEAR ENDED 31 DECEMBER 2022

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FREMMAN LIMITED

1

REGISTERED NUMBER: 12553544

COMPANY INFORMATION

FOR THE YEAR ENDED 31 DECEMBER 2022

Directors: Ricardo De Serdio Fernandez
Ronald Edward Bell
Carlos Manzano Cuesta
Dr. Mirko Meyer-Schonherr
TIJA Holdings Ltd

Registered office: 11 Grosvenor Place
London
SW1X 7HH
United Kingdom

Registered number: 12553544 (England and Wales)

Company secretary: IQ EQ Secretaries (UK) Limited
4th Floor
3 More London Riverside
London
SE1 2AQ
United Kingdom

Principal bankers: Barclays Bank PLC
1 Churchill Place
London
E14 1QE
United Kingdom

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

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Directors' Report

The Directors present their annual report on the affairs of Fremman Limited (the "Company"), together with the unaudited financial statements, for the year ended 31 December 2022.

This Director's report has been prepared in accordance with the special provisions relating to small companies. The Company is availing of the exemption from preparing a strategic report or enhanced business review under part 15 of section 414B of the Companies Act 2006.

Principal Activity

The principal activity of the Company is that of the provision of investment advisory and financial management services.

Directors

The Directors of the Company who served during the year and up to the date of signing were:

- Ricardo De Serdio Fernandez
- Ronald Edward Bell
- Carlos Manzano Cuesta
- Dr. Mirko Meyer-Schönherr
- TIJA Holdings Ltd

Political Donations And Charitable Contributions

The Company made no political or charitable donations during the year.

Results and Dividends

The results for the year ended 31 December 2022 are shown on page 5. The total comprehensive loss for the year amounted to €520,387 (2021: €490,243). The Directors of the company have not recommended any interim dividend.

Going Concern

The Directors, after carrying out necessary enquiries, believe that the Company has adequate sources of funding to meet its future investments and the payment of its expenses and is well placed to manage its business risk successfully.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. Accordingly, the Company has adopted the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 2 to the financial statements.

Treasury Policies

The objectives of the Company are to manage the Company's financial risk, secure cost effective funding for the Company's operations, and to minimise the adverse effects of fluctuations in the financial markets on the company's financial assets and liabilities, on reported profitability and on the cash flows of the Company.

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
DIRECTORS' REPORT - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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Treasury Policies (continued)

The Company finances its activities with a combination of intercompany funding and shareholders' equity. Other financial assets and liabilities such as other debtors and trade creditors, arise directly from the Company's operating activities. The Company does not trade in financial instruments and has no other form of derivatives.

Employee involvement

Employees are involved on a regular basis in discussions related to their specific interests and staff are encouraged to take an active interest in all aspects of the company's performance. The company seeks to train and develop all staff to continually improve product knowledge and customer service.

Principal Risks And Uncertainties

The principal risk and uncertainties have been disclosed within the Notes to accounts of the financial statements (Note 17). There is a proactive approach to risk management and a framework has been designed to manage the risks of the Company and to ensure that Company has in place appropriate risk management practices.

Approved by the Board and signed on its behalf by:

DocuSigned by:

Ron Bell

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Ronald Edward Bell
Director
Date: 10 July 2023

FREEMAN LIMITED
REGISTERED NUMBER: 12553544
STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 DECEMBER 2022

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Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have 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 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 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 also 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 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.

These responsibilities have been fulfilled by the Directors and the Directors confirm that they have complied with the above requirements in preparing these financial statements.

Approved by the Board and signed on its behalf by:

DocuSigned by:

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Ronald Edward Bell
Director
Date: 10 July 2023

FREMMAN LIMITED**5****REGISTERED NUMBER: 12553544****STATEMENT OF COMPREHENSIVE LOSS****FOR THE YEAR ENDED 31 DECEMBER 2022**

		Year ended 31 December 2022 €	Year ended 31 December 2021 €
	Notes		
Revenue	3	7,709,561	3,881,797
Interest income		13,264	-
		<u>7,722,825</u>	<u>3,881,797</u>
Staff costs	4	(2,826,802)	(1,804,847)
Other operating expenses	5	(5,416,410)	(2,567,193)
		<u>(520,387)</u>	<u>(490,243)</u>
Loss on ordinary activities before taxation		<u>(520,387)</u>	<u>(490,243)</u>
Income tax expense	6	-	-
Loss for the year		<u>(520,387)</u>	<u>(490,243)</u>
Other comprehensive income		-	-
Total comprehensive loss for the year		<u>(520,387)</u>	<u>(490,243)</u>

There were no components of 'other comprehensive income' which are required to be separately disclosed during the current year.

All of the amounts above are in respect of continuing operations.

The notes on pages 9 to 23 form an integral part of these unaudited financial statements

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

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	Notes	31 December 2022 €	31 December 2021 €
Non-current assets			
Investments in subsidiaries at cost	9	291,000	279,000
Other investments at Fair Value	9	3,017,271	1,757,530
Tangible fixed assets	7	70,146	26,288
Current assets			
Cash and cash equivalents	10	2,051,931	1,957,692
Other current assets	11	4,477,495	341,638
Total current assets		6,529,426	2,299,330
Creditors: Amounts falling due within one year			
Trade payables and other current liabilities	12	(1,515,432)	(1,761,425)
Total current liabilities		(1,515,432)	(1,761,425)
Net current assets		5,013,994	537,905
Net Assets attributable to shareholders		8,392,411	2,600,723
Represented By:			
Shareholders' Liabilities			
Loan from shareholder	13	806,533	2,306,531
Accrued interest	13	56,148	30,439
Redeemable Preference Shares	14	6,180,000	-
		7,042,681	2,336,970
Capital and Reserves			
Share capital	15	21,773	14,180
Share premium	15	4,584,592	2,985,821
Retained Losses	16	(3,256,635)	(2,736,248)
Total		1,349,730	263,753
Shareholders' Funds		8,392,411	2,600,723

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
STATEMENT OF FINANCIAL POSITION - CONTINUED
AS AT 31 DECEMBER 2022

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The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and preparation of financial statements.

The accounts give a true and fair view of the state of affairs of the company as at 31 December 2022 in accordance with section 393 of the Companies Act 2006.

The financial statements of Fremman Limited were approved and authorised for issue by the Board of Directors and were signed on its behalf by:

DocuSigned by:

Ron Bell

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.....
Ronald Edward Bell

Director

Date: 10 July 2023

The notes on pages 9 to 23 form an integral part of these unaudited financial statements

FREMMAN LIMITED**8****REGISTERED NUMBER: 12553544****STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2022**

	Share capital €	Share premium €	Retained earnings €	Total Equity €
Balance on 1 January 2022	14,180	2,985,821	(2,736,248)	263,753
Issue of share capital (Note 15)	7,593	1,598,771	-	1,606,364
Loss for the year (Note 16)	-	-	(520,387)	(520,387)
Balance as at 31 December 2022	21,773	4,584,592	(3,256,635)	1,349,730

The notes on pages 9 to 23 form an integral part of these unaudited financial statements

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

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1. General information

Fremman Limited is a Private Company limited by share capital incorporated in England and Wales under the Companies Act 2006 and domiciled in the United Kingdom. Its registered office is 11 Grosvenor Place, London, SW1X 7HH, United Kingdom, .

The Company's financial statements are presented in EUR ("€"), because that is the currency of the primary economic environment in which the Company operates.

2. Statement of accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied during the year, unless otherwise stated.

(a) Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

(b) Basis of preparation

The Company qualifies the requirements of small company by virtue of section 382 of Companies Act 2006.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 (The Financial Reporting Standard applicable in the UK and Republic of Ireland):

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirement of Section 9 Consolidated Financial Statement paragraph 9.3(e);
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

(c) Going concern

The financial statements have been prepared on a going concern basis because there are no material uncertainties related to events or conditions that may cast significant doubt about the Company's ability to continue as a going concern.

The Directors have considered cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that even after taking account of reasonably possible downsides, including the Russia & Ukraine conflict, the company will have sufficient funds through operation and funding from shareholders to meet its liabilities as they fall due for that period.

In addition, despite the loss for the current year of €520,387 (2021: €490,243), the Company expects to have access to sufficient funds as mentioned above, by calling on funds from shareholders should the need arise.

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Statement of accounting policies - continued

(c) Going concern - continued

Consequently, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. Accordingly, the Company has adopted the going concern basis in preparing the financial statements.

(d) Exemption from preparing group accounts

The financial statements contain information about Fremman Limited as individual company and do not contain consolidated financial statement information as the parent of the group.

The Company has availed exemption from presenting group set of accounts as the Company meets the qualifying condition of Section 381 (Small Companies Regime) of the Companies Act 2006.

(e) Related party transactions

The Company has taken advantage of the exemption within section 33 of FRS 102 not to disclose related party transactions with fellow group undertakings.

(f) Statement of cash flows

The Company has taken advantage of the exemption available under section 7.1B of FRS 102 not to prepare a statement of cash flow.

(g) Operating expenses

Expenses are recognised in the profit and loss in the period in which they are incurred and include expenses such as legal and professional fees, service charge expenses and other operating expenses.

The tax expense comprises both current and deferred tax.

Current tax

Current tax is payable based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the Income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is calculated using tax rates that are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

11

2. Statement of accounting policies - continued

(h) Taxation (continued)]

Deferred tax

Deferred tax assets are recognised only to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred tax asset to be utilised. Where an entity has been loss-making, deferred tax assets are only recognised if there is convincing evidence supporting its future utilisation.

The tax disclosures are presented as directed in FRS102, section 29, para 27.

(i) Revenue recognition

Sale of services

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of discounts and rebates allowed by the company and value added taxes. The company recognises revenue when (a) the amount of revenue can be measured reliably; (b) it is probable that the future economic benefits will flow to the entity, and (c) when the specific criteria relating to each of the company's fee channels has been met as described below.

Revenue from investment advisory services provided to Fremman 1 MM SCSp is recognised on accrual basis based on entitlement to fee arising from the limited partnership agreement.

Fees received from co-investors is recognised in the period when co investors are admitted into the scheme in accordance with their side letter provisions.

(j) Employee benefits

The Company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements.

Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits are recognised as an expense in the period in which the service is received.

Annual bonus plan

The Company operates a discretionary annual bonus plan for employees. An expense is recognised in the profit and loss account when the company is certain that bonus can be paid.

FREEMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Statement of accounting policies - continued

(k) Property, plant and equipment

Property, plant and equipment are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all property, plant and equipment, other than investment properties and freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life from the date of receipt, as follows:

■ Computer equipment	3 years straight line
■ Leasehold	3 years straight line

Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account.

(l) Investments

The Company classifies its ownership in equity instruments as investments.

Initial recognition

Investments are initially recognised at their transaction price.

Subsequent recognition

After initial recognition, the Company measures its investments at fair value through profit and loss. Revaluation gains and losses are recognised in the Statement of Comprehensive Loss.

Investments in subsidiary undertakings are stated at the cost less impairment

Derecognition

Once the Company has determined that it has transferred substantially all of the risks and rewards of ownership of the investments, the investments are derecognised.

(m) Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of future cash flows before interest and tax obtainable as a result of the asset's continued use. These cash flows are discounted using a pre-tax rate that represents the current market risk-free rate and the risks inherent in the asset.

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Statement of accounting policies - continued

(n) Cash and cash equivalents

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

(o) 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. The Company considers the fair value of receivables from group undertakings same as the transaction price as all the receivables from group undertakings are payable on demand by them.

(p) 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.

(q) Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

(r) Operating loss

Operating loss is stated after charging administrative expenses but before interest receivable and similar income or interest payable or similar charges.

(s) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event for which, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are recognised as the present value of the expenditures expected to be required to settle the obligation. No provision is recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision may be recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(t) Foreign currency translation

Transactions in foreign currencies are translated 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 translated at the foreign exchange rate ruling at that date. Foreign exchange differences are recognised in profit and loss within 'Administrative expenses'.

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Statement of accounting policies - continued

(t) Foreign currency translation (continued)

Non-monetary assets and liabilities that are measured at 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 translated at foreign exchange rates ruling at the dates the fair value was determined.

(u) Financial instruments

The Company accounts for financial instruments as basic, in accordance with the recognition criteria in Section 11 of FRS 102.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors and loan from shareholder, are initially recognised at transaction price, unless the arrangement constituted a financing transaction. In this case, the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest for a similar instrument. Basic financial liabilities are subsequently measured at amortised cost, using the effective interest rate method.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

FREEMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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3. Revenue

An analysis of the Company's revenue by class of business is as follows:

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Revenue from investment advisory	7,709,561	3,881,797
Total revenue	7,709,561	3,881,797

All of the Company's revenue is generated from Luxembourg.

4. Staff costs

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Wages and Salaries	2,062,530	1,571,711
Bonus	347,528	5,444
Social security costs	336,452	201,536
Pension costs	80,292	26,156
Total staff costs	2,826,802	1,804,847

The average monthly number of employees during the year were 13 (2021:9).

Directors' remuneration

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Aggregate emoluments	438,972	437,315
	438,972	437,315

The total emoluments for the director relate to services provided to the Company.

No season ticket travel loans were granted to any directors during the year under review. The loan amount outstanding at the year end was nil.

No compensation for loss of office was paid to any of the Directors.

The Directors of the Company are also Directors of subsidiaries and receive remuneration from subsidiary for their services to the Group. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as Directors of subsidiaries. However, the Directors' services to the Company do not occupy a significant amount of their time.

FREEMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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5. Other operating expenses

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Group Advisory Fees	3,813,528	2,266,992
Professional fees	501,422	(234,275)
Other Expenses	306,776	144,532
Office and Administration costs	486,560	265,461
Travelling expenses	116,948	81,502
Exchange Gain or Loss	82,275	(46,835)
Depreciation of property, plant and equipment	25,831	10,376
Fair Value unrealised Loss	(49,002)	49,002
Interests on borrowings	132,072	30,438
	<u>5,416,410</u>	<u>2,567,193</u>

6. Taxation

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year were as follows:

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Current tax:		
Current tax on loss for the year	-	-
Total current tax	<u>-</u>	<u>-</u>

The following table reconciles the tax income at the standard rate to the actual tax income:

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Loss on ordinary activities before taxation	(520,387)	(490,243)
Corporation tax at standard rate of 19%	(98,873)	(93,146)
Tax effects of:		
Expenses not deductible for tax purposes	<u>98,873</u>	<u>93,146</u>
Total income tax expense for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

The Finance Act No 2022 enacted on 24 May 2022 included an increase in the corporation tax rate from 19% to 25% from 1 April 2023.

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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7. Tangible fixed assets

Reconciliation of carrying value

	Leasehold	Computer and Equipment	Total
Cost	€	€	€
At 01 January 2022	-	37,710	37,710
Additions	57,424	12,266	69,690
At 31 Dec 2022	57,424	49,976	107,400
Depreciation			
At 01 January 2022	-	11,422	11,422
Charge for the year	11,166	14,666	25,832
At 31 Dec 2022	11,166	26,088	37,254
Net Book Value			
At 31 Dec 2022	46,258	23,888	70,146
At 01 January 2022	-	26,288	26,288

8. Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Within one year	114,556	-
Between two and five years	458,226	-
In over five years	381,855	-
	954,637	-

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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9. Investment

(a) Investment in subsidiaries at cost

The Company has the following investment in subsidiaries:

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Subsidiaries:		
Fremman Capital SLU Spain	253,000	253,000
SAS Fremman Capital France	1,000	1,000
Fremman Capital GmbH Germany	25,000	25,000
MLP I S.à.r.l.	12,000	-
Total	291,000	279,000

The registered addresses of the subsidiaries are as follows:

Name and registered address	Place of incorporation and principal place of business	Proportion of ownership Interest	Proportion of voting rights Held
Fremman Capital SLU Spain 6th floor Left, Calle Almagro 3, Madrid, Spain, 28010	Spain	100.0%	100.0%
SAS Fremman Capital France 22 Avenue Matignon, Paris, France, 75008	France	100.0%	100.0%
Fremman Capital GmbH Maximiliansplatz, 17, München - Germany, 80333	Germany	100.0%	100.0%
MLP I S.à.r.l. Boulevard Royal, 39, Luxembourg, 2449	Luxembourg	100.0%	100.0%

FREMMAN LIMITED
REGISTERED NUMBER: 12553544
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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9. Investment - continued

(b) Other investments at Fair Value

Fremman Limited has partnership interest in Luxembourg based partnership Fremman Luxembourg SCSp.

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Cost		
At 01 January 2022	1,757,530	-
Additions during the year	1,210,739	1,806,532
Less: Unrealised Fair Value Gain/(Loss)	49,002	(49,002)
At 31 December 2022	3,017,271	1,757,530

10. Cash and cash equivalents

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Cash at bank and in hand	2,051,931	1,957,692
	2,051,931	1,957,692

11. Other current assets

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Current:		
Amounts owed by related undertakings	1,788,105	23,801
Prepayments	1,529,392	221,441
Accrued income	886,860	-
Trade and Other debtors	162,705	80,174
Deposits and guarantees	69,927	-
VAT receivable	40,506	16,222
	4,477,495	341,638

The Directors consider that the carrying amount of trade receivables and other current receivables is approximately equal to their fair value.

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12. Trade payables and other current liabilities

	Year ended 31 December 2022	Year ended 31 December 2021
Current:	€	€
Accruals	596,845	145,072
Trade Creditors	805,102	31,047
Deferred income	-	1,493,225
PAYE payable to HMRC	86,822	84,608
Pension	14,663	7,473
Other Creditors	12,000	-
	1,515,432	1,761,425

The Directors consider that the carrying amount of trade payables and other current liabilities approximates to their fair value.

13. Loan from shareholders

	Year ended 31 December 2022	Year ended 31 December 2021
Non-current		
Loan from shareholders	806,531	2,306,531
Accrued interest	56,148	30,439
Total	862,679	2,336,970

On 30 November 2022, €1,500,000 of the loan balance, plus accrued interest to date for a total amount of €1,606,363.92 was capitalised. Fremman Limited subsequently issued 5,088 A ordinary shares to Fremman Partners Limited at a nominal value of €1 per share for a total amount of €803,181.96. Also, 267 A ordinary shares at a nominal value of €1 per share and 2,238 B ordinary shares at a nominal value of €1 per share were issued to Santander a for a total amount of €803,181.96.

14. Redeemable Preference Shares

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
Authorised:		
Redeemable Preference Shares	6,180,000	-
Total	6,180,000	-

On 4 February 2022 the company issued Redeemable Preference Shares of 3,300 to Banco Santander at a subscription price of €1,451.51515 for a total of €4,790,000.

On the same date the company issued 6,700 of Redeemable Preference Shares to Fremman Partners Limited at a subscription price of €714.925373 per share for a total amount of €4,790,000.

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14. Redeemable Preference Shares (continued)

On 13 December 2022 the company issued a solvency statement in accordance with Section 643 of the Companies Act and reduced the Redeemable Preference Shares of the company by cancelling 2,378 of the unfunded Redeemable Preference Shares issued to Fremman Partners Limited. The total of Redeemable Preference Shares held by Fremman Partners Limited was subsequently 2,378 of shares that have been funded, and 1,944 that are currently unfunded which have a value of €1,700,000 and €1,390,000 respectively.

1,171 Redeemable Preference Shares held by Santander were repaid at a redemption price of 1,700,000 on 13 December 2022 resulting in Santander's funded shares equalling 2,129 valued at €3,090,000.

15. Share capital

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
<i>Authorised:</i>		
15,355 Ordinary A shares of €1 each	15,355	10,000
6,418 Ordinary B shares of €1 each	6,418	4,180
Share Premium	4,584,592	2,985,821
Total	4,606,365	3,000,001

The Company has two classes of shares; ordinary A shares and B shares. The ordinary A shares carry full voting, dividend and capital distribution rights.

On 9 December 2022 the company issued 267 A ordinary shares to Santander at a nominal value of €1 per share and 2,238 ordinary B shares with a nominal value of €1 per share for a total subscription price of €803,181.96.

On 9 December 2022 Fremman Partners Limited were issued 5,088 A ordinary shares at a nominal value of €1 per share for a total subscription price of €803,181.96.

16. Retained losses

	Year ended 31 December 2022	Year ended 31 December 2021
	€	€
At 1 January 2022	2,736,248	2,246,005
Loss for the year	520,387	490,243
At 31 December 2022	3,256,635	2,736,248

17. Principals risks and uncertainties

The Board of Directors consider that their main risk management objectives is to have in place effective processes to identify, monitor, mitigate (where relevant) and report the risks that Company is, or might be, exposed to. Typically, the key financial risks to Private Equity Firms are as summarized below:

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17. Principals risks and uncertainties (continued)

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial assets should a counterparty default on its obligations. The group's exposure to credit risk arises primarily from its cash and cash equivalents, trade and other receivables.

The group is exposed to credit risk on the placement of their current accounts with the banks. The group mitigates this risk by maintaining the account with reputable banks.

Details of the group's debtors are shown in Note 11 to the financial statements. The trade debtors mainly consist of the subsidiaries of the group and therefore members consider that the credit risk on trade and other receivables is minimal.

At the end of the reporting year, the group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheet.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the group's financial instruments will fluctuate because of changes in market interest rates. The directors consider that the impact of changes in interest rates on its cash and bank balances is minimal.

(c) Cash flow risk

Cash flow risk is the risk of exposure to variability in cash flow that is attributable to a particular risk associated with a recognised asset or liability such as variability of foreign exchange rates. The directors do not consider that the Company is exposed to cash flow risks.

(d) Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting financial obligations due to shortage of funds. The group's policy on liquidity risk management is to maintain sufficient cash and the availability of funding. The group's financial assets and liabilities are mainly short-term in nature which mitigates the risk of default on financial obligations.

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18. Capital commitments and contingent liabilities

The Company does not have any capital commitments or contingent liabilities that have not been included in these financial statements.

19. Events after the reporting period

The Board of Directors have not received up to the date of approval of these financial statements, any information concerning significant conditions in existence at the statement of financial position date, which have not been reflected in the financial statements as presented.

20. Controlling party

The immediate parent undertaking and its ultimate controlling party is Fremman Partners Limited, a company incorporated in the United Kingdom.