REGISTERED NUMBER: 13373871 (England and Wales)

Group Strategic Report,

Report of the Directors and

Consolidated Financial Statements

for the Year Ended

30 June 2023

for

CWDG Ltd

CWDG Ltd

Contents of the Consolidated Financial Statements
for the Year Ended 30 June 2023

CWDG Ltd

Company Information
for the Year Ended 30 June 2023

DIRECTORS:	J R Downes P H Turner M J Lampard S S Jones B Round C Harper N K Clarke
REGISTERED OFFICE:	Brook Hall Brook Street Warwick Warwickshire CV34 4BL
REGISTERED NUMBER:	13373871 (England and Wales)
AUDITORS:	PKF Smith Cooper Audit Limited Statutory Auditors 158 Edmund Street Birmingham B3 2HB

CWDG Ltd

Group Strategic Report
for the Year Ended 30 June 2023

CWDG Ltd is the ultimate parent company of the Corstorphine & Wright group (C&W), which is one of the pre-eminent, award-winning architectural practices in the UK. The business has a longstanding reputation for both creative excellence and commercial edge, resulting in places that invigorate communities and maximise long-term civic and commercial value. The business has set its overarching strategic goals of being both a Sustainable Practice and the Practice of Choice.

Originally formed in 1978, the business has grown from a small regional practice to one that currently operates out of 11 Studios located in England and Scotland, utilising a 285 strong team of talented architects, technologists, designers and support staff, providing specialised services throughout the UK.

C&W possesses specialism in a range of sectors and geographies, including residential, industrial & logistics, life science, blue light, defence, retail, student residential, mixed use, leisure, education and master planning as well as promoting sustainability, innovation and research. Considerable expertise across multiple sectors allows for drawing on cross-sector experience, meaning that a design-driven service with a commercial edge is delivered to clients.

The business has a proven track record of leading complex large-scale projects including major mixed-use schemes, urban masterplans, and historical and cultural projects, consequently working on some of the most iconic buildings in the UK.

The business makes excellent use of technology, BIM modelling and facilitates the use of innovative construction methods. Clients are furnished with 3D printed models, rendered CGIs & animated 'fly throughs' to enhance their experience by helping them to visualise and market the finished projects. The business also uses a specialist sector specific software to monitor project progress and profitability.

Following another successful year of sustained growth, C&W was placed 14th in the prestigious 2023 Architects' Journal AJ100 ranking, rising 8 places from previous year.

During the year the business and its employees received industry recognition through various award nominations and awards in a number of areas:

- Awarded Architectural Practice of the Year at Insider's Midlands Residential Property Awards for the third year in a row
- Shortlisted for Architectural Practice of the Year at Insider's Yorkshire Property Industry
- Nottinghamshire Custody Suite awarded the Design Excellence Award at The East Midlands Property Dinner
- Shortlisted in the Best Designer of the Year category at The Yorkshires
- White Lion Walk shortlisted in the Guildford Design Awards
- St Marks student residential scheme in Lincoln was triumphant in the Student Accommodation category of the City of Lincoln Council's 'Good Design Awards 2023'
- The Chocolate Factory residential scheme in Bristol won the Transformation Award at the Bristol Property Awards
- Skelton Lakes Motorway Services won a National RTPI Award for Planning Excellence for the Natural Environment
- Perry Barr Residential Scheme in Birmingham with clients Willmott Dixon and Birmingham City Council won 'Regeneration Project of the Year' and the development was highly commended in 'Construction Project of the Year' at the Insider West Midlands Property Awards
- C&W was the leading employer of Chartered Architectural Technologists in the UK
- C&W was ranked 46th in the Buildings Top 150 Consultant Companies

REVIEW OF BUSINESS

Despite continued economic disruption as a result of the ongoing conflict in Ukraine, global supply shortages, global price inflation, difficult funding markets and changes in the leadership of the UK Government during the period, C&W accomplished another busy and successful year.

In August 2022, two of C&Ws talented Newcastle based Associate Directors were promoted to Directors adding to the steadily increasing number of women in leadership positions.

In January 2023, Natasha Clarke joined the Board in the role of Non-executive Director. Having worked alongside C&W as a consultant for a number of years, Natasha brings a wealth of experience in the planning and implementation of People & Culture plans to assist the Board in ensuring that as the business grows, the culture remains one in which people feel genuinely invested in both personally and professionally.

In February 2023, London-based architectural practice Lipton Plant LLP, who specialised in high end private residential projects, joined the C&W Group, merging with our existing London team in their new Lambs Conduit Studio.

In January 2023, Julie Hatt was employed as a full-time bid coordinator and Hannah Foy as a dedicated bid writer to allow for the increase of quantity and improvement of quality of our bid submissions.

During the year, the group refurbished or relocated a number of Studios so that they provide working environments which are modern, professional and more reflective of the personality of the business.

To compliment the main Board and to help keep the business structure agile, streamline regional reporting and improve interaction and communication between all Directors, a regional board structure has been introduced in the North, Midlands and Southern regions, chaired by Directors based in studios within the associated region. The structure will also help disseminate the ethos, vision and values of the business and drive the strategic agenda throughout.

As part of the ongoing corporate structure simplification programme, the trade, assets and associated employees of the subsidiary Corstorphine & Wright (North East) Ltd (formally Niven Ltd) and those of the subsidiary Corstorphine + Wright (London) Ltd (formally Lipton Plant Architects Ltd) were internally transferred to Corstorphine + Wright Ltd on 1st January 2023 and 30th June 2023 respectively. Further streamlining the C&W group and enhancing internal efficiency.

The group continues to be members of the Urban Design Group which we joined in December 2020.

FINANCIAL PERFORMANCE

The group performed strongly over the financial year, with year-on-year growth in fee income of 26% despite the considerable macro-economic headwinds being faced in the form of continued high levels of inflation, increased Bank of England interest rates, ongoing global disruption from the war in Ukraine and changes within the UK government and the associated impact on money markets.

Profit levels reduced over the year as a result of increased staff costs, further investment in the property portfolio capacity and greater prudence in the recoverability of a number of older client debts.

Cash remained a key focus throughout the year which as a result of improved credit control activities and governance on projects, helped maintain healthy cashflow despite the economic headwinds.

KPI	**2023**	**2022**
Turnover	£25.8m	£20.6m
Gross Profit Margin	44%	48%
EBITDA before Exceptional Costs	£3.7m	£4.4m
Cashflow from Operating Activities	£2.8m	£2.5m

Whilst inflation started to fall in the second half of the financial year, the continued high level of Bank of England base rate resulted in a number of large projects being delayed. Despite this, the group further increased overall turnover which is testament to the strength and diversity of client relationships, sector exposure and overall agility in a constrained market.

Performance strengthened across the Northern and Southern regions during the year, which complemented the well established Midlands region. Life Sciences, Public Sector, Build to Rent Residential and Industrial & Logistics sectors all experienced positive gains during the year.

The group continued to invest in highly skilled personnel and associated support team to maintain quality of client service throughout the substantial growth achieved during the year, which also helped strengthen the group's position for further growth in the future. Wage cost experienced upward inflationary pressure during the year, however the group also decisively invested further amounts into staff welfare and wellbeing programmes.

IT and cyber security continue to be an area of investment for the business, ensuring data integrity for clients, speed of production and market leading quality of design. The group also invested heavily in property portfolio capacity and quality of working environment for staff and clients alike.

Whilst macro-economic headwinds continue to temper the industry, the anticipated reduction in interest rates over the coming 12 months and upcoming elections in both the USA and UK are expected to provide much needed certainty to allow the industry to accelerate forward. This is supported by the group's strong quantum of secured fees and also record level of potential fees. Recent investment in staff numbers, studio capacity and IT systems puts the group in a strong position to respond to the anticipated future growth.

PRINCIPAL RISKS AND UNCERTAINTIES

The business faces a number of risks, including:

- Attracting, retaining and developing employees
- The cyclical nature of the construction business
- Competition from within the industry
- Cybersecurity

How the group mitigates these risks is set out below.

Attracting, Retaining and Developing Employees

The group appreciates that its employees are its greatest asset and therefore mitigates employee related risks through its commitment to creating an environment which will attract, motivate and retains high calibre employees, considering the specific requirements of the group's business.

The group's commitment to training and development is endorsed in the form of an annual performance and development review process, which forms the basis for continual professional development.

2023 saw the introduction of several new training and development platforms, including Exelsys, a digital People Platform to assist with providing a consistent employee experience across the Practice as well as to assist efficient people processes and reporting from recruitment through to personal development and training.

Knowledge Smart, a tool which assesses employees' current competency on the main production delivery tool, Revit, was implemented to identify knowledge gaps to allow appropriate training to be tailored to individuals.

To assist with the delivery of such training, Pinnacle e Series, an online training platform, was also piloted during the year.

As a reflection of the ongoing training and development across the business, 12 members of the C&W team were promoted into leadership positions during the year and 4 of our Part 2 architects passed their final assessments to fully qualify as architects in what was an exceptional year.

C&W recognises that our teams physical and mental health is fundamental to an efficient and effective workforce and therefore the business put in place several new employee welfare measures during the year.

In October 2022, C&W paid all employees a one-off cost of living payment of £400 to support them with the rising cost of living.

In November 2022, a Health Care Cash back benefit was introduced for all employees, helping them towards the cost of essential everyday health and wellbeing services.

In December 2022, all employees were granted an additional three days of annual leave over the Christmas period to give them the opportunity to rest and recuperate.

In January 2023, the business participated in MINDs Workplace Wellbeing index and was successfully awarded the Bronze level and has subsequently developed a strong base for a considered Health and Wellbeing plan to ensure all employees feel supported whilst at work.

During the year, the group continued to implement its core values of collaboration, enjoyment, inclusivity, innovation and integrity into all processes and procedures.

The Cyclical Nature of the Construction Business

The group mitigates the risk of fluctuating UK demand by using technology to monitor the pipeline of projects to ensure the business can service all sectors of the industry and where gaps are identified, acquisitions, in the form of companies or people, are sought to provide the specialist knowledge and technical ability. The group prides itself on forming relationships with clients, being regarded as the practice of choice for clients and developers and working on the largest and high-profile building projects across the UK. The group combines cutting edge design with commercial acumen resulting in a sustained client base and award-winning designs.

Competition from Within the Industry

The group mitigates the risks of competition by delivering quality, sustainable and innovative designs, utilising the latest materials, recruiting high calibre employees and broadening its footprint across the UK.

Cyber Security

C&W is Cyber Essentials Plus certified which demonstrates a commitment to protecting systems and client information from cyber threats. By attaining this certification, the group shows not only compliance with industry best standards but also the ability to proactively address the ever-evolving landscape of cybersecurity. This accolade strengthens the groups reputation and gives clients the confidence that their data is secure.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Our aspiration is for C&W to become renowned for being a socially aware, ethical employer and a sustainable architecture practice. As part of this journey, we are creating an ESG (Environmental Social and Governance) strategy to drive the transition towards becoming an environmentally and socially responsible business.

Environmental

In November 2022, the Group successfully obtained recertification for ISO 14001.

Alongside our existing memberships, the Group joined the Passivhaus Trust (PHT) in January 2023. Membership of PHT aligns us with several competitors who share our commitment to net zero objectives. Furthermore, membership not only signposts our dedication to net zero initiatives but also provides access to a wealth of valuable learning resources, professional development opportunities for our colleagues and reduction in training fees.

In October 2023, a Carbon Reduction Plan (CRP) was formulated, establishing a goal of reducing our emissions by 30% by 2026. This objective is being pursued through initiatives such as the implementation of an Electric Vehicle (EV) salary sacrifice scheme and the engagement of renewable energy suppliers.

In January 2023, a Sustainability Champions Team was formed across the Studios to actively promote sustainability within the Group. Comprising 17 members initially, the team convenes monthly to exchange project updates, explore learning opportunities, share best practices and pinpoint training requirements.

Our Sustainability Champions have accomplished notable achievements since inception, including obtaining one BREEAM Associated Professional certification and three Certified Passivhaus Designer qualifications. Subsequently, the Champions have spent time integrating this knowledge into projects and disseminating these skills throughout their respective Studios and design teams.

The Group has consistently produced sustainable buildings that meet BREAAM standards. In our commitment to designing structures that attain operational net-zero status, we delivered a comprehensive series of Passivhaus Continuing Professional Development (CPD) sessions for all team members.

Enhancing our sustainability capabilities is crucial, and a key aspect of this effort entails utilising Whole Life Carbon analysis software. In October 2022, we introduced the One Click LCA Software which assists our teams with carbon analysis on projects.

Social

The Group's aim is to establish a reputation as a socially conscious and ethical organisation. To support growth in this direction, a cross-studio Social Impact Team was formed in January 2022. Starting with 9 members and now expanded to 17, the team is dedicated to advancing our social impact goals and plays a key role in fostering and implementing initiatives within the Studios and on a national scale.

The Social Impact Team compile data on a diverse range of factors from educational engagement, such as work placements, career guidance and mentoring to charitable fundraising, and donations.

One of the Group's social commitments is to 'Widen Participation' in architecture and help make it a more diverse and inclusive profession. Each Studio is required to collaborate with a local Partner School, offering comprehensive support to its students, including a minimum of four work experience placements. Partner Schools are specifically chosen based on the likelihood that their students may not readily identify with the architectural profession.

Facilitating work experience is a fundamental aspect of the Group's commitment to their social impact goals. From June 2022 – June 2023, the Group delivered 44 weeks of work placements for local schools, colleges, and universities. This equates to delivering social value worth £8,558***.**

In May 2023, C&W established a collaboration with the Social Mobility Foundation, aiming to offer their students ongoing work experience and mentoring support. Notably, these students share similar backgrounds with those from the Partner Schools, enabling C&W to broaden their social impact more extensively.

The Group has been actively strengthening our connections with higher education institutions, reaching out to new universities and broadening awareness of the C&W brand among students through sponsoring End of Year shows, awarding prizes, providing student critiques, and sitting on Employers Boards.

C&W has continued to expand its capacity for supporting students and construction professionals via mentoring. This year, London, Newcastle, Glasgow, and Darlington Studios have delivered 31 hrs of mentoring support through Women in Architecture, Women in Property, and the RIBA Mentor Scheme.

The Group is committed to its responsibilities within the communities it serves, actively organising multiple events to aid various local and national charitable causes. Throughout the year, the Group contributed to several charities, including MND, RedSky Foundation, Disasters Emergency Committee, Jeans for Genes, Great Ormond Street Hospital, Mind, Marie Curie, Save the Children, Olli's, and actively participated in supporting numerous Christmas Food Banks. The collective efforts of direct donations and studio-led fundraising initiatives resulted in a combined total of £21,148*

Governance

In May 2023, the Practice established an ESG Steering Committee with the aim to improve collaboration and delivery of the Groups ESG commitments.

During the year, the Group has undertaken several Diversity & Inclusion initiatives principally to increase gender parity.

Key initiatives include:

- Implementing a strategy and action plan to address the barriers identified by minority groups both within the business.
- Conducting a Pay Equity Audit which compared the pay of men and women in the Group doing equal work.
- Redrafting of the group's existing Equal Opportunity Policy as an Equality, Diversity, & Inclusion Policy. In addition, Wellbeing, Recruitment, and Dignity at Work Policies have also been developed.
- Introduced a 'Family Fit' initiative to further improve our diversity and inclusion practices, for which C&W scored 'Good'.

Across the financial year the overall total of positive social impact delivered equates to £104,821* of social value.

*(*The Group use the national Themes, Outcomes and Measures (TOMs) to assess, measure and report the social value impact of projects we deliver)*

RESEARCH AND DEVELOPMENT

Innovation and creativity are at the heart of the client centric design ethos of the business and C&W constantly strive to overcome technical challenges and uncertainty to deliver efficient solutions for clients. This includes innovative use of materials, bespoke technical solutions and efficiency driven design and thought leadership to benefit the future occupants of our buildings. It is anticipated that AI will start to feature more in many aspects of the business.

FUTURE DEVELOPMENT

The business continues to look for opportunities to expand, both in geographical and sector terms, be that organically or by acquisition. A key objective continues to be the provision of client centric, efficient design quality and C&W continues to support clients with a number of exciting opportunities.

The Group has continued to invest in architectural leadership and operational excellence, with the recruitment of further senior employees. Strategically, C&W are seeking to diversify into complementary industry sectors to further improve the breadth and quality of support offered to clients.

ON BEHALF OF THE BOARD:

....
Simon Jones – Director

Date: 19 March 2024

CWDG Ltd

Report of the Directors
for the Year Ended 30 June 2023

The directors present their report with the financial statements of the company and the group for the year ended 30 June 2023.

DIVIDENDS
Dividends of £1,500,881 (2022: £0) were declared and paid to shareholders during the year.

The loss for the year, after taxation, amounted to £199,865 (2022: profit after tax £991,381)

DIRECTORS
The directors shown below have held office during the whole of the period from 1 July 2022 to the date of this report.

J R Downes
P H Turner
M J Lampard
S S Jones
B Round
C Harper
N K Clarke – Appointed on 9 January 2023

MATTERS COVERED IN THE STRATEGIC REPORT
Comments on likely future developments and activities in the field of research and development are disclosed in the Strategic Report.

EVENTS SINCE THE END OF THE YEAR
Information relating to events since the end of the year is given in note 29 to the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Group Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including Financial Reporting Standard 102 'applicable in the UK and Republic of Ireland'). 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 the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EMPLOYEES

The Group is an equal opportunity employer with a clear emphasis given to non-discrimination and non-harassment on the basis of ethnic origin, religion, gender, age, disability and sexual orientation. The Group gives disabled people the same consideration as other individuals. If members of staff become disabled the group continues employment, either in the same or alternative position, with the appropriate retraining being given if necessary.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, PKF Smith Cooper Audit Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

....
Simon Jones – Director

Date: 19 March 2024

Report of the Independent Auditors to the Members of
CWDG Ltd

Opinion

We have audited the financial statements of CWDG Ltd (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 June 2023, which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement, notes to the Consolidated Cash Flow Statement and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

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

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors
As explained more fully in the Directors' Responsibilities Statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or Parent 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 Group and Parent Company and industry, key laws and regulations that we identified included:

- Companies Act
- Tax legislation
- Employment legislation
- Health and safety legislation
- Laws and regulations applicable to the architectural industry, including those set out by the Royal Institute of British Architects (RIBA)

We identified that the principal risk of fraud or non-compliance with laws and regulations related to:

- Management bias in respect of accounting estimates and judgements made;
- Management override of control; and
- Posting of unusual journals or transactions.

We focused on those areas that could give rise to a material misstatement in the Group's and Parent Company's financial statements.

Our procedures included, but were not limited to:

- Enquiry of management and those charged with governance around actual and potential litigation and claims including instances of non-compliance with laws and regulations and fraud;
- Reviewing minutes of meetings of those charged with governance where available;
- Reviewing legal expenditure in the year to identify instances of non-compliance with laws and regulations and fraud;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations; and
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias, in particular revenue recognition on long-term contracts which includes the valuation of amounts recoverable on contracts and deferred income, goodwill useful life and bad debt provision.

Report of the Independent Auditors to the Members of
CWDG Ltd *(continued)*

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

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulations. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission and misrepresentation.

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

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

Stephen Newman (Senior Statutory Auditor)

for and on behalf of
PKF Smith Cooper Audit Limited

Statutory Auditors
158 Edmund Street
Birmingham
West Midlands
B3 2HB
Date: 22 March 2024

CWDG Ltd

Consolidated Income Statement
for the year ended 30 June 2023

	Notes	Year ended 30.06.23 £	Year ended 30.06.22 £
TURNOVER	3	25,838,589	20,583,472
Cost of sales		(14,553,783)	(10,756,427)
GROSS PROFIT		**11,284,805**	**9,827,046**
Administrative expenses		(10,335,053)	(8,448,752)
Other operating income	5	77,324	71,020
OPERATING PROFIT		**795,592**	**1,449,314**
Operating profit before amortisation, depreciation and exceptional costs		**3,740,163**	**4,354,286**
Amortisation	14	(2,372,119)	(2,599,270)
Depreciation	15	(340,967)	(246,614)
Exceptional costs	6	(231,485)	(59,088)
Operating profit		**795,592**	**1,449,314**
Interest receivable and similar income	7	88	599
Interest Payable and similar expenses	8	(973,970)	(942,211)
(LOSS)/PROFIT BEFORE TAXATION	**9**	**(178,291)**	**507,702**
Taxation	11	(21,574)	483,679
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		**(199,865)**	**991,381**
(Loss)/Profit attributable to:			
Owners of the parent		(171,217)	1,116,222
Non-controlling interest		(28,648)	(124,841)
		(199,865)	**991,381**

All results are from continuing operations.

The notes on pages 20 to 38 form part of these financial statements.

CWDG Ltd

Consolidated Other Comprehensive Income
for the year ended 30 June 2023

	Notes	Year ended 30.06.23 £	Year ended 30.06.22 £
(LOSS)/PROFIT FOR THE YEAR		(199,865)	991,381
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR		(199,865)	991,381
Total comprehensive income attributable to:			
Owners of the parent		(171,217)	1,116,222
Non-controlling interest		(28,648)	(124,841)
		(199,865)	991,381

All results are from continuing operations.

The notes on pages 20 to 38 form part of these financial statements.

CWDG Ltd Registered Number: 13373871

Consolidated Balance Sheet
30 June 2023

	Notes	2023 £	2023 £	2022 £	2022 £
FIXED ASSETS					
Intangible assets	14		15,560,506		17,634,616
Tangible assets	15		1,168,831		769,855
			16,729,337		18,404,471
CURRENT ASSETS					
Debtors	17	10,492,071		10,097,291	
Cash at bank and in hand	18	1,722,270		2,325,587	
		12,214,341		12,422,878	
CREDITORS					
Amounts falling due within one year	19	(5,469,652)		(5,903,979)	
NET CURRENT ASSETS			6,744,689		6,518,899
TOTAL ASSETS LESS CURRENT LIABILITIES			23,474,026		24,923,370
CREDITORS					
Amounts falling due after more than one year	20		(9,500,000)		(9,500,000)
PROVISIONS FOR LIABILITIES	21		(192,143)		(50,401)
NET ASSETS			13,781,883		15,372,969
CAPITAL AND RESERVES					
Called up share capital	24		148,408		147,840
Share premium	25		14,526,331		14,417,239
Retained earnings	25		(665,364)		1,006,734
SHAREHOLDERS' FUNDS			14,009,375		15,571,813
NON-CONTROLLING INTERESTS	26		(227,492)		(198,844)
TOTAL EQUITY			13,781,883		15,372,969

The notes on pages 20 to 38 form part of these financial statements.

The financial statements were approved by the Board of Directors on 19 March 2024 and were signed on its behalf by:

....

Ben Round – Finance Director

CWDG Ltd Registered Number: 13373871

Company Balance Sheet
30 June 2023

	Notes	2023 £	2023 £	2022 £	2022 £
FIXED ASSETS					
Investments	16		18,162,917		18,162,817
CURRENT ASSETS					
Debtors	17	4,200,003		4,201,950	
CREDITORS					
Amounts falling due within one year	19	(4,996,872)		(3,605,538)	
NET CURRENT (LIABILITIES)/ASSETS			(796,869)		596,412
TOTAL ASSETS LESS CURRENT LIABILITIES			17,366,048		18,759,229
PROVISIONS FOR LIABILITIES	21		-		-
NET ASSETS			17,366,048		18,759,229
CAPITAL AND RESERVES					
Called up share capital	24		148,408		147,840
Share premium	25		14,526,331		14,417,239
Retained earnings	25		2,691,309		4,194,150
SHAREHOLDERS' FUNDS			17,366,048		18,759,229
Company's loss for the financial year			(1,960)		(5,850)

The notes on pages 20 – 38 form part of these financial statements.

The financial statements were approved by the Board of Directors on 19 March 2024 and were signed on its behalf by:

....

Ben Round – Finance Director

CWDG Ltd

Consolidated Statement of Changes in Equity
for the Year ended 30 June 2023

	Share Capital	Share Premium	Retained Earnings	Total
	£	£	£	£
Balance at 1 July 2021	144,040	13,860,937	-	14,004,977
Issue of share capital	3,800	556,302	-	560,102
Changes in non-controlling interest	-	-	(109,488)	(109,488)
Total comprehensive income	-	-	1,116,222	1,116,222
Balance at 30 June 2022	**147,840**	**14,417,239**	**1,006,734**	**15,571,813**
Balance at 1 July 2022	147,840	14,417,239	1,006,734	15,571,813
Issues of share capital	568	109,092	-	109,660
Dividends	-	-	(1,500,881)	(1,500,881)
Total comprehensive income	-	-	(171,217)	(171,217)
Balance at 30 June 2023	**148,408**	**14,526,331**	**(665,364)**	**14,009,375**

	Non-controlling interest	Total equity
	£	£
Balance at 1 July 2021	(61,621)	13,943,356
Issue of share capital	-	560,102
Changes in non-controlling interest	(12,382)	(121,870)
Total comprehensive income	(124,841)	(991,381)
Balance at 30 June 2022	**(198,844)**	**15,372,969**
Balance at 1 July 2022	(198,844)	15,372,969
Issues of share capital	-	109,660
Dividends	-	(1,500,881)
Total comprehensive income	(28,648)	(199,865)
Balance at 30 June 2023	**(227,492)**	**13,781,883**

The notes on pages 20 to 38 form part of these financial statements.

CWDG Ltd

Company Statement of Changes in Equity
for the Year ended 30 June 2023

	Share Capital	Share Premium	Retained Earnings	Total Equity
	£	£	£	£
Balance at 1 July 2021	**144,040**	**13,860,937**	**4,200,000**	**18,204,977**
Issue of share capital	3,800	556,302	-	560,102
Dividends Paid	-	-	-	-
Total comprehensive income	-	-	(5,850)	(5,850)
Balance at 30 June 2022	**147,840**	**14,417,239**	**4,194,150**	**18,759,229**
Balance at 1 July 2022	147,840	14,417,239	4,194,150	18,759,229
Issues of share capital	568	109,092	-	109,660
Dividends	-	-	(1,500,881)	(1,500,881)
Total comprehensive income	-	-	(1,960)	(1,960)
Balance at 30 June 2023	**148,408**	**14,526,331**	**2,691,309**	**17,366,048**

The notes on pages 20 to 38 form part of these financial statements.

CWDG Ltd

Consolidated Cash Flow Statement
for the Year ended 30 June 2023

	Notes	Year ended 30.06.23 £	Year ended 30.06.22 £
Cash flows from operating activities			
Cash generated from operations	1	2,564,694	2,866,287
Tax received/(paid)		194,709	(384,379)
Net cash from operating activities		2,759,403	2,481,908
Cash flows from investing activities			
Purchase of tangible fixed assets		(728,206)	(387,187)
Purchase of Investments		(428,232)	(1,936,129)
Cash acquired from Investments		309,848	617,899
Purchase of intangible assets		(74)	(60,277)
Interest received		88	599
Net cash from investing activities		(846,576)	(1,765,095)
Cash flows from financing activities			
Issue of ordinary share capital		-	-
New borrowings		-	
Repayment of borrowings		(41,293)	(1,177,457)
Interest paid		(973,970)	(942,211)
Dividends paid		(1,500,881)	-
Net cash from financing activities		(2,516,144)	(2,119,668)
(Decrease) in cash and cash equivalents		(603,317)	(1,402,855)
Cash and cash equivalents at beginning of year	2	2,325,587	3,728,442
Cash and cash equivalents at end of year	2	1,722,270	2,325,587

The notes on pages 20 – 38 form part of these financial statements.

Notes to the Consolidated Cash Flow Statement
for the Year ended 30 June 2023

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	Year ended 30.06.23 £	Year ended 30.06.22 £
(Loss)/Profit after taxation	(199,865)	991,381
Depreciation and amortisation charges	2,713,086	2,845,858
Interest paid	973,970	942,211
Interest received	(88)	(599)
Taxation	21,574	(483,679)
Operating cash flows before movement in working capital	3,508,677	4,295,172
(Increase)/decrease in trade and other debtors	(503,238)	(1,333,343)
Increase/(decrease) in trade and other creditors	(440,746)	(95,542)
Cash generated from operations	2,564,694	2,866,287

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 30 June 2023

	30.06.23 £	01.07.22 £
Cash and cash equivalents	1,722,270	2,325,587

Year ended 30 June 2022

	30.06.22 £	01.07.21 £
Cash and cash equivalents	2,325,587	3,728,442

3. ANALYSIS OF NET DEBT

	30.06.22 £	Cashflows £	Acquisition and disposal of subsidiaries £	Total 30.6.23 £
Cash at bank and in hand	2,325,587	(484,933)	(118,384)	1,722,270
Debt due within 1 year	(574,481)	153,863	(25,000)	(445,618)
Debt due after 1 year	(9,500,000)	-	-	(9,500,000)
	(7,748,894)	(331,070)	(143,384)	(8,223,347)

Amounts due within 1 year comprise £nil (2022: £173,568) due to company directors, £52,220 (2022: £97,128) due to other senior management and £212,388 (2022: 377,361) due to financial institutions for short term supply chain funding, and £181,010 due to Corstorphine + Wright Employee Benefit Trust (2022: £73,576 due from Corstorphine + Wright Employee Benefit Trust).

1. STATUTORY INFORMATION

CWDG Ltd (the "Company") (Registered number – 13373871 and Registered Address – Brook Hall, Brook Street, Warwick, Warwickshire, CV34 4BL) is a private company, limited by shares, and registered in England and Wales. The principal activity of the company is the investment in companies providing architectural design services within the construction industry.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

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. The presentation currency of these financial statements in sterling.

The parent company is included in the consolidated financial statement, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8.1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time;
- No separate parent company Cash Flow Statement with related notes is included;
- Key Management Personnel compensation has not been included a second time;
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instruments Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 30 June each year. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated income statement from the date that control commences until the date that control ceases. Control is established when the Company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

Business combinations are accounted for under the purchase method. In the Balance sheet, the identifiable assets, liabilities and contingent liabilities of any newly acquired entities are initially recognised at their fair values at the acquisition date. They are deconsolidated from the date control ceases. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities is recognised as goodwill. If the net fair value of the identifiable assets and liabilities exceeds the cost of the business combination the excess is recognised separately on the face of the consolidated balance sheet immediately below goodwill.

Under Section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own income statement. The loss attributable to the members of CWDG Limited for the year ended 30 June 2023 was £1,960 (2022: Loss of £5,850).

Significant judgements and estimates

Revenue and attributable profit on long term contracts in progress is recognised based on estimated stage of completion only when the outcome of the contract can be measure reliably. In making this judgement, management consider the detailed criteria for the recognition of revenue from the provision of services set out in FRS102 Section 23 Revenue. Estimates are an inherent part of this assessment and the actual outcome may deviate from the estimated outcome. However, the directors are satisfied that the stage of completion of contracts and associated recognition of revenue in the current period is appropriate.

2. **ACCOUNTING POLICIES -** *continued*

Foreign currency
Transactions in foreign currencies are translated to the Group companies' functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are retranslated to the functional currency at the exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transactions. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

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

Revenue
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services
Revenue from services provided under long-term contracts is recognised on the basis of stage of completion and the estimated outrun of the individual contracts. Progress payments received and receivable are deducted from fees earned and the balances are reported as amounts recoverable on contracts within debtors, unless progress payments received, or receivable are in excess of fees earned when the balances are reported deferred income under creditors. Loss provisions are recognised in full for all foreseeable losses in the period in which they are identified. Costs comprise productive salaries and other direct costs. Other operating income comprises rents received, utilities recharged and management fees, which is recognised when earned.

Financial instruments
The Group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from financial institutions and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Trade and other debtors & creditors
Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financial transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments
Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in preference and ordinary shares
Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents
Cash and cash equivalents comprise cash balances and call deposits.

2. **ACCOUNTING POLICIES** - *continued*

Tangible fixed assets
Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Where assets are transferred between group companies, they are done so at net book value unless this is considered to be different to fair value, in which situation fair value will be used and a profit or loss on disposal recognised. The useful lives of assets are not restated as a consequence of intragroup transfers of assets.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

- Leasehold Improvements – The shorter of straight line on cost over 10 years or remaining lease term
- Fixtures and fittings – 20%-25% on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated income statement.

Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the entity.

At the acquisition date, the group recognises goodwill as:

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

Where the excess is negative, this is recognised and separately disclosed on the face of the balance sheet as negative goodwill.

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

Goodwill
Goodwill is measured at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is charged so as to allocate the cost of Goodwill over the period of time the associated intangible benefit is anticipated to impact the group, using the straight-line method. The amortisation period is therefore specific to each particular quantum of goodwill generated. The Company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date. Goodwill is tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that goodwill may be impaired.

2. **ACCOUNTING POLICIES** - *continued*

Impairment

Financial assets (including trade and other debtors)

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

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU"), that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

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

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Finance costs
Finance costs are charged to the Consolidated income statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Current and deferred taxation
The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated income statement, 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.

2. **ACCOUNTING POLICIES** - *continued*

Current and deferred taxation - *continued*

The current income tax charge is calculated based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

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.

Research and development
In the research phase of an internal project, it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred.

Government grants
Grants are accounted for using the accrual model and classified as either revenue-based or capital-based. Grants relating to revenue are recognised in income on a systematic basis over the periods in which the entity recognises the related costs for which the grant is intended to compensate. Where a grant becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support with no future related costs, it is recognised in the period in which it becomes receivable. Grants relating to capital are recognised in income on a systematic basis over the expected useful life of the related asset.

Pension costs and other post-retirement benefits
The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the Consolidated income statement in the period to which they relate.

Operating leases
Rentals paid under operating leases are charged to the Consolidated income statement on a straight-line basis over the lease term. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Provisions for liabilities
Provisions are made when an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged to the Consolidated income statement in the year in that the Group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

3. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the group.

An analysis of turnover by geographical market is given below:

	Year ended 30.06.23	Year ended 30.06.22
	£	£
United Kingdom	25,838,589	20,518,788
Rest of World	-	64,684
	25,838,589	20,583,472

4. EMPLOYEES AND DIRECTORS

	Year ended 30.06.23	Year ended 30.06.22
	£	£
Wages and salaries	12,561,003	9,808,316
Social security costs	1,502,474	1,067,609
Other pension costs	541,786	463,972
	14,605,263	11,339,897

The group operates a stakeholder defined contribution pension scheme for the benefit of the employees and directors. The assets of the scheme are administered by an independent pensions provider.

The average number of employees during the year was as follows:

	Year ended 30.06.23	Year ended 30.06.22
Directors	5	5
Office, management and technical staff	234	189
	239	194

	Year ended 30.06.23	Year ended 30.06.22
	£	£
Directors' remuneration	1,097,475	917,134
Directors' pension contributions to money purchase pension schemes	64,057	111,043

During the year 5 directors (2022: 4) participated in money purchase pension schemes.

Information regarding the highest paid director is as follows:

	Year ended 30.06.23	Year ended 30.06.22
	£	£
Emoluments etc	228,874	200,616
Pension contributions to money purchase pension schemes	-	-

Amounts paid to other key management personnel was as follows:

	Year ended 30.06.23	Year ended 30.06.22
	£	£
Emoluments etc	2,424,410	2,408,831
Pension contributions to money purchase pension schemes	222,528	180,428

5. OTHER OPERATING INCOME

	Year ended 30.06.23 £	Year ended 30.06.22 £
Rental income	66,754	5,098
Government Coronavirus Retention Scheme	-	699
Grant Income	5,802	18,195
Other	4,768	47,028
	77,324	71,020

The Government Coronavirus Retention Scheme and other grant income have been classified as revenue-based grants and recognised in the period in which it became receivable as there are no associated future performance requirements.

6. EXCEPTIONAL COSTS

	Year ended 30.06.23 £	Year ended 30.06.22 £
Administrative Costs	139,384	23,303
Legal & Professional	92,101	35,785
	231,485	59,088

Administrative Costs relate to internal reorganisation and associated settlements. Legal and Professional charges largely relate to internal group restructuring, including the hive up of trade and assets of two subsidiaries, together with amounts relating to the senior leadership EMI scheme.

7. INTEREST RECEIVABLE AND SIMILAR INCOME

Interest income is recognised in the Consolidated Income Statement using the effective interest method.

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 30.06.23 £	Year ended 30.06.22 £
Finance interest	973,970	942,211

9. (LOSS)/PROFIT BEFORE TAXATION

The (loss)/profit before taxation is stated after charging:

	Year ended 30.06.23 £	Year ended 30.06.22 £
Depreciation - owned assets	340,967	246,590
Goodwill amortisation	2,372,119	2,599,270
Other operating lease rentals	671,067	514,550

10. AUDITORS' REMUNERATION

	Year ended 30.06.23 £	Year ended 30.06.22 £
Fees payable to the group's auditors for the audit of the group's financial statements	32,000	26,000

11. TAXATION

Analysis of the tax charge

The tax charge on the (loss)/profit for the year was as follows:

	Year ended 30.06.23 £	Year ended 30.06.22 £
Current tax:		
UK corporation tax	(119,979)	-
Adjustments in respect of previous periods	(22,574)	(349,260)
Total current tax	(142,553)	(349,260)
Deferred tax		
Origination and reversal of timing differences	92,511	(28,722)
Adjustments in respect of previous periods	71,616	(105,697)
Effect of tax rate change on opening balance	-	-
Total deferred tax	164,127	(134,419)
Tax on results on ordinary activities	21,574	(483,679)

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than (2022 - lower than) the standard rate of corporation tax in the UK of 25% (2022: 19%). The differences are explained below:

	Year ended 30.06.23 £	Year ended 30.06.22 £
(Loss)/Profit on ordinary activities before tax	(178,291)	507,702
(Loss)/Profit multiplied by the standard rate of corporation tax in the UK of 25% (2022: 19%)	(44,573)	96,464
Effects of:		
Fixed asset differences	15,142	63,608
Expenses not deductible for tax purposes	637,944	512,477
R&D enhanced deduction	(554,117)	(394,499)
Surrender of losses for R&D tax credit refund	39,896	51,495
R&D expenditure credits	-	1,086
Adjustments in respect of prior periods	48,787	(454,956)
Remeasurement of deferred tax for changes in tax rates	(17,544)	104,409
Other tax adjustments, reliefs and transfers	(93,949)	-
Movement in deferred tax not recognised	(10,012)	(463,763)
Total tax for the period	21,574	(483,679)

12. BUSINESS COMBINATIONS

On 31st December 2022, the subsidiary company Corstorphine + Wright Ltd acquired 100% of the ordinary share capital of Lipton Plant Architects Limited (subsequently renamed Corstorphine & Wright (London) Limited) for total consideration of £537,892, with £428,232 paid in cash and £109,660 settled by way of equity in the ultimate parent company CWDG Ltd.

With over 20 years of experience Lipton Plant Architects Ltd has developed a considerable portfolio of projects and clients within the high-end private residential sector across the south of England with a focus on creative excellence. This brings further diversity to the Corstorphine & Wright group and exciting collaboration opportunities for the future. Formed by Jonathan Plant and former business partner Edward Lipton in 2002, the business now comprises a highly skilled team of 12 individuals which brings a number of additional talented individuals into the London studio and wider business.

The goodwill of £297,935 arising from the acquisition is attributable to the expertise and experience of the workforce, together with the client relationships and considerable industry experience within the private residential sector. The estimated useful life of this goodwill is 10 years which reflects the lifecycle of the acquired relationships, staff retention and relevance of sector expertise.

The following amounts of assets, liabilities and contingent liabilities were recognised at the acquisition date:

	Carrying Value & Fair Value £
Tangible assets – Computer Equipment	11,736
Trade debtors	139,206
Prepayments	33,680
Cash at bank and in hand	309,848
Trade creditors	(41,404)
Corporation tax	(62,382)
Social security and other taxes	(12,690)
VAT	(87,676)
Other creditors	(5,815)
Accruals	(575)
Deferred tax provision	(2,678)
Long term funding	(41,293)
Total identifiable net assets	**239,957**
Goodwill	297,935
Total	**527,892**

Turnover of £356,968 and a profit of £29,286 has been included in the group financial statements from the date of acquisition until the year end.

13. RESTRUCTURING

A group structure simplification exercise took place on 31 December 2022 with the transfer of the trade and assets of the wholly owned subsidiary Corstorphine & Wright (North East) Limited to Corstorphine + Wright Limited at book value. All employees were also transferred to Corstorphine + Wright Limited under the TUPE legislation as at that date. Clients, projects and suppliers were all contacted and successfully migrated to Corstorphine + Wright Limited, without disruption in business services.

On 31 December 2022 Corstorphine + Wright Limited transferred the wholly owned subsidiary Matt Brook Architects Limited to CWDG limited for consideration of £100, crystallising goodwill of £28,976, which was subsequently fully impaired.

A further group structure simplification exercise took place on 30 June 2023 with the transfer of the trade and assets of the newly acquired, wholly owned subsidiary Corstorphine & Wright (London) Limited to Corstorphine + Wright Limited at book value. All employees were also transferred to Corstorphine + Wright Limited under the TUPE legislation as at that date. Clients, projects and suppliers were all contacted and successfully migrated to Corstorphine + Wright Limited, without disruption in business services.

As Corstorphine & Wright (London) Limited was acquired by Corstorphine & Wright Limited in December 2022 for consideration exceeding fair value of net assets (see note 12), goodwill of £297,935 crystallised upon consolidation and was determined to have a useful economic life of 10 years. As at 30 June 2023 the unamortised goodwill totalled 283,038 and so in accordance with FRS 102 the original goodwill of £297,935 has been reclassified from cost of investment to intangible assets in Corstorphine + Wright Limited and subsequently amortised to the net £283,038 through Other Comprehensive Income.

Following the successful hive up of trade and assets of the wholly owned subsidiary Corstorphine & Wright (North East) Limited on 31st December 2022 and of the wholly owned subsidiary Corstorphine + Wright (Tamworth) Limited on 28th February 2022, and as part of the ongoing simplification of the group structure the following dormant subsidiaries of Corstorphine + Wright Ltd entered into members voluntary liquidations on 30th June 2023:

- Corstorphine & Wright (North East) Limited
- Corstorphine & Wright (Tamworth) Limited

Prior to liquidation, a final dividend of £83,514 was paid by Corstorphine & Wright (North East) Limited to Corstorphine + Wright Limited. The carrying value of the investment held by the Company in Corstorphine & Wright (North East) Limited was consequently written down by £122,379. This resulted in a loss of £38,865 for Corstorphine + Wright Limited which is recognised within Other Comprehensive Income.

Prior to liquidation, a final dividend of £486,991 was paid by Corstorphine & Wright (Tamworth) Limited to Corstorphine + Wright Limited. The carrying value of the investment held by the Company in Corstorphine & Wright (Tamworth) Limited was consequently written down by £486,991.

Joseph Gordon Maurice Sadler of Corporate Finance Solutions LLP was appointed as liquidator on 30 June 2023 and continues to manage the liquidation process with a view to formally dissolving the companies in the near future.

With regards historic liquidations, Corstorphine & Wright (Consultants) Limited was formally dissolved by Joseph Gordon Maurice Sadler of Ellwell Watchorn & Saxton LLP on 18 January 2023 after originally entering into a members voluntary liquidation in January 2021.

14. INTANGIBLE FIXED ASSETS

Group

	Goodwill £
COST	
At 1 July 2022	20,096,386
Additions through business combinations	326,985
Fair value adjustments on internal transfers	(5,029)
At 30 June 2023	20,418,342
AMORTISATION	
At 1 July 2022	2,461,770
Amortisation in year	2,372,119
Impairment	28,976
Fair value adjustments on internal transfers	(5,029)
At 30 June 2023	4,857,836
NET BOOK VALUE	
At 30 June 2023	15,560,506
At 30 June 2022	17,634,616

Additional goodwill in the period is made up of the consideration paid in excess of the acquired net assets and liabilities of Corstorphine + Wright (London) Limited (previously Lipton Plant Architects Limited) of £297,935. Additional goodwill in the period of £28,976 relates to the transfer of Matt Brooks Architects Limited from Corstorphine + Wright Limited to CWDG Limited. This was subsequently fully impaired.

The amortisation period of the additional goodwill associated with the acquisition of Corstorphine & Wright (London) Limited (previously Lipton Plant Architects Limited) is estimated to be 10 years, which reflects the lifecycle of the acquired relationships, staff retention and relevance of sector expertise.

Fair value adjustments on internal transfers relate to goodwill transferred as part of the internal restructuring hive up of trade and assets between subsidiaries.

Company

The company has no intangible assets.

15. TANGIBLE FIXED ASSETS

Group

	Short leasehold £	Fixtures and fittings £	Totals £
COST			
At 1 July 2022	109,718	894,672	1,004,390
Additions from business combinations	-	11,736	11,736
Additions	202,077	526,178	728,255
Fair value adjustments on internal transfers	(1,744)	(35,089)	(36,833)
Foreign exchange adjustments	-	(52)	(52)
At 30 June 2023	310,051	1,397,445	1,707,497
DEPRECIATION			
At 1 July 2022	17,067	217,468	234,535
Charge for year	32,901	308,066	340,967
Fair value adjustments on internal transfers	(1,744)	(35,080)	(36,824)
Foreign exchange adjustments	-	(13)	(13)
At 30 June 2023	48,224	490,441	538,665
NET BOOK VALUE			
At 30 June 2023	261,827	907,004	1,168,831
At 30 June 2022	92,651	677,204	769,855

Fair value adjustments on internal transfers relate to assets transferred as part of the internal restructuring hive up of trade and assets between subsidiaries.

Company

The company has no tangible assets.

16. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1 July 2022	18,162,817
Additions	100
At 30 June 2023	18,162,917
IMPAIRMENT	
At 1 July 2022	-
Impairment in year	-
At 30 June 2023	-
NET BOOK VALUE	
At 30 June 2023	18,162,917
At 30 June 2022	18,162,817

Additions in the year relates to the transfer of Matt Brooks Architects Limited from Corstorphine + Wright Limited to CWDG Limited.

Subsidiary undertakings

Trading subsidiary undertakings of the Company are as follows:

Name	Class of shares	Holding	Principal activity
Corstorphine + Wright Holdings Limited	Ordinary	100%	Holding Co.
Corstorphine + Wright Limited	Ordinary	100%	Architects
All Design London Limited	Ordinary	51%	Architects
Matt Brook Architects Limited	Ordinary	100%	Architects
R3 Consultancy Limited	Ordinary	100%	Property Services

As a result of ongoing corporate structure simplification and the business strategy to fully hive up trade and assets of companies following acquisition, the following subsidiary undertakings remain either dormant or in liquidation:

Name	Class of shares	Holding	Principal activity
Corstorphine & Wright (Birmingham) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (Manchester) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (Birmingham Studio) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (Canterbury) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (Scotland) Limited*	Ordinary	100%	In liquidation
Corstorphine & Wright New Co Limited	Ordinary	100%	Dormant
Corstorphine + Wright (Leeds) Limited	Ordinary	100%	In liquidation
Corstorphine + Wright (Leeds) Holdings Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (Tamworth) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (North East) Limited	Ordinary	100%	In liquidation
Corstorphine & Wright (London) Limited	Ordinary	100%	Dormant

*This entity was dissolved on 2 August 2023.

16. FIXED ASSET INVESTMENTS - CONTINUED

Corstorphine & Wright (Consultants) Limited, a 100% dormant subsidiary was dissolved on 18 January 2023.

The registered address of Corstorphine & Wright (Birmingham) Limited, Corstorphine & Wright (Manchester) Limited, Corstorphine & Wright (Birmingham Studio) Limited, Corstorphine & Wright (Canterbury) Limited, Corstorphine & Wright (Scotland) Limited, Corstorphine & Wright (Leeds) Limited and Corstorphine & Wright (Leeds) Holdings Limited is:

8 Warren Park Way
Enderby
LE19 4SA

The registered address of Corstorphine & Wright (North East) Limited and Corstorphine & Wright (Tamworth) Limited is:

22 Regent Street
Nottingham
NG1 5BQ

The registered address of Matt Brook Architects Limited is:

St George's Gardens
1F Spinners Way
Manchester
M15 4UZ

For all other subsidiary companies the registered office is:

Brook Hall
Brook Street
Warwick
Warwickshire
CV34 4BL

In addition to the above, All Design London Limited has a subsidiary company All Design Doha WLL registered in Qatar with share capital of 10,000 Qatari Riyals of QR 50 each. Legal ownership of the company is split 49% All Design London Limited and 51% Ahmed Youssef Hassan Al Hamadi who is the local Qatari Sponsor. This structure is a local requirement to operate in the country of Qatar and the sponsor is remunerated with a fixed contractual fee. Managerial control and entitlement to company profits is entirely retained by All Design London Limited. During the year, aLL Design London Limited acquired the share capital of aLL Design UAE, where aLL Design London Limited acquired 1,000 shares in aLL Design UAE of 1 AED each.

17. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2023	**2022**	**2023**	**2022**
	£	**£**	**£**	**£**
Trade debtors	7,440,911	7,508,625	-	-
Amounts owed by group undertakings	-	-	4,200,000	4,200,000
Amounts recoverable on contracts	1,325,517	973,949	-	-
Other debtors	118,473	248,652	-	-
Prepayments	1,607,171	1,008,409	-	-
Corporation Tax	-	267,565	-	-
Deferred Tax (see note 22)	-	90,091	3	1,950
	10,492,071	10,097,291	4,200,003	4,201,950

18. CASH AT BANK AND IN HAND

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

19. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Trade creditors	961,959	1,043,675	-	-
Amounts owed to group undertakings	-	-	4,968,771	3,374,843
Tax	13,778	-	-	-
Social security and other taxes	408,903	331,840	-	-
VAT	841,282	801,230	-	-
Other creditors	459,163	717,866	28,101	57,128
Directors' loan accounts	-	173,567	-	173,567
Deferred income	1,729,017	1,406,360	-	-
Accruals	1,055,550	1,429,441	-	-
	5,469,652	5,903,979	4,996,872	3,605,538

20. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Long term loan	9,500,000	9,500,000	-	-
	9,500,000	9,500,000	-	-

The long term loan is with Beechbrook Capital LLP. The initial terms of the loan required repayment in full at the end of a 5 year term which commenced on 28 June 2019 with a rate of interest of 9% plus Bank Of England base rate (subject to a cap of 1.5%) and payable quarterly. The terms of the loan were renegotiated during the year, where the rate of interest reduced to 8% and the loan term extended by 1 year to 30 June 2025.

21. PROVISIONS FOR LIABILITIES

Group

	Deferred tax	PI Claims	Property Dilapidations	Total
At 1 July 2022	(90,091)	-	50,401	(39,690)
Charged to P&L in the year	166,807	50,000	15,027	231,834
Utilise during the year	-	-	-	-
At 30 June 2023	76,716	50,000	65,428	192,144

Property dilapidation provisions are recognised in accordance with contractual obligations for each individual leasehold property and discounted back from the end of the lease term using a weighted average cost of capital for the group. The PI claim provision is recognised to cover the PI Policy excess in relation to potential project related claims.

The Company does not have any provisions.

22. DEFERRED TAX LIABILITY/(ASSET)

The group deferred tax position is a liability of £76,716 at the year end (2022: asset of £90,091 and included within debtors, see note 17) and included within provisions (see note 21).

Deferred tax balances are made up as follows:

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Fixed asset timing differences	182,089	69,823	-	-
Short term timing differences	(12,600)	(35,161)	-	-
Losses and other deductions	(131,578)	(156,997)	(3)	(1,950)
Other	38,805	32,244	-	-
	76,716	(90,091)	(3)	(1,950)

23. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Non-cancellable operating leases	
	2023	2022
	£	£
Within one year	778,893	429,122
Between one and five years	2,457,201	691,805
After five years	1,806,083	-
	5,042,177	1,120,927

Further lease commitment were entered into after the balance sheet date as disclosed in note 29.

The company does not have any lease commitments.

24. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2023	2022
			£	£
85,168	Ordinary A	£1	85,168	84,600
19,200	Ordinary B	£1	19,200	19,200
44,040	Preference	£1	44,040	44,040
			148,408	147,840

Ordinary A and Ordinary B shares rank pari passu in terms of voting rights and income distribution. Preference shares have no voting rights attached and are not eligible for income distribution outside of the contractual distribution.

An additional 568 Ordinary A shares of £1 nominal value were allotted, issued and fully paid during the year in relation to the acquisition of Corstorphine + Wright (London) Limited (previously Lipton Plant Architects Limited) for a share consideration of £109,660.

25. RESERVES

Share premium reserves reflect amounts attributable to equity owners over and above nominal share value, awarded as part of business acquisitions. During the year additional share premium of £109,092 crystallised as a result of the acquisition of Corstorphine & Wright (London) Limited (previously Lipton Plant Architects Limited).

Profit and loss account reserves comprise all current and prior retained profits and losses.

26. NON-CONTROLLING INTERESTS

As at 30th June 2023, the non-controlling interests were 49% in All Design London Ltd, 49% of All Design UAE LLC, registered in the UAE and 51% of All Design Doha WLL, registered in Qatar. However the latter is included in the group consolidation due to managerial control.

27. PENSION COMMITMENTS

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated statement of comprehensive income when they fall due. Amounts not paid of £11,122 (2022: £108,160) are shown in other creditors as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

28. CAPITAL COMMITMENTS

The group had capital commitments for IT projects and equipment of £9,011 (2022: £22,612) and for leasehold improvements of £13,089 (2022: £48,445) as at the balance sheet date.

29. POST BALANCE SHEET EVENTS

On 10th October 2023 the group entered into a new 5-year Manchester property lease with a 3-year break option, at an average rental cost of £89,296 per annum. This relocation of the Manchester studio will further enhance the presence in the local business community and provide improved amenities for clients and employees.

The group entered into two sublet agreements after the balance sheet date. On the 2nd August 2023 the group entered into a three year sub-lease agreement for a component of the Warwick studio with an annual rent receivable of £30,000 per annum. On 11th October 2023 the group entered into a 5 year sub-lease agreement for a component of the Manchester studio with an annual rent receivable of £30,000.

On 19th January 2024the group successfully implemented an agreed overdraft facility of £1.5m with Lloyds Banking Group to provide additional financial headroom and associated risk mitigation in light of the continued growth of the business and additional cash demands.

30. ULTIMATE CONTROLLING PARTY

The Company is collectively controlled by the directors, other senior management and Beechbrook Capital LLP.

31. RELATED PARTY DISCLOSURES

The company has taken advance of 33.1A of FRS102 to not disclose transactions with subsidiaries that are wholly owned.

During the year the Corstorphine + Wright Limited purchased architectural services from the majority owned subsidiary All Design London Ltd totalling £135,650. (2022: £171,227).

The group also provided investment funding by way of incurring costs on behalf of All Design London Ltd of £81,924 (2022: £123,189) and on behalf of All Design Doha WLL of £12,513 (2022: £65,011). The company provided further investment funding during the year to All Design London Limited by way of a loan of £187,440 (2022: £242,500).

Balances outstanding at the year end with non-wholly owned group entities were: All Design London Ltd (debtor) £676,061 (2022: £417,312) and; All Design Doha WLL (debtor) £122,365 (2022: £109,861). These balances are unsecured, repayable on demand and attract no interest.

Balances outstanding at the year end to entities that have common directorship with Corstorphine + Wright were: Q&A Planning Limited (debtor) £11,172 (2022: £3,072); Baker Brown Limited (creditor) £18 (2022: £0); The Bell + Sasan Group of Sipp Trusts (debtor) £4,500 (2022: £1,125); and Wareing and Downes of (creditor) £1,348 (2022: £10,417 debtor).

The group paid rent to Baker Brown Limited of £101,075 (2022: £100,689); The Bell + Sasan Group of Sipp Trusts of £13,500 (2022: £13,500); Wareing and Downes of £68,239 (2022: £38,634); and WPP re JE Hart & SJ West of £47,250 (2022: £23,625).

In relation to the purchase of Corstorphine + Wright Holdings Limited by CWDG Ltd on 30 June 2021, company directors received further consideration of £203,475 during the year, with £27,220 remaining outstanding as at 30 June 2023.

During the year, company directors received EMI options 6,100 Ordinary A shares in CWDG Limited for a total value of £98,120.

32. CONTINGENT LIABILITY

The Company and its subsidiaries have cross guaranteed borrowings in relation to the investment agreement with Beechbrook Capital LLP. At the balance sheet date, the amount guaranteed in this way was £9,500,000 (2022: £9,500,000).

The Company and its subsidiaries have cross guaranteed fixed and floating security in relation to the £1,500,000 overdraft facility with Lloyds Banking Group.