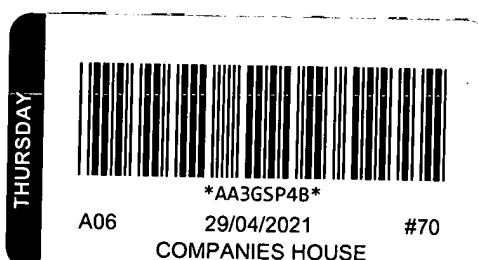


Registration number: 10891821

# Jester Midco Limited

Annual report and financial statements  
for the year ended 31 October 2020



# **Jester Midco Limited**

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## **Jester Midco Limited**

### **Company information**

<b>Directors</b>	S E Forman P M Puzzuoli
<b>Registered office</b>	The Adelphi 1-11 John Adam Street London WC2N 6HT
<b>Solicitors</b>	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
<b>Bankers</b>	Barclays plc Ranger House Walnut Tree Close Guildford Surrey GU1 4UL
<b>Auditor</b>	Deloitte LLP Statutory Auditor United Kingdom

# **Jester Midco Limited**

## **Strategic report For the year ended 31 October 2020**

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 Midco Limited is to act as a holding company within the Jester Group.

The amounts due to and from Jester Midco Limited from inter-company entities are consistent with its role as a holding company in the group. 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 of £20,302 (2019: £9,500,000) on turnover of £nil (2019: £nil) and had net assets of £520,303 as at 31 October 2020 (2019: £500,001).

The directors have not recommended a final dividend for the year ended 31 October 2020 (2019: £9,000,000).

### **New subsidiary**

On 1 November 2019 a new subsidiary of Blackrock Expert Services Limited started trading. Blackrock Expert Services Group PTE Limited is domiciled in Singapore and principal activity is the provision of expert advisory services.

### **Key performance indicators**

Other than the pre-tax profit and net assets of the company, in the opinion of the Board there are no key performance indicators whose disclosure is necessary for an understanding of the development, performance or position of the business. Net assets increased in the year due to company making a profit.

### **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 company and immediate action is taken where there is any delay in payment from customers. The directors believe the company has relatively low exposure to price, credit, liquidity and cash flow risks.

The loss of key personnel would represent significant operational difficulties for the group and hence management applies a strategy to staff retention to minimise this risk, which includes ensuring that key personnel are appropriately rewarded, and good performance is recognised.

### **Brexit**

The directors of Jester Midco Limited have noted that there has been no apparent impact from Brexit on the business to date. The directors do continue to consider the nature and extent of any potential remaining risks and uncertainties and the impact on the future performance of the business which includes the impact on the market, the clients, our staff and other areas of potential impact. The directors do not believe that the effect of Brexit has given rise to an undue risk around solvency, liquidity or other long-term viability of the business.

## **Jester Midco Limited**

### **Strategic report**

**For the year ended 31 October 2020**

#### **COVID-19**

The COVID-19 global pandemic has severely impacted most global economies. This has had significant macro-economic effects and giving rise 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. Throughout 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 now represent a real opportunity and the Group has seen an increase in demand for its services as a result of this disruption on client projects. This is reflected in the Group's positive performance for the current year, which included circ. 8 months effected by COVID-19, with an uplift in both revenue and operating profit noted in the consolidated income statement of Jester Topco Limited. This trend has continued post year end

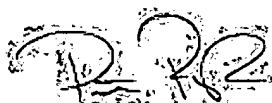
#### **Future Developments**

After the year end, the Jester Topco Group was sold. The directors do not expect any material changes to the business operations as a result of this transaction.

Full details are included in the Post Balance Sheet Event note on page 20.

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 23rd April 2021 and signed on its behalf by:



P M Puzzuoli  
Director

## **Jester Midco Limited**

### **Directors' report For the year ended 31 October 2020**

The directors present their report on the affairs of Jester Midco Limited ("the company"), together with the financial statements and auditor's report, for the year ended 31 October 2020.

Under s414C(11) of the Act, the directors may include in the strategic report certain disclosures otherwise required to be disclosed in the directors' report if they consider they are of strategic importance to the company. As such the following director report disclosures have been included in the strategic report:

- Financial risk management objectives and policies
- Future developments

#### **Directors**

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

D J Barry (resigned 3 December 2020)  
M L Cauter (appointed 31 July 2020, resigned 3 December 2020)  
G T B Derry (resigned 3 December 2020)

E S Forman (appointed 3 December 2020)  
P M Puzzuoli (appointed 3 December 2020)

#### **Directors' indemnities**

During the year, the company had in force an indemnity provision in favour of one or more directors of Jester Midco 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.

#### **Dividends**

The directors recommend the payment of an interim dividend of £nil (2019: £9,000,000).

#### **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 Midco Limited as necessary for a period of at least 12 months from the date of signing of this accounts. The Directors have assessed Blackrock Experts Services Limited ability to provide this support and deemed the company to have sufficient resources

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.

## **Jester Midco Limited**

### **Directors' report (continued) For the year ended 31 October 2020**

#### **Streamlined Energy and Carbon Reporting**

The Company is included in the Group reporting of the ultimate parent company Jester Topco Limited which has provided its consolidated CO2 emissions and energy consumption on page 8 of the Directors report in the 31 October 2020 financial statements accounts.

#### **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 23rd April 2021 and signed on its behalf by:



P M Puzzuoli  
Director

## **Jester Midco 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 Midco Limited**

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements of Jester Midco Limited ("the company"):

- give a true and fair view of the state of the company's affairs as at 31 October 2020 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 which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 15.

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**

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.

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.

## **Independent auditor's report to the members of Jester Midco Limited (continued)**

### **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](http://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.

#### **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.



Jason Partington (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
United Kingdom

Date: 26/4/2021

# Jester Midco Limited

## Profit and loss account

For the year ended 31 October 2020

	Note	2020 £	2019 £
<b>Operating result</b>		-	-
Interest receivable and similar income	4	5,541,627	14,603,410
Interest payable and similar expenses	5	(5,521,325)	(5,103,410)
		<u>20,302</u>	<u>9,500,000</u>
<b>Profit before taxation</b>		20,302	9,500,000
Tax on profit		-	-
		<u>-</u>	<u>-</u>
<b>Profit for the financial year</b>	9	<u>20,302</u>	<u>9,500,000</u>

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.

# Jester Midco Limited

## Balance sheet As at 31 October 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Investments	10	1	1
<b>Current assets</b>			
Debtors	11	142,021,416	136,479,789
<b>Creditors: amounts falling due within one year</b>	12	(141,501,114)	(135,979,789)
<b>Net current assets</b>		520,302	500,000
<b>Total assets less current liabilities</b>		520,303	500,001
<b>Net assets</b>		520,303	500,001
<b>Capital and reserves</b>			
Called-up share capital	13	1	1
Profit and loss account	13	520,302	500,000
<b>Shareholders' funds</b>		520,303	500,001

The financial statements of Jester Midco Limited (registered number: 10891821) were approved by the Board of directors and authorised for issue on 23rd April 2021

They were signed on its behalf by:



P M Puzzuoli  
Director

**Jester Midco Limited**

**Statement of changes in equity  
For the year ended 31 October 2020**

	<b>Called-up share capital</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 November 2018</b>	1	-	1
Profit for the year	-	9,500,000	9,500,000
<b>Total comprehensive income</b>	-	9,500,000	9,500,000
Dividends	-	(9,000,000)	(9,000,000)
<b>At 31 October 2019</b>	1	500,000	500,001

	<b>Called-up share capital</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 November 2019</b>	1	500,000	500,001
Profit for the year	-	20,302	20,302
<b>Total comprehensive income</b>	-	20,302	20,302
<b>At 31 October 2020</b>	1	520,302	520,303

# **Jester Midco Limited**

## **Notes to the financial statements For the year ended 31 October 2020**

### **1 General information**

Jester Midco Limited (“the company”) is 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 is wholly-owned subsidiary of Jester Topco Limited. It is included in the consolidated financial statements of Jester Topco Limited which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

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

#### **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.

## **Jester Midco Limited**

### **Notes to the financial statements (continued) For the year ended 31 October 2020**

#### **2 Accounting policies (continued)**

##### **Going concern (continued)**

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 Midco 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. There is also a letter of support from Blackrock Expert Services Limited which commits to supporting Jester Midco Limited as necessary for a period of at least 12 months from the date of signing of these accounts. The Directors have assessed Blackrock Experts Services Limited ability to provide this support and deemed the company to have sufficient resources. Thus they continue to adopt the going concern basis in preparing these financial statements.

##### **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.

##### **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.

##### **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.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

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 Midco Limited**

### **Notes to the financial statements (continued)** **For the year ended 31 October 2020**

#### **2 Accounting policies (continued)**

##### **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.
- (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.



## **Jester Midco Limited**

### **Notes to the financial statements (continued) For the year ended 31 October 2020**

#### **2 Accounting policies (continued)**

##### **Financial instruments (continued)**

##### ***Financial assets and liabilities (continued)***

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.

Expenditure from financial liabilities is included within the profit or loss account when due.

##### ***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 and loss as described below.

##### ***Non-financial assets***

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

##### ***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.

##### ***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.

##### ***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.

## Jester Midco Limited

### Notes to the financial statements (continued) For the year ended 31 October 2020

#### 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 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.

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

#### 4 Interest receivable and similar income

	2020 £	2019 £
Interest receivable on loans to group undertakings	5,541,627	5,103,410
Dividend income	-	9,500,000
	<u>5,541,627</u>	<u>14,603,410</u>

All income relates to interest received on amounts owed by group undertaking.

#### 5 Interest payable and similar expenses

	2020 £	2019 £
Interest payable on loans from group undertakings	<u>5,521,325</u>	<u>5,103,410</u>

#### 6 Dividends

	2020 £	2019 £
Dividends	<u>-</u>	<u>9,000,000</u>

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

# Jester Midco Limited

## Notes to the financial statements (continued) For the year ended 31 October 2020

### 7 Staff numbers and costs

The company does not have any employees. The company incurred no expenses with regard to its directors for the year ended 31 October 2020 (2019: £nil), as all directors' remuneration is borne by another group company.

### 8 Auditor's remuneration

Fees payable to Deloitte LLP and their associates for the audit of the company's annual accounts were £3,700 (2019: £2,500).

### 9 Tax on profit

The tax comprises:

	2020	2019
	£	£
<b>Current taxation</b>		
UK corporation tax	-	-

The tax on the profit before tax for the year is lower than the standard rate of corporation tax in the UK (2019: lower than the standard rate of corporation tax in the UK) of 19% (2019: 19%).

The differences are reconciled below:

	2020	2019
	£	£
<b>Profit for the period</b>	20,302	9,500,000
	£	£
Tax on profit at standard UK corporation tax rate of 19% (2019: 19%)	-3,857	-1,805,000
Effects of:		
Income not taxable	-	(1,805,000)
Group relief / other reliefs	(3,857)	-
<b>Tax for the year</b>	-	-

### Factors that may affect future tax charges

The UK Finance Act 2016 included a reduction in the main rate of UK corporation tax from 19% to 17% from 1 April 2020. However, in the UK budget on 11 March 2020, it was announced that the cut in the tax rate to 17% would not occur and the UK Corporation Tax Rate would instead remain at 19%. In the 2021 UK Budget on 5 March 2021 it was announced that the UK Corporation Tax rate would increase to 25% with effect from 1 April 2023. As the 19% rate was substantively enacted by the balance sheet date, deferred tax balances relating to the UK have been calculated at 19% (2019: 17%). The increased rate to 25% is not deemed to have a material effect on the deferred tax balances.

# Jester Midco Limited

## Notes to the financial statements (continued) For the year ended 31 October 2020

### 10 Investments

	2020 £	2019 £
Investments in subsidiaries	1	1
<b>Subsidiaries</b>		<b>£</b>
<b>Cost</b>		
At 1 November 2019		1
At 31 October 2020		1
<b>Net book value</b>		
<b>At 31 October 2020</b>		1
At 31 October 2019		1

### Details of undertakings

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:

Undertakings	Country of incorporation	Holding	Proportion of voting rights and shares held
<b>Subsidiary undertakings</b>			
<b>Direct</b>			
Jester Bidco Limited	United Kingdom	Ordinary shares	100%
<b>Indirect</b>			
Martello Topco Limited	United Kingdom	Ordinary shares	100%
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	75%
Blackrock Expert Services Group PTE Limited	Singapore	Ordinary Shares	100%
Martello Global Limited	United Kingdom	Ordinary shares	100%

## **Jester Midco Limited**

### **Notes to the financial statements (continued) For the year ended 31 October 2020**

#### **10 Investments (continued)**

The principal activities of the subsidiaries are as follows:

The principal activity of Blackrock Expert Services Limited and Blackrock Expert Services Group PTE 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

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

Unit 5 Lockside Office Park  
Lockside Road  
Preston  
PR2 2YS

The registered address of Blackrock Expert Services Group PTE Limited is as follows:

8 Marina View,  
#42-01 & #43-01 Asia Square  
Singapore  
018960

#### **11 Debtors**

	2020	2019
	£	£
Amounts owed by subsidiary undertakings	142,021,416	136,479,789

Amounts owed by subsidiary undertakings bear interest of 4% (2019: 4%) and are repayable on demand.

#### **12 Creditors: amounts falling due within one year**

	2020	2019
	£	£
Amounts owed to parent undertakings	141,501,114	135,979,789

Amounts owed to parent undertakings bear interest of 4% (2019: 4%) and are repayable on demand.

## Jester Midco Limited

### Notes to the financial statements (continued) For the year ended 31 October 2020

#### 13 Called-up share capital and reserves

Allotted, called-up and fully paid shares	2020		2019	
	No.	£	No.	£
Ordinary shares of £1 each	1	1	1	1

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.

#### 14 Parent and controlling party

The company's immediate parent is Jester Debtco 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, up until 3 December 2020 (date of the sale of the business).

The registered office is at The Adelphi, 1-11 John Adam Street, London, WC2N 6HT. Jester Topco Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 October 2020.

The financial statements are available upon request from Jester Topco Limited:

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

The new ultimate parent company is Delta Parent Holding Inc, a company incorporated in the United States of America.

#### 15 Events after the balance sheet date

On 3 December 2020, the Jester Topco Group was sold to D&P International Services (UK) Limited, a Kroll group company, who acquired 100% of the share capital of Jester Topco Limited.

Prior to this transaction Jester Topco Group sold its majority stake in Martello Financial Services Limited for an equity value of £125,103 to the minority shareholders and therefore this entity was not sold as part of the sale of the group. In addition, £1,250,000 was paid as settlement for the deferred consideration relating to the acquisition of IT Group UK Limited for the remaining two years.

Kroll provide professional services in the areas of valuation, expert services, investigations, cyber security and regulatory compliance. The business of the group is expected to continue to grow and have new expansion opportunities as part of the Kroll group.

This is a non-adjusting post balance sheet event and has no effect on the year-end balance sheet.