

Company Registration No. 07412854

Roberts Walters Dubai Limited

Annual Report and Financial Statements

For the year ended 31 December 2022



Roberts Walters Dubai Limited

Annual report and financial statements for the year ended 31 December 2022

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Roberts Walters Dubai Limited

Annual report and financial statements for the year ended 31 December 2022

Officers and professional advisers

Directors

A Bannatyne
A McDonnell

Company secretary

R Harris

Registered office

11 Slingsby Place
St Martin's Courtyard
London
WC2E 9AB
United Kingdom

Bankers

HSBC UK plc
1 Centenary Square
Birmingham
B1 1HQ
United Kingdom

Solicitors

Squire Patton Boggs
7 Devonshire Square
London
EC2M 4YH
United Kingdom

Independent Auditor

BDO LLP
Chartered Accountant
55 Baker Street
London
W1U 7EU

Roberts Walters Dubai Limited

Strategic report

The Directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

The Company has chosen in accordance with Section 414C(11) of the Companies Act 2006 to set out in its Strategic Report the following which the Directors believe to be of strategic importance:

- Principal risks and uncertainties
- Key Performance Indicators (KPIs)
- Future developments

Principal activities

The principal activity of the Company is the placement of permanent staff in the United Arab Emirates ("UAE"). The Directors are not aware, at the date of this report, of any likely changes in the Company's activities in the next year.

Business review

The audited financial statements for the year ended 31 December 2022 are set out on pages 14 to 24.

The Directors consider the year-end financial position was satisfactory given the trading environment.

Profit after taxation for the year ended 31 December 2022 was 3,428,530 AED (2021: Profit of 1,252,176 AED) on a turnover of 33,763,289 AED (2021: 26,455,255 AED).

The financial statements have been prepared using Emirati dirham as the functional and presentational currency as the United Arab Emirates is the primary economic environment the entity operates in.

The Directors do not recommend payment of a dividend (2021: nil).

A detailed business review of the Robert Walters group, which includes the performance of this Company is included in the annual report of Robert Walters plc for the year ended 31 December 2022. The annual report does not form part of these statements.

Key performance indicators

KPI and Definition	Analysis
Net Fee Income (Gross Profit)— Net fee income is the total placement fees of permanent candidates.	<ul style="list-style-type: none"> Net fee income increased by 28% (2021: 43% increase), due to recruitment activity levels increasing across all sectors.
Operating Profit - Operating profit represents net fee income less administrative expenses.	<ul style="list-style-type: none"> Increase in net fee income drove a 161% increase (2021: 131% increase) in operating profit due to broad-based growth and improved job flow.
Productivity - Productivity represents the total net fee income generated per fee earner.	<ul style="list-style-type: none"> In 2022, productivity increased by 7% (2021: 32% increase), due to retained experience amongst fee earners.

Principal risks and uncertainties

Risk management process

The Directors recognise the importance of identifying and actively monitoring the full range of financial and non-financial risks facing the business. By regularly reviewing the risk profile of the business, the Board ensures that the risk exposure remains appropriate at any point in the cycle. The effectiveness of the risk management process is monitored by the Audit and Risk Committee of Robert Walters plc.

Roberts Walters Dubai Limited

Strategic report (continued)

The process involves identifying and prioritising the key risks and developing and implementing appropriate mitigation strategies to address those risks.

We review our risks in terms of likelihood of occurrence and potential impact on the business and the Audit and Risk Committee reviews and considers the extent to which management has addressed the key risks through appropriate controls and actions to mitigate those risks. The management team continues to consider key risk areas on an ongoing basis with a specific periodic review at least once a year of their system of internal controls to ensure that each risk area is addressed within the business. The Internal Audit function reviews and tests the effectiveness of these controls to ensure that risk is being managed properly and effectively.

A summary of the key risks that we believe could potentially impact the Company's operating and financial performance, together with associated key actions, is shown below.

Risk

Economic environment - Job availability and the level of candidate confidence in the employment market are important factors in determining the total number of recruitment transactions in a given year. Candidates are less inclined to move jobs when the number of jobs available is stagnant or in decline, which could lead to a deterioration in the Company's financial performance. Additionally, the potential impact of the conflict in Ukraine could lead to an economic slowdown.

Business model - Competition risk varies in each of the Company's main regions depending on the maturity of client and candidate market. The emergence of new technology platforms such as social media for recruitment purposes may also lead to increased competition.

Brand and reputation - There is an inherent risk that the brand and reputation of the Company could be impacted by a failure to maintain high-quality service levels to both candidates and clients.

Actions to mitigate risk

- The Company's strategy when facing a slowdown in a market is to balance the cost base, such that the impact on profit is mitigated, against the perceived future benefit from the retention of key staff. Historically, the Company has benefited substantially from increased operational gearing as a result of its policy of deliberately retaining key staff through economic downturns.
- The development of strong commercial relationships with clients has enabled the Company to win and then maintain its contracts with large global organisations and the Company also has a significant and diverse income stream across the SME marketplace.
- The Company reviews and monitors changes in technology and social media trends to ensure that it evolves appropriately. The Company continues to promote itself as a relationship recruiter operating in specialised markets, ensuring its online presence is competitive and provides a high-quality customer experience.
- Quality control standards are maintained and reviewed for each stage of the recruitment cycle with all new employees receiving appropriate levels of training applicable to their role.
- Candidate and client satisfaction surveys are carried out on a regular basis, with Directors addressing any negative feedback directly with the client or candidate. A 'Contact us' email address is available on the Group's website so any negative feedback or improper conduct can be acted upon swiftly by the Group Marketing Director and local senior management.

Roberts Walters Dubai Limited

Strategic report (continued)

Laws and regulations - The Company must comply with numerous domestic and international laws and regulations, any change to which could have a detrimental effect on the Company's financial performance.

- To ensure compliance, our legal department works with leading external advisers as required to monitor potential changes in employment legislation across the markets in which we operate.
- Contractual terms and conditions are thoroughly reviewed before signing to ensure contract provisions are fully understood and risks are fairly allocated between parties.
- An escalation process exists such that contracts with non-standard terms are reviewed and approved by the General Counsel and Chief Financial Officer as appropriate.

Technology - The Company is reliant on its technological infrastructure to maintain client and candidate data. A critical infrastructure or system disruption could have a material impact on the Company's financial results, whilst a loss of confidential and competitive information can have an adverse impact on operations and the reputation of the Company.

- The Company maintains a comprehensive IT security policy, which is reviewed on a regular basis, covering all areas of IT security from user access through to server access.
- All sensitive candidate and client information is held securely with restricted access.
- Appropriate guidance and training on the security and handling of both manual and electronic documents including confidential and sensitive data is provided to all staff.
- The Group has a dedicated Chief Technology Officer and Group Information Security Officer with specific remits to consider and ensure that appropriate and reasonable controls are put in place, particularly in respect of Cyber related threats and data breach.
- The Company continues to review and improve its Business Continuity Plan to mitigate against any critical infrastructure disruptions.

Section 172 Statement

The Board acknowledges Section 172 (1) of the UK Companies Act 2006, and its duty to promote the success of the Company. A director of a Company must act in the way he or she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so has regard (amongst other matters) to:

- a) the likely consequences of any decision in the long term
- b) the interests of the Company's employees
- c) the need to foster the Company's business relationships with suppliers, customers and others
- d) the impact of the Company's operations on the community and the environment
- e) the desirability of the Company maintaining a reputation for high standards of business conduct
- f) the need to act fairly between members of the Company.

Through the risk management process as detailed in the Principal Risks and Uncertainties section of the Strategic Report on pages 2 to 5 the Directors have assessed the Company's risk profile, consequences of any decision in the long term, appropriate risk mitigation strategies and identification and consideration of emerging risks.

Key stakeholders are identified as those stakeholder groups fundamentally impacted by the performance and decisions of the Company, and those which have a significant impact on the long-term success of the Company. The interests of key stakeholders are considered through active stakeholder engagement, Board discussions and decision making and define our purpose of powering people and organisations to fulfil their unique potential.

Roberts Walters Dubai Limited

Strategic report (continued)

Section 172 Statement (continued)

The Board's focus on clients, candidates and culture ensures the Group maintains a reputation for high standards of business conduct, and the need to act fairly between members of the Company.

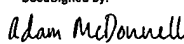
During the year the Company took the decision to increase fee earner head count which provides us significant headroom and opportunities for further growth. This was a key decision to grow the business which was taken by the Company to improve long term profitability for shareholders. The Company has further embraced hybrid working in the year to allow staff to work efficiently from home or at the office.

The Company continues to roll out Zenith, the Group's new customer relationship management (CRM) system which will provide efficiencies for the Global business over 2023/24. Working with the workforce including multiple back office support functions to develop this CRM will keep the company ahead of its competition.

Our key stakeholder groups and other interested parties, and how we engage with them, are detailed in the Engagement with Shareholders and Key Stakeholders section in the Directors' Report on pages 8 to 9.

Future developments and post balance sheet events.

The Directors expect the general level of activity to increase during 2023, as hiring activities remain high but the ability to hire experienced recruiters remains challenging. The conflict in Ukraine has currently not had a notable impact on our direct business however, the knock-on impact for the global economy and inflationary price rises may result in a more challenging trading period ahead. We will be monitoring the situation closely during 2023.

DocuSigned by:

874FB7F7BE1B4C9
A McDonnell
Director

18th August 2023

Roberts Walters Dubai Limited

Directors' report

The Directors present their annual report on the affairs of the Company, together with the audited financial statements for the year ended 31 December 2022.

Directors

The Directors who served throughout the year and at the date of this report are shown below:

A Bannatyne

A McDonnell

Future developments and events after the balance sheet date

Details of future developments and events that have occurred after the balance sheet date can be found in the Strategic Report on page 5.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out on pages 2 to 5. The Directors have assessed the long-term prospects of the Company as part of Robert Walters plc (the Group) based upon business plans, forecasts and cash flow projections for both the twelve-month period ending 31 December 2023 and the three-year period ending 31 December 2025 in addition to the macro-environment uncertainty and ongoing recovery from the pandemic. The three-year period was chosen as it is considered the longest timeframe over which any reasonable view can be formed, given the nature of the market in which the Group operates.

Furthermore, the nature of recruitment activity is highly reactive to market sentiment and the forward visibility of permanent recruitment, which represents 70% of the Group's net fee income, can be measured in weeks, whilst temporary recruitment and recruitment process outsourcing may be less affected. The forecasts and cash flow projections being used to assess going concern have been comprehensively stress-tested by using simulation techniques involving sensitivity analysis applying, in particular, projections of reduced net fee income of up to 20% from forecasts each year over a three-year period.

The Directors have also completed reverse stress testings (as per the FRC guidance), by running various downside scenarios, designed to explore the resilience of the Group to the potential impact of the principal risks as set out on pages 2 to 4 or a combination of those risks.

The Company is a wholly owned subsidiary of the Group, which had £97.1m of net cash at 31 December 2022 and a £60.0m four-year committed financing facility until March 2026 of which £26.1m was drawn down at year end (2021 £15.7m). The Group has a strong balance sheet and considerable financial resources and remains confident of the Group's long-term growth prospects, and a diverse range of clients and suppliers across different geographic locations and sectors reduces the risks of any negative outcomes.

During 2023 so far, the market has been more challenging than 2022 due to the macro-economic conditions, such as inflation impacting the cost base and creating market uncertainty. However, the Company is in a strong position to take advantage of opportunities in 2023. As a consequence, the Directors believe that the Company is well-placed to manage its business risks successfully. After making enquiries, the Directors have formed a judgement, at the time of approving the financial statements, that, with the support of the Group, there is a reasonable expectation that the Company has adequate resources to continue in operational existence and meet its liabilities as they fall due over for at least 12 months for the date of approval of these financial statements. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements.

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Directors' report (continued)

Financial risk management

The Company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. Due to the nature of the Company's business and the assets and liabilities contained within the Company's balance sheet, the Directors consider the financial risks most relevant to this Company are credit risk and liquidity risk.

Credit risk

The Company's principal financial assets are bank balances and cash, trade and other debtors. The Company's credit risk is primarily in respect of trade debtors.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company only transacts with entities that have adequate credit rating. This information is supplied by independent rating agencies where available and if not available uses other publicly available financial information. Credit ratings of counterparties are continuously reviewed.

Liquidity risk

The Company's overall objective is to always ensure that it is able to meet its financial commitments as and when they fall due. Surplus funds are invested on short-term deposit. Short-term flexibility is achieved by utilising the sales financing facility.

Financial liabilities

The Company finances its operations through a mixture of retained earnings and support from other group companies. Trade and other creditors are settled within normal terms of business and are payable in less than 60 days.

Dividends

During 2022 and 2021, no dividends were paid by the Company. There were no dividends proposed after year end.

Political contributions

During 2022 and 2021, no political contributions were made by the Company.

Directors' indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors which were made during the year and remain in force at the date of this report.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of the other employees.

Equal opportunity

The Company endorses and supports the principles of equal employment opportunities. It is the policy of the Company to provide equal employment opportunities to all qualified individuals, and to ensure that all employment decisions are made, subject to legal obligations, on a non-discriminatory basis.

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Directors' report (continued)

Engagement with shareholders and key stakeholders

The Company effectively engages with all key stakeholder groups of clients, candidates and employees through encouraging participation, active consultation and by building long-term relationships in order to achieve our strategic priorities. For us, it's about valuing our people, protecting the environment, giving back to communities and doing business in an ethical way. How we engage with some of these key stakeholder groups and other interested parties is detailed below.

Key stakeholder groups and other interested parties	How we engage
Candidates and clients	<ul style="list-style-type: none"> Our engagement with candidates and clients is driven by our commitment to quality. Candidate and client satisfaction surveys are carried out on a regular basis, with feedback addressed directly with the candidate or client. Through building relationships with integrity, the Company is able to focus on our service and customer satisfaction and to build consultative, long-term relationships. Feedback is taken extremely seriously and where appropriate is brought to the attention of the CEO during the year.
Workforce	<ul style="list-style-type: none"> The Directors have undertaken additional engagement internally in order to have greater visibility of internal behaviours and values, and assess and monitor corporate culture. Staff attrition rates and employee engagement surveys are reviewed and a whistleblowing policy is in place to ensure that employees/workers have a formal system that encourages them to voice their concerns.
Corporate Social Responsibility	<ul style="list-style-type: none"> Part of the Company's responsibility is to maintain the highest ethical standards in all our operations. We also maintain a zero-tolerance policy against corruption and bribery, which applies to all Directors, employees and contractors undertaking work on behalf of the Company. We continue to support and invest in initiatives and partnerships that help individuals and communities to fulfil their own unique potential through economic empowerment and corporate advocacy.
Environment	<ul style="list-style-type: none"> Where possible, the Company takes steps to minimise any adverse environmental impact, by performing tasks such as the recycling of waste material. The Company has achieved carbon balanced status this year as part of the Groups wider efforts to be environmentally responsible.
Suppliers	<ul style="list-style-type: none"> The Company requires all suppliers to behave ethically, in accordance with all legislation including the Anti-Bribery and Modern Slavery Acts. We value our suppliers and adopt the principles of prompt payment and the agreement of mutually sensible and beneficial contractual terms. The Directors consider this ethical approach to be appropriate and our whistleblowing processes ensure confidential escalation can take place as required.

Roberts Walters Dubai Limited

Directors' report (continued)

Engagement with shareholders and key stakeholders (continued)

The feedback and data received from the above engagements of our key stakeholders has allowed the board to decide on policies in 2022. We have continued allowing staff to work from home and introduced flexible working across the business.

The Group appointed a Global Head of Equality, Diversity and Inclusion in 2022. Global and regional ED&I councils, chaired by our Global Head of ED&I, continue to champion best practice across the Group and ensure that our people have a voice and can feed into our overall strategy and approach.

Environment

The Company recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that might be caused by its activities as noted above.

The Company operates in accordance with Robert Walters plc's policies and initiatives which are designed to minimise Robert Walters plc's impact on the environment including recycling, waste management, energy procurement and consumption. An Energy and Carbon report has not been included within the report as it is included within the group report of Robert Walters plc.

Employee engagement

Across the year we have provided employees with information about the Company via internal communications in which employees have been encouraged to present ideas and views on the Company's performance. Regular meetings are held between local management and employees to allow further communications upwards to senior management. In 2022 we launched a global employee engagement survey in conjunction with Glint, from LinkedIn, to gain staff feedback on issues such as ways of working, our culture and values. This received an 82% response rate across the Globe, with the Group's overall engagement score at 79%, which is above Glint's global engagement benchmark for excellence when mapped across all surveyed businesses globally.

Auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors
and signed on behalf of the Board

DocuSigned by:

674FB7F7BE184C9...
A McDonnell
Director

18th August 2023

Roberts Walters Dubai Limited

Directors' responsibilities statement

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standard 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 of the profit or loss of the Company 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for 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. They 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.

Roberts Walters Dubai Limited

Independent auditor's report to the members of Roberts Walters Dubai Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit 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.

We have audited the financial statements of Robert Walters Dubai Limited ("the Company") for the year ended 31 December 2022 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity 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).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

We have nothing to report in this regard.

Roberts Walters Dubai Limited

Independent auditor's report to the members of Robert Walters Dubai Limited (continued)

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken during the audit:

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

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

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

- adequate accounting records have not been kept, 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, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Roberts Walters Dubai Limited

Independent auditor's report to the members of Robert Walters Dubai Limited (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

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

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

- We obtained an understanding of the legal and regulatory frameworks that are applicable to Robert Walters Dubai Limited. We determined that the most significant laws and regulations which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (UK GAAP and the Companies Act 2006), regulations impacting recruitment company licensing in the United Arab Emirates, and labour regulations and tax in key territories in which the Company operates.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where it is considered there was a susceptibility to fraud.
- We also considered potential fraud drivers: including financial or other pressures, opportunity, and personal or corporate motivations. We considered the programmes and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and key areas of estimation uncertainty or judgement, for example: accrual or deferral of revenue from placements, placement 'back out' provisions, bad debt provisions and recoverability of amounts due from group companies.

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

A further description of our responsibilities is available on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the 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 Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Lucie Kingdom (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
18th August 2023

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

Roberts Walters Dubai Limited

Profit and loss account For year ended 31 December 2022

	Notes	2022 AED	2021 AED
Turnover	3	33,763,289	26,455,255
Cost of sales		-	(72,000)
Gross profit (Net Fee Income)		33,763,289	26,383,255
Administrative expenses		(30,272,817)	(25,047,209)
Operating profit		3,490,472	1,336,046
Finance charge		(61,942)	(83,870)
Profit before taxation	4	3,428,530	1,252,176
Tax	7	-	-
Profit for the financial year attributable to the equity shareholders of the Company		<u>3,428,530</u>	<u>1,252,176</u>

The results for the current year were derived entirely from continuing activities.

There are no other recognised gains or losses for the current or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of other comprehensive income is presented.

The notes on pages 17 to 24 form part of these financial statements.

Roberts Walters Dubai Limited

Balance sheet For the year ended 31 December 2022

	Notes	2022 AED	2021 AED
Non-current assets			
Tangible assets	9	735,197	719,576
Current assets			
Debtors	10	22,245,504	15,902,733
Cash at bank and in hand		2,402,931	3,089,433
		24,648,435	18,992,166
Creditors: amounts falling due within one year	11	(20,062,988)	(17,819,628)
Net current assets		4,585,447	1,172,538
Total assets less current liabilities		5,320,644	1,892,114
Net assets		5,320,644	1,892,114
Capital and reserves			
Called up share capital	12	6	6
Profit and loss account	12	5,320,638	1,892,108
Shareholder's funds		5,320,644	1,892,114

The financial statements of Robert Walters Dubai Limited, registered number 07412854 were approved by the Board of Directors on 18th August 2023.

Signed on behalf of the Board of Directors

DocuSigned by:

 674FB7F7BE1B4C9...
 A McDonnell
 Director

The notes on pages 17 to 24 form part of these financial statements.

Roberts Walters Dubai Limited

Statement of changes in equity For the year ended 31 December 2022

	Share capital AED	Profit and loss account AED	Total AED
At 1 January 2021	6	639,932	639,938
Profit for the financial year	-	1,252,176	1,252,176
Total comprehensive income	-	1,252,176	1,252,176
At 31 December 2021	6	1,892,108	1,892,114
Profit for the financial year	-	3,428,530	3,428,530
Total comprehensive income	-	3,428,530	3,428,530
At 31 December 2022	6	5,320,638	5,320,644

The notes on pages 17 to 24 form part of these financial statements.

Roberts Walters Dubai Limited

Notes to the accounts Year ended 31 December 2022

1. Accounting policies

The principal accounting policies of the Company are summarised below and have been applied consistently in all aspects throughout the year ended 31 December 2022 and in the preceding year.

Basis of accounting

Robert Walters Dubai Limited is a Company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private Company limited by shares, registered in England and Wales. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on pages 2 to 5.

The financial statements have been prepared under the historical cost convention, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council and the Companies Act 2006.

The functional and presentational currency of Robert Walters Dubai Limited is considered to be Emirati dirham because that is the currency of the primary economic environment in which the Company operates.

Robert Walters Dubai Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Robert Walters Dubai Limited is consolidated in the financial statements of its ultimate parent, Robert Walters plc, which may be obtained at 11 Slingsby Place, St Martin's Courtyard, London, WC2E 9AB, United Kingdom. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, presentation of a cash flow statement, related parties and remuneration of key management personnel.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out on pages 2 to 5. The Directors have assessed the long-term prospects of the Company as part of Robert Walters plc (the Group) based upon business plans, forecasts and cash flow projections for both the twelve-month period ending 31 December 2023 and the three-year period ending 31 December 2025 in addition to the macro-environment uncertainty and ongoing recovery from the pandemic. The three-year period was chosen as it is considered the longest timeframe over which any reasonable view can be formed, given the nature of the market in which the Group operates.

Furthermore, the nature of recruitment activity is highly reactive to market sentiment and the forward visibility of permanent recruitment, which represents 70% of the Group's net fee income, can be measured in weeks, whilst temporary recruitment and recruitment process outsourcing may be less affected. The forecasts and cash flow projections being used to assess going concern have been comprehensively stress-tested by using simulation techniques involving sensitivity analysis applying, in particular, projections of reduced net fee income of up to 20% from forecasts each year over a three-year period.

The Directors have also completed reverse stress testings (as per the FRC guidance), by running various downside scenarios, designed to explore the resilience of the Group to the potential impact of the principal risks as set out on pages 2 to 4 or a combination of those risks.

The Company is a wholly owned subsidiary of the Group, which had £97.1m of net cash at 31 December 2022 and a £60.0m four-year committed financing facility until March 2026 of which £26.1m was drawn down at year end (2021 £15.7m). The Group has a strong balance sheet and considerable financial resources and remains confident of the Group's long-term growth prospects, and a diverse range of clients and suppliers across different geographic locations and sectors reduces the risks of any negative outcomes.

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

Going concern (continued)

During 2023 so far the market has been more challenging than 2022 due to the macro-economic conditions, such as inflation impacting the cost base and creating market uncertainty. However, the Company is in a strong position to take advantage of opportunities in 2023. As a consequence, the Directors believe that the Company is well-placed to manage its business risks successfully.

After making enquiries, the Directors have formed a judgement, at the time of approving the financial statements, that, with the support of the Group, there is a reasonable expectation that the Company has adequate resources to continue in operational existence and meet its liabilities as they fall due over for at least 12 months for the date of approval of these financial statements. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

The Directors have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the entity'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. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

Turnover

Turnover comprises the value of services, net of VAT and other sales related taxes, provided by the Company in the normal course of business.

Turnover from the placement of permanent staff is recognised when a candidate accepts a position and a start date is determined. A provision is made for the cancellation of placements prior to or shortly after the commencement of employment based on past experience of this occurring.

Leases

The Company as lessee

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

Taxation

As of 1 January 2016 Robert Walters Dubai Limited has elected not to be taxed in the UK under section 18a CTA 2009.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment.

Depreciation is provided on all tangible fixed assets 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, as follows:

Leasehold improvements	the shorter of estimated useful life and the period of the lease
Fixtures, furniture and office equipment	10% to 33.3%
Computer equipment	10% to 33.3%

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

1. Accounting policies (continued)

Debtors

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost, less any impairment.

Cash at bank and in hand

Cash and cash equivalents comprise cash on hand and demand deposits.

Other financial liabilities

Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Related party transactions

The Company is a subsidiary undertaking of Robert Walters plc, which prepares consolidated financial statements that are publically available. On this basis, the Company has taken advantage of the exemption in FRS 102 from disclosing transactions with other wholly-owned subsidiaries of Robert Walters plc.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Due to inherent uncertainty involved in making estimates and assumptions, actual outcomes could differ from those assumptions and estimates.

- Revenue recognition: revenue from the placement of permanent staff is recognised when a candidate accepts a position and a start date is determined. A provision is made by management, based on historical evidence, for the proportion of those placements where the candidate is expected to reverse their acceptance prior to the start date.

Critical accounting judgements

Management has identified the timing of revenue recognition as a critical judgement in arriving at the amounts recognised in the Company's financial statements.

- Revenue recognition: revenue in respect of permanent placements is deemed to be earned when a candidate accepts a position and a start date is agreed, but prior to employment commencing. In making this judgement, management considered the detailed criteria for the recognition of revenue from permanent placements.

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

3. Turnover information

The company's turnover throughout 2022 and 2021 was derived from a recruitment consultancy business operating in United Arab Emirates, and accordingly the Directors believe that there are no separately identifiable business segments.

4. Profit before taxation

Profit before taxation is stated after charging:

	2022 AED	2021 AED
Foreign exchange movements	52,799	83,870
Auditor's remuneration - for the audit of the Company's annual accounts	99,527	71,697
Depreciation of tangible fixed assets owned	190,252	175,929
Operating lease rentals	744,816	689,547
	<u>744,816</u>	<u>689,547</u>

5. Auditor's remuneration

Fees payable to BDO LLP and their associates for the audit of the company's annual accounts were 99,527 AED (2021:71,697 AED).

Fees payable to BDO LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated financial statements of the parent company are required to disclose such fees on a consolidated basis.

6. Staff costs

The average monthly number of employees of the Company (including Directors):

	2022 No.	2021 No.
Fee earning staff	44	37
Administration staff	15	11
Total	<u>59</u>	<u>48</u>

	2022 AED	2021 AED
Staff costs during the year		
Wages and salaries	20,696,448	17,863,958
Pension	558,490	656,338
	<u>21,254,938</u>	<u>18,520,296</u>

The Directors of the Company received no remuneration for their services to the Company during the year (2021: nil). No Directors were members of the group money purchase pension schemes in 2022 (2021: nil).

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

7. Tax on profit

	2022 AED	2021 AED
Corporation tax		
United Kingdom corporation tax charge at 19.00% (2021: 19.00%)	-	-
Profit before tax	3,428,530	1,252,176
Tax charge at standard UK corporation tax rate of 19.00% (2021: 19.00%)	651,421	237,913
Section 18a CTA 2009 relief	(651,421)	(237,913)
	-	-

As of 1 January 2016 Robert Walters Dubai Limited has elected not to be taxed in the UK under section 18a CTA 2009.

The UAE has adopted corporation tax which will be payable by the Company from 1 January 2024 at 9% for all profits above 375,000 AED.

8. Dividends on equity shares

There were no dividends paid in 2022 and 2021.

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

9. Tangible fixed assets

	Leasehold improvements AED	Fixtures, furniture, and office equipment AED	Computer equipment AED	Total AED
Cost				
At 1 January 2022	121,463	1,565,269	27,759	1,714,491
Additions	-	199,617	6,256	205,873
At 31 December 2022	121,463	1,764,886	34,015	1,920,364
Depreciation				
At 1 January 2022	68,276	919,664	6,975	994,915
Charge for the year	12,146	172,749	5,357	190,252
At 31 December 2022	80,422	1,092,413	12,332	1,185,167
Net book value				
At 31 December 2022	41,041	672,473	21,683	735,197
At 31 December 2021	53,187	645,605	20,784	719,576

10. Debtors: amounts falling due within one year

	2022 AED	2021 AED
Trade debtors	10,105,857	5,671,699
Other debtors	2,702,258	2,425,330
Prepayments and accrued income	5,408,035	5,742,518
Amounts owed by group undertakings	4,029,354	2,063,186
	22,245,504	15,902,733

As at 31 December 2022, the Company recognised AED 322,722 (2021: AED 694,584) of provision against gross receivables, included in the trade debtors balance and AED 263,459 provision against accrued income (2021: AED 404,559). The movement in this provision is recognised in administrative expenses. All amounts shown under debtors fall due for payment within one year.

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

11. Creditors: amounts falling due within one year

	2022 AED	2021 AED
Trade creditors	566,990	195,607
Other creditors	166,687	378,331
Accruals and deferred income	2,860,567	3,205,983
Amounts owed to group undertakings ¹	16,468,744	14,039,707
	<u>20,062,988</u>	<u>17,819,628</u>

¹Amounts owed to group undertakings are unsecured and carry an interest rate of between 0% and 1% above Bank of England base rate.

12. Called up share capital

	2022 AED	2021 AED
Authorised, allotted, called-up and unpaid:		
1 ordinary share of £1	<u>6</u>	<u>6</u>

The Company has one class of ordinary shares which carry no right to fixed income.

The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustment.

13. Commitments

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2022 AED	2021 AED
Within one year	1,034,694	676,940
Between two and five years	2,749,556	2,281,895
Over five years	2,612,072	-
	<u>6,396,322</u>	<u>2,958,835</u>

14. Contingent liabilities

Each member of the Robert Walters plc Group is party to joint and several guarantees in respect of banking facilities granted to Robert Walters Operations Limited.

There were no other significant contingent liabilities at 31 December 2022 (2021: AED nil).

15. Subsequent events

There have been no significant events since the balance sheet date.

Roberts Walters Dubai Limited

Notes to the accounts (continued) Year ended 31 December 2022

16. Ultimate controlling party

The immediate parent company is Robert Walters Holdings Limited, 11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB, a company incorporated in the United Kingdom.

The directors regard Robert Walters plc, a company incorporated in the United Kingdom, as the ultimate parent company and the ultimate controlling party. The registered office of Robert Walters plc is 11 Slingsby Place, St Martin's Courtyard, London, WC2E 9AB, United Kingdom.

Robert Walters plc is the parent company of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements are available from 11 Slingsby Place, St Martin's Courtyard, London, WC2E 9AB United Kingdom.