

**ARCHANGEL INVESTORS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2020**



# ARCHANGEL INVESTORS LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	E M Young M W M R MacPhee Dr M D Rutterford I R McLeod T E D Allan	Chairman
<b>Secretary</b>	MBM Secretarial Services Ltd	
<b>Company number</b>	SC209206	
<b>Registered office</b>	5th Floor 125 Princes Street Edinburgh EH2 4AD	
<b>Auditors</b>	Chiene & Tait LLP Chartered Accountants and Statutory Auditor 61 Dublin Street Edinburgh EH3 6NL	
<b>Bankers</b>	Clydesdale Bank plc 83 George Street Edinburgh EH2 3ES	

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# ARCHANGEL INVESTORS LIMITED

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# ARCHANGEL INVESTORS LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 31 MARCH 2020

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The directors present the strategic report and financial statements for the period ended 31 March 2020.

#### **Fair review of the business**

Archangel Investors Limited assesses and vets investment opportunities and carries out due diligence and other portfolio management services on behalf of our investors. All regulated activities in connection with the business of Archangels are carried out by Archangels Investors (Management) Limited, a subsidiary of Archangel Investors Limited, which is authorised and regulated by the Financial Conduct Authority.

2019/20 was another exceptionally busy year for our syndicate.

We arranged investment totalling £19.9m (2018/19: £20.5m) over eleven investment rounds during the financial year, of which £10.0m came from Archangels members. The bulk of the funding went into our active portfolio, but we completed one new investment during the financial year, into Queryclick.

Archangels completed exits from two investments during the year. In December 2019, we sold our 23% shareholding in Bellshill headquartered document outsourcing specialist, Critiqom, as part of the trade sale of the business to Opus Trust Communications. We also disposed of our residual shareholding in Borders-based timber frame house manufacturer, Oregon Timber, following the purchase of that business by Barratt Homes.

On a corporate level, I am pleased to report that our investor base has remained steady at 101 during the year (2018/19: 99). Our investors are fundamental to Archangels' activities and without their ongoing support for what we do, we could not continue to provide the significant levels of investment in money and time to our companies.

The end of the financial year saw the emergence of Covid-19, which has caused a huge amount of economic uncertainty. Our companies responded at pace to the challenges which the pandemic have caused both operationally and financially, including, in some cases, both suppressed demand and supply chain problems. I am pleased to say that the companies have proved to be resilient during the early stages of the pandemic and have taken appropriate measures to manage their cash, to communicate with their key stakeholders and to plan for the recovery phase. The impact of Covid-19 on the company is detailed at Note 15 of the accounts.

#### **Key Performance Indicators**

Key performance indicators are measured and reviewed on a regular basis to enable the business to set its performance targets and monitor its performance against these targets. Our primary target relates to providing an excellent level of service for our investors and is measured by reference to investor retention. Our investors invest significant amounts each year and we endeavour to return cash to investors by way of exits. However, the board does not consider it appropriate to set specific KPIs in these areas. However, we do set specific targets in relation to working capital and debtor collection within our own business, which we have successfully achieved during the period.

#### **Key risks**

The Board determines the Company's business strategy and risk appetite along with designing and implementing a risk management framework that recognises the risks that the business faces, both presently and in the future. They also determine how those risks may be mitigated and assess on an on-going basis the arrangements to manage those risks.

# ARCHANGEL INVESTORS LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 31 MARCH 2020

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The Board considers business planning and risk management on a regular basis. This includes managing the Company's risks through a framework of policy and procedures having regard to relevant laws, standards, principles and rules with the aim of operating a defined and transparent risk management framework. These policies and procedures are updated as required. The Company has an operational infrastructure appropriate to its size.

#### Currency risk

Archangels' clients are all UK based and therefore the Company is not exposed to currency risk.

#### Market risk

Market risk is the risk of any impact upon the Company's financial condition due to fluctuations in values of, or income from, assets or in interest or exchange rates. The Company does not take positions which materially expose it to market risk.

#### Investment Risk

The Company facilitates the investment activity of its investors in disruptive, early-stage technology companies based in Scotland. It is inherent in the nature of the company's activities that some disappointing investments will be made, impacting on the track record of the Company and its ability to recruit new investors. The Company has put in place rigorous due diligence procedures for all investment rounds to mitigate this risk.

#### Credit risk

Credit risk is defined as the risk of loss caused by the failure of a counterparty to perform its contractual obligations. As an investment firm the Board consider that the key financial risk exposures faced by the Company relate to risk of non-payment of company monitoring fees and the need to maintain sufficient liquidity to satisfy working capital needs. The Board therefore attempt to minimise the risk through having clearly defined terms of business with counterparties and stringent credit control over transactions with them.

#### Liquidity risk

Liquidity risk is defined as the risk that the Company, although solvent, either does not have sufficient available resources to enable it to meet its obligations as they fall due, or can secure them only at excessive cost.

The Board regularly monitors cash flow and management accounts to ensure that the Company maintains adequate working capital.

#### Operational risk

Operational risk, inherent in all businesses, is the potential for financial and reputation loss arising from failures in internal controls, operational processes or systems that support them. It includes errors, omissions, disasters and deliberate acts such as fraud. The environment in which the Company operates imposes extensive reporting requirements and continuing self-assessment and appraisal. Internal arrangements and processes are in place to re-evaluate continually as the Company seeks to improve its operating efficiencies and these are considered to have been effective to date.

#### Board and Investor Succession

The Company relies on its board and investors to provide investment capital, oversight, domain expertise and mentoring to companies. These are important aspects of the business angel syndicate. The Company has a strategy in place to recruit new investors with appropriate skills.

#### Dependence on key technical personnel

The Company's success is driven by its key technical staff in providing services to its target market. Therefore the Board consider a key risk to be the loss of its key staff and the retention of these individuals is a key objective of the Company through having competitive remuneration policies.

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On behalf of the board

E M Young  
Chairman

21 July 2020



# **ARCHANGEL INVESTORS LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 MARCH 2020**

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The directors present their annual report and financial statements for the period ended 31 March 2020.

#### **Principal activities**

The principal activity of the company continued to be that of a professional business angel syndicate and the promotion of commercial activity or enterprise in Scotland.

The company is a company limited by guarantee.

#### **Directors**

None of the directors has any beneficial interest in the company. All of the directors guarantee to contribute £1 in the event of winding up.

T E D Allan  
M W M R MacPhee  
I R McLeod  
Dr M D Rutterford  
E M Young

An indemnity provision is in place for the directors.

#### **Results and dividends**

The results for the period are set out on page 8.

#### **Auditors**

The auditors, Chiene & Tait LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

# **ARCHANGEL INVESTORS LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

***FOR THE YEAR ENDED 31 MARCH 2020***

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### **Statement of disclosure to auditors**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



E M Young  
**Chairman**  
21 July 2020

# **ARCHANGEL INVESTORS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF ARCHANGEL INVESTORS LIMITED**

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#### **Opinion**

We have audited the financial statements of Archangel Investors Limited for the year ended 31 March 2020 which comprise the consolidated profit and loss account, the group and parent company balance sheets, the group and parent company statement of changes in equity, the consolidated statement of cash flows, and the notes to the financial statements including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2020 and of the group's result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 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 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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 group's or the parent 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.

#### **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 this regard.



# **ARCHANGEL INVESTORS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF ARCHANGEL INVESTORS LIMITED**

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#### **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 the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

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

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

#### **Responsibilities of the 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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent 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.

# ARCHANGEL INVESTORS LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF ARCHANGEL INVESTORS LIMITED

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#### 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.



Barry Truswell CA (Senior Statutory Auditor)

For and on behalf of  
Chiene + Tait LLP  
Chartered Accountants & Statutory Auditor  
61 Dublin Street  
Edinburgh  
EH3 6NL

DATE: 1/10/2020

**ARCHANGEL INVESTORS LIMITED**  
**CONSOLIDATED PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 MARCH 2020**

		<b>2020</b>	<b>2019</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
Turnover	<b>2</b>	975,124	1,094,548
Administrative expenses		(1,017,393)	(1,139,583)
<b>Operating (Loss)/Profit</b>		<b>(42,269)</b>	<b>(45,035)</b>
Interest receivable and similar income		-	634
<b>(Loss)/Profit before taxation</b>		<b>(42,269)</b>	<b>(44,401)</b>
Taxation	<b>5</b>	-	3,136
<b>(Loss)/Profit for the financial</b>		<b>(42,269)</b>	<b>(41,265)</b>
<b>Total comprehensive income for the</b>		<b>(42,269)</b>	<b>(41,265)</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The notes on pages 12 to 22 form part of these financial statements.

# ARCHANGEL INVESTORS LIMITED

## BALANCE SHEETS

AS AT 31 MARCH 2020

		Group		Company	
	Notes	2020 £	2019 £	2020 £	2019 £
<b>Fixed Assets</b>					
Tangible Fixed Assets	7	4,365	9,082	4,365	9,082
Investments	8	-	-	5,002	5,002
		4,365	9,082	9,367	14,084
<b>Current Assets</b>					
Debtors	9	67,061	55,843	67,059	56,965
Cash at bank and in hand		501,707	365,259	477,660	340,088
		568,768	421,102	544,719	397,053
<b>Creditors (amounts falling due within one year)</b>	10	(237,770)	(52,552)	(218,723)	(33,505)
<b>Net Current Assets</b>		330,998	368,550	325,996	363,548
<b>Total Assets less current liabilities</b>		335,363	377,632	335,363	377,632
<b>Reserves</b>					
Profit and loss account		335,363	377,632	335,363	377,632

The financial statements were approved by the board of directors and authorised for issue on 21 July 2020 and are signed on its behalf by:



E M Young  
Chairman

Company Registration No. SC209206

The notes on pages 12 to 22 form part of these financial statements.

# ARCHANGEL INVESTORS LIMITED

## STATEMENT OF CHANGES IN EQUITY

**FOR THE YEAR ENDED 31 MARCH 2020**

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**Company:-**

**Profit and  
loss  
reserves  
£**

**Balance at 1 April 2018**

418,897

**Period ended 31 March 2019:**

Profit and total comprehensive income for the period

(41,265)

**Balance at 31 March 2019**

377,632

**Period ended 31 March 2020:**

Profit and total comprehensive income for the period

(42,269)

**Balance at 31 March 2020**

335,363

**Consolidated:-**

**Profit and  
loss  
reserves  
£**

**Balance at 1 April 2018**

418,897

**Period ended 31 March 2019:**

Profit and total comprehensive income for the period

(41,265)

**Balance at 31 March 2019**

377,632

**Period ended 31 March 2020:**

Profit and total comprehensive income for the period

(42,269)

**Balance at 31 March 2020**

335,363

**ARCHANGEL INVESTORS LIMITED**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

**FOR THE YEAR ENDED 31 MARCH 2020**

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	Notes	2020 £	2019 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	13	136,448	(176,097)
<b>Net cash (outflow)/inflow from operating activities</b>		136,448	(176,097)
<b>Investing activities</b>			
Purchase of tangible fixed assets		-	(5,593)
Interest received		-	634
<b>Net (decrease)/increase in cash and cash equivalents</b>		136,448	(181,056)
Cash and cash equivalents at beginning of period		365,259	546,315
<b>Cash and cash equivalents at end of period</b>		501,707	365,259

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2020

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#### 1 Accounting policies

##### Company information

Archangel Investors Limited is a company limited by guarantee incorporated in Scotland. The registered office is 5th Floor, 125 Princes Street, Edinburgh, EH2 4AD.

##### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value. The principal accounting policies adopted are set out below.

##### 1.2 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 March 2020. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

##### 1.3 Going concern

The Directors and Management have assessed the existing and anticipated effects of COVID-19 on the company's activities and the appropriateness of the use of the going concern basis. The company has not faced any material changes to its activities during the period of COVID-19 and does not expect any material impact on its revenues or costs. In addition, the company operates a prudent cash reserves policy which would give it sufficient time to make any changes required to its business if it were at any point to face material adverse trading conditions as a result of COVID-19. Thus the Directors consider it is appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

##### 1.5 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

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#### 1 Accounting policies

##### 1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings & equipment	25% straight line
Computer equipment	33.3% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

##### 1.7 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

##### 1.8 Impairment of fixed assets

At each reporting end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

##### 1.9 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.



# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

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#### 1 Accounting policies

##### 1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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

##### **Basic financial assets**

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

##### **Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

##### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

##### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

##### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

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#### 1 Accounting policies

##### 1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

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

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

##### 1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

##### 1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

##### 1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

#### 2 Turnover and other revenue – Group

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

	2020 £	2019 £
<b>Turnover</b>		
Research fees	638,116	663,024
Monitoring fees	161,715	130,374
Membership fees	118,500	98,500
Exit fee income	-	104,425
Other income	56,793	98,225
	<u>975,124</u>	<u>1,094,548</u>

#### Turnover analysed by geographical market

	2020 £	2019 £
UK	<u>975,124</u>	<u>1,094,548</u>

#### 3 Operating profit – Group

	2020 £	2019 £
Operating profit for the period is stated after charging/(crediting):		
Fees payable to the company's auditors for the audit of the company's financial statements	4,500	4,725
Depreciation of owned tangible fixed assets	4,717	5,405
Operating lease charges	<u>24,700</u>	<u>24,700</u>

#### 4 Employees – Group

The average monthly number of persons (including directors) employed by the company during the period was:

	2020 Number	2019 Number
Directors	5	5
Key management	3	3
Administration	<u>2</u>	<u>2</u>
	<u>10</u>	<u>10</u>

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

### 4 Employees – Group (continued)

Their aggregate remuneration comprised:

	2020 £	2019 £
Wages and salaries	676,366	712,993
Social security costs	84,616	89,770
Pension costs	36,346	53,465
	<u>797,328</u>	<u>856,228</u>

### 5 Taxation – Group

	2020 £	2019 £
<b>Current tax</b>		
UK corporation tax on profits for the current period	-	914
Adjustment in respect of prior periods	<u>-</u>	<u>(4,050)</u>
	<u>-</u>	<u>(3,136)</u>

The charge for the period can be reconciled to the profit per the profit and loss account as follows:

	2020 £	2019 £
(Loss)/Profit before taxation	<u>(42,269)</u>	<u>(44,401)</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(8,031)	(8,436)
Tax effect of expenses that are not deductible in determining taxable profit	7,166	8,812
Permanent capital allowances in excess of depreciation	<u>865</u>	<u>538</u>
Tax expense for the period	<u>-</u>	<u>914</u>

#### Factors that may affect future tax

The UK government announced a proposed reduction in the UK corporation tax rate from 19% to 17% was to be cancelled in March 2020. Therefore the corporation tax rate with effect from 1 April 2020 and 1 April 2021 remains at 19%.

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

#### 6 Profit for the financial period

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial period is made up as follows:

	2020 £	2019 £
Holding company's (loss)/profit for the financial period	(42,269)	(41,265)

#### 7 Tangible fixed assets – Group and company

	Fixtures, fittings & equipment £	Computer equipment £	Total £
<b>Cost</b>			
At 1 April 2019	13,419	14,026	27,445
Additions	-	-	-
Disposals	-	-	-
At 31 March 2020	13,419	14,026	27,445
<b>Depreciation and impairment</b>			
At 1 April 2019	9,201	9,162	18,363
Depreciation charged in the period	2,210	2,507	4,717
Depreciation on disposals	-	-	-
At 31 March 2020	11,411	11,669	23,080
<b>Carrying amount</b>			
At 31 March 2020	2,008	2,357	4,365
At 31 March 2019	4,218	4,864	9,082

**ARCHANGEL INVESTORS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2020**

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**8 Fixed asset investments - Company**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Investments in subsidiaries	5,002	5,002
	<u>5,002</u>	<u>5,002</u>
<b>Movements in fixed asset investments</b>		
		<b>Shares in group undertakings</b>
		<b>£</b>
<b>Cost or valuation</b>		
At 1 April 2019 & 31 March 2020		5,002
		<u>5,002</u>
<b>Carrying amount</b>		
At 31 March 2020		5,002
		<u>5,002</u>
At 31 March 2019		5,002
		<u>5,002</u>

The company's subsidiaries at 31 March 2020 included in the consolidation are as follows:

<b>Name of undertaking</b>	<b>Nature of the business</b>	<b>Shareholding</b>	<b>% Held</b>
Archangel Directors Limited	Investment	Ordinary	100.00
Archangel Investors (Management) Limited	Investment	Ordinary	100.00

Archangel Informal Investment Limited, a subsidiary of the Parent, has not been included in the consolidation as it is dormant.

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

### 9 Debtors

Amounts falling due within one year:

	Group 2020 £	2019 £	Company 2020 £	2019 £
Trade debtors	49,412	38,512	49,412	38,512
Other debtors	2	5,328	-	6,450
Prepayments and accrued income	<u>17,647</u>	<u>12,003</u>	<u>17,647</u>	<u>12,003</u>
	<u>67,061</u>	<u>55,843</u>	<u>67,059</u>	<u>56,965</u>

### 10 Creditors: amounts falling due within one year

	Group 2020 £	2019 £	Company 2020 £	2019 £
Trade creditors	2,344	8,745	2,344	8,745
Amounts due to fellow group undertakings	-	-	1,186	1,186
Corporation tax	-	914	-	914
Other taxation and social security	203,978	13,222	203,978	13,222
Other creditors	23,593	20,671	3,360	438
Accruals and deferred income	<u>7,855</u>	<u>9,000</u>	<u>7,855</u>	<u>9,000</u>
	<u>237,770</u>	<u>52,552</u>	<u>218,723</u>	<u>33,505</u>

### 11 Retirement benefit schemes

#### Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £36,346 (2019 - £53,465).

# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

#### 12 Related party transactions

##### Remuneration of key management personnel

The remuneration of key management personnel is as follows.

	2020 £	2019 £
Aggregate compensation	647,649	681,373

No guarantees have been given or received.

None of the directors received any remuneration during the year.

MD Rutterford and EM Young are directors of Rutterford Limited. During the period the company paid rent and service charge costs totalling £39,797 (2019: £38,849) to Rutterford Limited.

MD Rutterford was a director of Reactec Limited during the year. During the period the company charged Reactec Limited £13,000 (2019: £13,000) for monitoring fees. MD Rutterford resigned as a director of Reactec Limited on 30 September 2019.

During the year, MWMR MacPhee, one of the directors, was provided with a short term loan of £70,000 by the company, which was repaid in full a few days later. No interest was charged on the loan. The loan was provided to facilitate completion of a portfolio company funding round while Mr MacPhee was on holiday and was therefore unable to make a transfer of his investment commitment prior to the required completion date.

#### 13 Cash generated from operations

	2020 £	2019 £
(Loss)/Profit for the year after tax	(42,269)	(41,265)
<b>Adjustments for:</b>		
Taxation charged	-	(3,136)
Interest received	-	(634)
Depreciation and impairment of tangible fixed assets	4,717	5,405
<b>Movements in working capital:</b>		
Decrease/(increase) in debtors	(11,218)	23,205
(Decrease)/Increase in creditors	186,132	(112,161)
	137,362	(128,586)
Taxes paid	(914)	(47,511)
<b>Cash (absorbed by)/generated from operations</b>	<b>136,448</b>	<b>(176,097)</b>



# ARCHANGEL INVESTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

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#### 14 Operating lease commitments

##### Lessee

The company has lease arrangements in respect of office rental.

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

	2020 £	2019 £
Not later than one year	24,700	24,700
Later than one year and not later than five years	49,400	74,100
	<u>74,100</u>	<u>98,800</u>

#### 15 Events after the end of the period

The COVID-19 pandemic has caused major disruption to the economy. In relation to the Archangels portfolio, our boards and management teams have taken appropriate measures operationally to comply with government guidance during this period and to ensure the safety of their staff. They have also taken appropriate measures to extend cash runways and to communicate with Archangels and other shareholders.

We do not expect COVID 19 to impact materially either financially or operationally on Archangels' business. We are able to undertake the majority of our work remotely and have done so effectively during the period of the pandemic. In addition, our members have indicated their desire to continue to support our portfolio companies during and beyond the period of the pandemic.