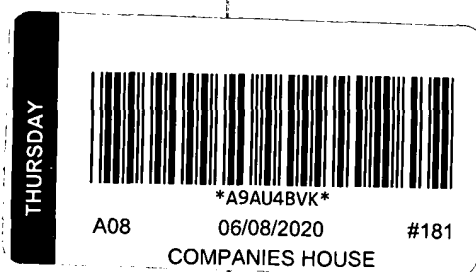


Registration number: 10826847

Jester Bidco Limited

Annual report and financial statements

for the year ended 31 October 2019



Jester Bidco Limited

Contents

Company information	1
Strategic report	2
Directors' report	4
Directors' responsibilities statement	6
Independent auditor's report	7
Profit and loss account	10
Balance sheet	11
Statement of changes in equity	12
Notes to the financial statements	13

Jester Bidco Limited

Company information

Directors	D J Barry G T B Derry R A Palles-Clark M L Cauter
Registered office	The Adelphi 1-11 John Adam Street London WC2N 6HT
Solicitors	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
Bankers	Barclays plc Ranger House Walnut Tree Close Guildford Surrey GU1 4UL
Auditor	Deloitte LLP Statutory Auditor United Kingdom

Jester Bidco Limited

Strategic report For the year ended 31 October 2019

The directors, in preparing this Strategic report, have complied with section 414C of the Companies Act 2006.

Review of the business

The principal activity of Jester Bidco Limited is to act as a holding company within the Jester Group and to provide Group management services.

The amounts due to and from Jester Bidco Limited from inter-company entities are consistent with its role as a holding company in the group and holder of the senior debt. The amounts are reviewed on a regular basis by the Board of directors and are assessed for recoverability.

Both the level of business and the year-end financial position of the company were in line with the Board's expectations given the current trading environment and it does not anticipate any material changes in the current level of activity.

Results and dividends

The company made a pre-tax profit for the year of £21,849,350 (2018: loss of £7,854,414) on turnover of £776,851 (2018: £700,679) and received a dividend of £28,000,000 (2018: £nil) during the year, and had net assets of £1,216,607 as at 31 October 2019 (2018: net liabilities of £11,146,796).

New subsidiaries

On 8th April 2019, Haberman Ilett UK Limited, a new subsidiary set up by the Group, acquired the trade and assets of Haberman Ilett LLP and began trading as of that date.

On 1 June 2019 a new subsidiary of Blackrock Expert Services Limited started trading. Martello Financial Services Limited focuses on Financial Services expert-related advice.

Key performance indicators

Other than the turnover, pre-tax profit and net assets of the company, in the opinion of the Board there are no other key performance indicators whose disclosure is necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

The group's work is largely advisory and consultative and thus the Board believes that the level of risk is commensurate with these activities. There is always a risk with regard to non-payment of fees from clients and this is monitored very closely by the group and immediate action is taken where there is any delay in payment from customers.

The group aims to retain a significant amount of its profit as cash balances to meet its working capital requirements and thus its liquidity risks are minimised.

The loss of key personnel would represent significant operational difficulties for the group and hence management seeks to ensure that key personnel are appropriately rewarded and good performance is recognised.

The directors believe the company has relatively low exposure to price, credit, liquidity and cash flow risks.

Brexit

The directors of Jester Bidco Limited have considered the nature and extent of the potential risks and uncertainties arising from the Brexit process and the impact on the future performance of the business. This consideration has included impact on the market, the clients, our staff and other areas of potential impact. As a result of this assessment a number of actions have been taken to seek to minimise the impact of any outcome upon the business, and the directors do not believe that this gives rise to an undue risk around solvency, liquidity or other long-term viability of the business, nor implications for the viability statement in the annual report.

Jester Bidco Limited

Strategic report (continued) For the year ended 31 October 2019

COVID-19 and future developments

Prior to finalising these financial statements the COVID-19 global pandemic has severely impacted most global economies and new cases are rising globally. This has already had significant macro-economic effects and there are a wide range of potential impacts leading to a higher degree of uncertainty than usual regarding the future.

The company and wider group, headed by Jester Topco Limited, has a strong business model with a number of long-term projects and high demand for its services. Since local lockdowns the company has demonstrated that its robust procedures and enabling technologies has allowed it to continue normally with remote working. Whilst the directors anticipate some return to office working as the COVID-19 pandemic subsides remote working remains an entirely viable option indefinitely.

The directors recognise that COVID-19 could have a serious impact on a number of customers. However disputes arising from projects and businesses disrupted as a result of COVID-19 represent an opportunity for further demand for the Group's services.

In summary, the directors expect that the general level of activity to increase in the forthcoming year and will continue to expand both number of employees and offices, with a number of options being considered. The Group will continue working across a number of countries and continents with a broad range of blue chip private and public sector organisations. The Group continues to enjoy a strong demand for its services and has a good pipeline of opportunities.

Approved by the Board on ~~31 July 20~~ ^{31 July 20} and signed on its behalf by:



M L Cauter
Director

Jester Bidco Limited

Directors' report

For the year ended 31 October 2019

The directors present their report on the affairs of Jester Bidco Limited (the 'company'), together with the financial statements and auditor's report, for the year ended 31 October 2019.

Directors

The directors, who served throughout the year and up to the date of the signing of the financial statements, were as follows:

D J Barry

G T B Derry

R A Palles-Clark

The following director was appointed after the year end:

M L Cauter (appointed 31 July 2020)

Directors' indemnities

During the year, the company had in force an indemnity provision in favour of one or more directors of Jester Bidco Limited against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity remains in force as at the date of approving the Directors' report.

Going concern

The directors have noted their consideration of COVID-19 and future developments in the Strategic report above. In light of this, the directors expect the company and wider Group to continue in operational existence for the foreseeable future based on their profit, balance sheet and cash flow projections, being a period of at least 12 months from the signing of these financial statements. This is supported by revised financial modelling including reasonable downside scenarios.

Management has been prudent in its financial planning and cash management. It is holding cash balances at above normal levels to provide a buffer against further shocks during this uncertain period.

The directors have produced scenarios to consider reasonably possible downside scenarios for the key assumptions around revenues and collection of debtors.

Under each of those scenarios the Group has adequate resources to continue in operational existence and meet its financial obligations for the foreseeable future. There is also a letter of support from Blackrock Expert Services Limited which commits to supporting Jester Bidco Limited as necessary for a period of at least 12 months from the date of signing of this accounts.

Although not considered necessary there are mitigating actions management has identified that could be taken should the demand for its services decrease. After due consideration, the directors reasonably expect the company to continue in operational existence for the foreseeable future based on their profit and cash flow projections. Thus they continue to adopt the going concern basis in preparing these financial statements.

Strategic report

The information that fulfils the Companies Act requirements of the business review is included in the Strategic report. This includes a review of the development of the business of the company during the year, the directors' dividend recommendation of its position at the end of the year, the financial risk management and of the likely future developments in its business.

Events after the balance sheet date

On 1 November 2019, a new subsidiary in Singapore started trading. Blackrock Expert Services Group PTE Limited is a wholly-owned subsidiary of Blackrock Expert Services Limited and is domiciled in Singapore.

From mid-March, the company has been working under the restrictions related to COVID-19. COVID-19 is a post balance sheet event. The details of its impact on the Group are outlined in the Strategic report.

Jester Bidco Limited

Directors' report (continued)
For the year ended 31 October 2019

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 section 418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board on 31 July 20 and signed on its behalf by:



M L Cauter
Director

Jester Bidco 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 United Kingdom 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 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.

Independent auditor's report to the members of Jester Bidco Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Jester Bidco Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 October 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 21.

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 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 Financial Reporting Council's (the 'FRC'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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

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.

Independent auditor's report to the members of Jester Bidco Limited (continued)

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

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.

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 auditor's report.

Report on other legal and regulatory requirements

Opinions 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and 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 any material misstatements in the strategic report or the directors' report.

Independent auditor's report to the members of Jester Bidco Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.

Andrew Wright

.....
Andrew Wright (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
United Kingdom

Date: 31 July 2020

Jester Bidco Limited

**Profit and loss account
For the year ended 31 October 2019**

	Note	2019 £	2018 £
Turnover	4	776,851	700,679
Administrative expenses - excluding non-underlying costs		(930,021)	(588,911)
Administrative expenses - non-underlying costs	5	-	(45,250)
Administrative expenses		<u>(930,021)</u>	<u>(634,161)</u>
Operating (loss)/profit		(153,170)	66,518
Interest receivable and similar income	6	30,139,873	3,028,122
Interest payable and similar expenses	7	<u>(8,137,353)</u>	<u>(10,949,054)</u>
Profit/(loss) before taxation		21,849,350	(7,854,414)
Tax on profit/(loss)	12	<u>14,053</u>	<u>-</u>
Profit/(loss) for the financial year		<u>21,863,403</u>	<u>(7,854,414)</u>

The above results were derived from continuing operations.

There are no other items of comprehensive income or expense in the current year or the prior year other than as stated above. Accordingly, a statement of comprehensive income has not been presented.

The notes on pages 13 to 25 form an integral part of these financial statements.

Jester Bidco Limited

**Balance sheet
As at 31 October 2019**

	Note	2019 £	2018 £
Fixed assets			
Investments	13	<u>118,561,524</u>	<u>118,561,524</u>
Current assets			
Debtors: amounts falling due within one year	14	<u>78,313,727</u>	<u>53,675,644</u>
Creditors: amounts falling due within one year	15	<u>(165,040,339)</u>	<u>(146,392,775)</u>
Net current liabilities		<u>(86,726,612)</u>	<u>(92,717,131)</u>
Total assets less current liabilities		31,834,912	25,844,393
Creditors: amounts falling due after more than one year	15	<u>(30,618,305)</u>	<u>(36,991,189)</u>
Net assets/(liabilities)		<u>1,216,607</u>	<u>(11,146,796)</u>
Capital and reserves			
Called-up share capital	18	1	1
Profit and loss account	18	<u>1,216,606</u>	<u>(11,146,797)</u>
Shareholders' funds/(deficit)		<u>1,216,607</u>	<u>(11,146,796)</u>

The financial statements of Jester Bidco Limited (registered number: 10826847) were approved by the Board of directors and authorised for issue on 31 July 20

They were signed on its behalf by:



M L Cauter
Director

The notes on pages 13 to 25 form an integral part of these financial statements.

Jester Bidco Limited

**Statement of changes in equity
For the year ended 31 October 2019**

	Called-up share capital £	Profit and loss account £	Total £
At 1 November 2017	<u>1</u>	<u>(3,292,383)</u>	<u>(3,292,382)</u>
Loss for the year	-	(7,854,414)	(7,854,414)
Total comprehensive expense	-	(7,854,414)	(7,854,414)
At 31 October 2018	<u>1</u>	<u>(11,146,797)</u>	<u>(11,146,796)</u>
	Called-up share capital £	Profit and loss account £	Total £
At 1 November 2018	<u>1</u>	<u>(11,146,797)</u>	<u>(11,146,796)</u>
Profit for the year	-	21,863,403	21,863,403
Total comprehensive income	-	21,863,403	21,863,403
Dividends	-	(9,500,000)	(9,500,000)
At 31 October 2019	<u>1</u>	<u>1,216,606</u>	<u>1,216,607</u>

The notes on pages 13 to 25 form an integral part of these financial statements.

Jester Bidco Limited

Notes to the financial statements For the year ended 31 October 2019

1 General information

Jester Bidco Limited ("the company") is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales.

The address of its registered office is:

The Adelphi
1-11 John Adam Street
London
WC2N 6HT

The nature of the company's operations and its principal activities are set out in the Strategic report on pages 2 to 3.

2 Accounting policies

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of accounting

These financial statements have been prepared under the historical cost convention.

The company has taken advantage of the exception from preparing consolidated financial statements afforded by section 400 of the Companies Act 2006 because it is a wholly-owned subsidiary of Jester Topco Limited which prepares consolidated financial statements in accordance with FRS 102 that are publicly available and may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ. These financial statements present information about the company as an individual undertaking and not about its Group.

Jester Bidco Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

The company has taken advantage of the exemption available under FRS 102, section 33.1A, not to disclose transactions with wholly-owned members of the Jester group.

The functional currency of Jester Bidco Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

2 Accounting policies (continued)

Going concern

In assessing whether the going concern basis is appropriate, the directors take into account all available information about the future, which is at least, but is not limited to 12 months from the date of approval of these financial statements. As noted in the Strategic report and Directors' report, due to the uncertainty regarding the duration and impact of COVID-19, a range of forecast scenarios has been modelled. After careful consideration, the directors reasonably expect the company to continue in operational existence for the foreseeable future based on these profit and cash flow projections. Thus they continue to adopt the going concern basis in preparing these financial statements.

Turnover

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The company recognises revenue when:

- the amount of revenue can be reliably measured;
- it is probable that future economic benefits will flow to the entity; and
- specific criteria have been met for each of the company's activities.

Non-underlying costs

Items reported as non-underlying in the Jester Bidco accounts are those items which fall within the normal course of business, but are disclosed separately to aid the interpretation of the accounts by the reader.

Tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Investments

Investments in subsidiary undertakings are stated at cost, less provisions for impairment as required.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss account over the period of the relevant borrowing.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

2 Accounting policies (continued)

Interest expense

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is that rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Called-up share capital

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

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

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

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) Returns to the holder are (i) a fixed amount; or (ii) a fixed rate of return over the life of the instrument; or (iii) a variable return that, throughout the life of the instrument, is equal to a single referenced quoted or observable interest rate; or (iv) some combination of such fixed rate and variable rates, providing that both rates are positive.
- (b) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

2 Accounting policies (continued)

Financial instruments (continued)

Financial assets and liabilities (continued)

- (c) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in relevant taxation or law.
- (d) There are no conditional returns or repayment provisions except for the variable rate return described in (a) and prepayment provisions described in (c).

Debt instruments that are classified as payable or receivable within one year and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some significant risks and rewards of ownership, has transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer. Income from financial assets is included within the profit and loss account when receivable.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Financial assets

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

2 Accounting policies (continued)

Financial instruments (continued)

Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable; the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Exceptional Costs

Exceptional costs are those items which are shown separately so as to avoid confusion with routine business income and expenses. These do not include dividends paid or received.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 2, the 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.

There are no significant estimates or judgements used in preparing these financial statements.

4 Turnover

The analysis of the company's turnover is as follows:

	2019	2018
	£	£
Rendering of services	<u>776,851</u>	<u>700,679</u>

Services provided relate to the active provision of Group holding company services to the trading group of companies.

All turnover was derived in the United Kingdom.

5 Non-underlying costs

The exceptional costs in the prior year were one-off costs related to the acquisition of the IT group, and consideration bonuses.

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

6 Interest receivable and similar income

	2019 £	2018 £
Interest receivable on loans to group undertakings	2,139,873	3,028,122
Dividend income	28,000,000	-
	<u>30,139,873</u>	<u>3,028,122</u>

7 Interest payable and similar expenses

	2019 £	2018 £
Interest payable on loan notes	2,869,736	3,595,236
Interest payable on loans from group undertakings	5,267,617	7,353,818
	<u>8,137,353</u>	<u>10,949,054</u>

8 Dividends

	2019 £	2018 £
Dividends	<u>9,500,000</u>	<u>-</u>

The company declared a dividend for the year ended 31 October 2019 of £9,500,000 (2018: £nil) per ordinary share. Total dividend declared for the year was £9,500,000 (2018: £nil).

9 Staff costs

The average monthly number of employees (including executive directors) was:

	2019 No.	2018 No.
Administration and support	<u>6</u>	<u>4</u>

Their aggregate remuneration comprised:

	2019 £	2018 £
Wages and salaries	666,082	466,749
Social security costs	73,024	62,136
Pension costs, defined benefit scheme	17,622	9,846
	<u>756,728</u>	<u>538,731</u>

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

10 Directors' remuneration

The directors' remuneration for the year was as follows:

	2019	2018
	£	£
Remuneration	<u>268,263</u>	<u>-</u>

In respect of the highest paid director:

	2019	2018
	£	£
Remuneration	<u>268,263</u>	<u>-</u>

11 Auditor's remuneration

Fees payable to Deloitte LLP and their associates for the audit of the company's annual accounts were £2,500 (2018: £2,500).

12 Tax on profit/(loss)

The tax expense comprises:

	2019	2018
	£	£
Current taxation	<u>-</u>	<u>-</u>
Deferred tax		
Arising from origination and reversal of timing differences	(15,706)	-
Arising from changes in tax rates and laws	<u>1,653</u>	<u>-</u>
Total deferred tax	<u>(14,053)</u>	<u>-</u>
Total tax on profit/(loss) on ordinary activities	<u>(14,053)</u>	<u>-</u>

The tax on profit/(loss) before tax for the year is lower than the standard rate of corporation tax in the UK (2018: higher than the standard rate of corporation tax in the UK) of 19% (2018: 19%).

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

12 Tax on profit/(loss) (continued)

The differences are reconciled below:

	2019 £	2018 £
Profit/(loss) before tax	<u>21,849,350</u>	<u>(7,854,414)</u>
Tax on profit/(loss) at standard UK corporation tax rate of 19% (2018: 19%)	4,151,377	(1,492,339)
Effects of:		
Expense not deductible	28,613	-
Income not taxable	(5,320,000)	-
Group relief/other reliefs	1,338,323	1,267,417
Tax rate changes	1,653	-
Deferred tax not recognised	<u>(214,019)</u>	<u>224,922</u>
Tax for the year	<u><u>(14,053)</u></u>	<u><u>-</u></u>

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at 19% and not reduce to 17% from 1 April 2020. As the new rate was not substantively enacted as at 31 October 2019, the tax charge and deferred tax liability as at the balance sheet date were measured at the enacted tax rate of 17%. If the deferred tax liability were calculated using 19%, this would result in a deferred tax asset of £nil.

13 Investments

	2019 £	2018 £
Investments in subsidiaries	<u>118,561,524</u>	<u>118,561,524</u>
Subsidiaries		£
Cost or valuation		
At 1 November 2018		<u>118,561,524</u>
At 31 October 2019		<u>118,561,524</u>
Net book value		
At 31 October 2019		<u>118,561,524</u>
At 31 October 2018		<u><u>118,561,524</u></u>

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

13 Investments (continued)

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held
Subsidiary undertakings			
Direct			
Martello Topco Limited	United Kingdom	Ordinary shares	100%
Indirect			
Martello Bidco Limited	United Kingdom	Ordinary shares	100%
Blackrock Expert Services Limited	United Kingdom	Ordinary shares	100%
IT Group UK Limited	United Kingdom	Ordinary shares	100%
Haberman Ilett UK Limited	United Kingdom	Ordinary shares	82%
Martello Financial Services Limited	United Kingdom	Ordinary shares	100%
Martello Global Limited	United Kingdom	Ordinary shares	100%

The principal activities of the subsidiaries are as follows:

The principal activity of Blackrock Expert Services Limited is the provision of expert advice on capital investment programme management, construction project management, construction planning and programming and construction costs and management.

The principal activity of IT Group UK Limited is Forensic IT.

The principal activity of Haberman Ilett UK Limited is the provision of Accounting and Valuation focused Expert Advisory services.

The principal activity of Martello Financial Services Limited is the provision of finance services expert-related advice.

The principal activity of all the other companies is to act as intermediate holding companies.

All entities apart from IT Group UK Limited were registered at the following address:

The Adelphi
1-11 John Adam Street
London
WC2N 6HT

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

13 Investments (continued)

The registered address of IT Group UK Limited is as follows:

Unit 5 Lockside Office Park
Lockside Road
Preston
PR2 2YS

14 Debtors: amounts falling due within one year

	Note	2019 £	2018 £
Amounts owed by subsidiary undertakings		78,299,674	53,652,162
Other debtors		-	23,482
Deferred tax assets	16	14,053	-
		<u>78,313,727</u>	<u>53,675,644</u>

Amounts owed by subsidiary undertakings bear interest between 0% and 4% (2018: 6%) and are repayable on demand.

15 Creditors

	2019 £	2018 £
Amounts falling due within one year:		
Trade creditors	-	43,800
Amounts owed to group undertakings	27,816,969	17,845,790
Amounts owed to parent undertakings	136,479,790	127,585,238
Social security and other taxes	25,205	23,108
Other payables	-	490
Accrued expenses	90,307	45,043
VAT	-	101,768
Accrued loan interest	628,068	747,538
	<u>165,040,339</u>	<u>146,392,775</u>

Amounts owed to group undertakings bear interest between 0% and 4% (2018: 6%) and are repayable on demand.

	Note	2019 £	2018 £
Amounts falling due after more than one year:			
Loans and borrowings	17	<u>30,618,305</u>	<u>36,991,189</u>

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

16 Deferred tax assets

	2019 £
At 1 November 2018	-
Deferred tax charge to profit and loss account for the year	<u>14,053</u>
At 31 October 2019	<u>14,053</u>

Deferred tax is provided as follows:

	2019 £	2018 £
Short-term timing differences - non trading	<u>14,053</u>	<u>-</u>

	2019 £	2018 £
Deferred tax assets		
Recoverable within 12 months	<u>14,053</u>	<u>-</u>

Deferred tax amounts not recognised

Timing differences - non-trading	<u>254,553</u>	<u>353,025</u>
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17 Loans and borrowings

	2019 £	2018 £
Non-current loans and borrowings		
Loan notes	<u>30,618,305</u>	<u>36,991,189</u>

Included in the loans and borrowings are the following amounts due between two and five years:

	2019 £	2018 £
Between two and five years	<u>31,000,000</u>	<u>37,500,000</u>

Interest is charged at 5.5% + 3% PIK and the loan is redeemable only on a capital event in 2022.

Jester Bidco Limited

Notes to the financial statements (continued) **For the year ended 31 October 2019**

18 Called-up share capital and reserves

Allotted, called-up and fully paid shares

	No.	2019 £	No.	2018 £
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

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

The company's other reserves are as follows:

Profit and loss

The profit and loss reserve represents cumulative profits or losses, including unrealised profit on the remeasurement of investment properties, net of dividends paid and other adjustments.

19 Related party transactions

Post the ICG transaction, the following interest was charged during the year to 31 October 2019:

	2019 £	2018 £
Key management personnel	430,460	546,416
ICG	<u>2,439,276</u>	<u>3,096,358</u>
	<u>2,869,736</u>	<u>3,642,774</u>

The following principal amounts were re-paid during the year;

	2019 £	2018 £
Key management personnel	975,000	1,125,000
ICG	<u>5,525,000</u>	<u>6,375,000</u>
	<u>6,500,000</u>	<u>7,500,000</u>

Post the ICG transaction, the following interest was paid during the year to 31 October 2019:

	2019 £	2018 £
Key management personnel	448,381	546,416
ICG	<u>2,540,825</u>	<u>3,096,358</u>
	<u>2,989,206</u>	<u>3,642,774</u>

Jester Bidco Limited

Notes to the financial statements (continued) For the year ended 31 October 2019

20 Parent and controlling party

The company's immediate parent is Jester Midco Limited. The ultimate controlling party and the smallest and largest group in which the company's results are consolidated is Jester Topco Limited, a company incorporated in the United Kingdom.

Those financial statements are available upon request from Jester Topco Limited's registered address:

The Adelphi
1-11 John Adam Street
London
WC2N 6HT

21 Events after balance sheet date

On 1 November 2019, a new subsidiary in Singapore started trading. Blackrock Expert Services Group PTE Limited is a wholly-owned subsidiary of Blackrock Expert Services Limited and is domiciled in Singapore.

From mid-March, the company has been working under the restrictions related to COVID-19, as mentioned in the Strategic report on page 3.