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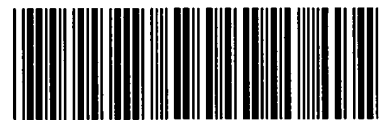
Registered number: 09620926

PeopleCert Qualifications Ltd

Report and Accounts

31 December 2021

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PeopleCert Qualifications Ltd

Report and accounts

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PeopleCert Qualifications Ltd

Company Information

Directors

Mr. Graham John Shaw

Mr. Vasile Mihai Baltac

Dr. Michael Milanovic

Registered office

192 Sloane Street

London, SW1X 9QX

United Kingdom

Independent Auditor

KPMG Chartered Accountants

1 Stokes Place

St. Stephens' Green

Dublin 2

Bankers

HSBC UK Bank Plc

Barclays Bank Plc

Barclays Bank UK Plc

Registered number

09620926

PeopleCert Qualifications Ltd

Directors' Report

The directors present their report and accounts for the year ended 31 December 2021.

Principal activities

The company's principal activity during the year continued to be delivering global certification services.

Result of the year

For 2021, the company reported revenues of £4,420,837 (2020: £1,222,588), while the profit before tax for 2021 is £1,280,364 (2020: £224,838).

Directors

The following persons served as directors during the year:

Mr. Graham John Shaw
Mr. Vasile Mihai Baltac
Dr. Michael Milanovic

Small company provisions

This report has been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and they represent the Management's best estimate;
- 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 to 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.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent Auditors

For the fiscal year of 2021 the Company appointed KPMG as independent auditors.

This report was approved by the board on September 6, 2022 and signed on its behalf.



Dr Michael Milanovic
Director

Profit and Loss Account for the year ended 31 December 2021

	Notes	2021 £	2020 £
Turnover	17	4,420,837	1,222,588
Cost of Sales	17	(2,490,001)	(580,845)
Gross profit		1,930,836	641,743
Administrative expenses	17	(198,308)	(90,668)
Selling and distribution costs	17	(457,101)	(331,760)
Other operating income	10	2,188	12,133
Operating profit		1,277,615	231,448
Finance Income	17	44,731	19,131
Finance Costs	17	(41,982)	(25,741)
Profit before tax		1,280,364	224,838
Tax on profit		(234,492)	(39,532)
Profit for the financial year		1,045,872	185,306

The comparatives have been restated for consistency purposes to reflect the new expense taxonomy that was adopted by the Group within 2021.

There are no recognized gains or losses for 2021 or 2020 other than those included in the statement of comprehensive income.

There is no comprehensive income for 2021 (2020 £NIL).

The notes on pages 7-14 form part of the financial statements.

PeopleCert Qualifications Ltd
Balance Sheet as at 31 December 2021

	Notes	2021 £	2020 £
Non-Current Assets			
Intangible assets	5	409,116	316,013
Deferred tax asset	8	485	485
		<u>409,601</u>	<u>316,498</u>
Current assets			
Debtors	6	1,379,281	678,454
Cash at bank and in hand		339,093	80,810
		<u>1,718,374</u>	<u>759,264</u>
Creditors: amounts falling due within one year	7	<u>(798,282)</u>	<u>(791,941)</u>
Net current assets / (liabilities)		<u>920,092</u>	<u>(32,677)</u>
Total assets less current liabilities		<u>1,329,693</u>	<u>283,821</u>
Net assets / (liabilities)		<u><u>1,329,693</u></u>	<u><u>283,821</u></u>
Capital and reserves			
Called up share capital	14	200	200
Share Premium		99,900	99,900
Profit and loss account		<u>1,229,593</u>	<u>183,721</u>
Shareholders' funds		<u><u>1,329,693</u></u>	<u><u>283,821</u></u>

The notes on pages 7-14 form part of the financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A – small entities.

The financial statements were approved and authorised for issue by the board on September 6, 2022 and are signed on behalf of the board by:


 Dr Michael Milanovic
 Director

PeopleCert Qualifications Ltd

Statement of Changes in Equity for the year ended 31 December 2021

	Share capital	Share Premium	Profit and loss account	Total
	£	£	£	£
At 1 January 2020	200	99,900	(1,584)	98,516
Profit for the financial year	-	-	185,306	185,306
Total comprehensive income for the financial year	-	-	185,306	185,306
Issue of new share capital	-	-	-	-
At 31 December 2020	200	99,900	183,721	283,821
At 1 January 2021	200	99,900	183,721	283,821
Profit for the financial year	-	-	1,045,872	1,045,872
Total comprehensive income for the financial year	-	-	1,045,872	1,045,872
Issue of new share capital	-	-	-	-
At 31 December 2021	200	99,900	1,229,593	1,329,693

The notes on pages 7-14 form part of the financial statements.

PeopleCert Qualifications Ltd

Notes to the Accounts for the year ended 31 December 2021

1 Accounting policies

Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (as applied to small entities by section 1A of the standard).

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f),
- 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the rendering of services. Turnover from the rendering of services is recognised by reference to the stage of completion of the contract. The stage of completion of a contract is measured by comparing the costs incurred for work performed to date to the total estimated contract costs.

Intangible fixed assets

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the cost of sales category consistent with the function of the intangible asset.

Patents and trademarks

Patents and trademarks are measured initially at purchase cost and are amortised on a straight-line basis over their estimated useful lives. Their amortisation expense is included in cost of sales.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset,

measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Intangible fixed assets are measured at cost less accumulative amortisation and any accumulative impairment losses.

The annual amortisation rates used are as follows:

Software in Use 20%

Patents and Trademarks 10%

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Cash and Cash Equivalent

Cash and cash equivalents comprise of cash in hand, demand deposits and short-term notice deposits less bank overdrafts. In the statements of financial positions, banks overdrafts are included in borrowings in current liabilities.

Prepayments from clients

Payments received in advance on services for which no revenue has been recognised yet, are recorded as prepayments from clients as at the reporting date and presented under trade and other payables. Payments received in advance on services for which revenue has been recognised, are recorded as prepayments from clients to the extent that they exceed revenue that was recognised in the profit or loss as at the reporting date.

Functional and presentation currency and foreign currency translation

Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in GBP, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss. Translation differences on available-for-sale financial assets are included in the fair value reserve in equity.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (i.e. liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Government Grants

Under the accrual model, government grants relating to revenue are recognised on a systematic basis over the periods in which the company recognises the related costs for which the grant is intended to compensate. Grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs are recognised in income in the period in which it becomes receivable.

Significant management judgement

Deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

Impairment assessment of receivable amounts

The Company follows the guidance of FRS 102 in determining when a receivable balance is impaired. This determination requires significant judgement regarding the current and potential economic circumstances specific to each debtor, and its current and potential repayment ability.

Estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below:

Income taxes

Significant estimates are made in determining the tax liability for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax liability in the period in which such determination is made.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date and revises them if necessary so that the useful lives represent the expected utility of the assets to the Company. Actual results, however, may vary due to technological obsolescence, misuse and other factors that are not easily predictable.

Impairment assessment of intangibles under development

Determining whether impairment exists for intangibles under development requires an estimation of the value in use of the cash generating units of the Company to which this intangible has been allocated. The value in use calculation requires the company to estimate the future cash flows expected to arise from the cash-generating units for a period of five years and then apply a sustainable growth rate thereafter, and then using a suitable discount rate to calculate present value.

Impairment assessment of receivable amounts

The Company reviews its trade and other receivables for evidence of their recoverability. Such evidence includes the customer's payment record and the customer's overall financial position. If indications of irrecoverability exist, the recoverable amount is estimated and a respective allowance for impairment is made. The review of credit risk is continuous, and the methodology and assumptions used for estimating the allowance for impairment are reviewed regularly and adjusted accordingly.

2 Auditors' remuneration	2021	2020
	£	£
Fees payable to the company's auditor for the Statutory Audit	12,000	10,250
	<u>12,000</u>	<u>10,250</u>
3 Employees	2021	2020
	£	£
Salaries	353,624	242,077
Social Security Cost	34,486	21,178
Pension	7,440	4,973
	<u>395,549</u>	<u>268,228</u>
Average number of persons employed by the company:	8	7

4 Net foreign exchange gain / losses

Net foreign exchange gains or losses are reported under finance income / finance loss.

5 Intangible fixed assets	Patents and £	Software in use £	Total £
Cost			
At 1 January 2020	22,000	282,853	304,853
Additions	-	144,894	144,894
Disposals	-	-	-
At 31 December 2020 / 1 January 2021	<u>22,000</u>	<u>427,747</u>	<u>449,747</u>
Additions	-	196,727	196,727
Disposals	-	-	-
At 31 December 2021	<u>22,000</u>	<u>624,474</u>	<u>646,474</u>
Amortisation			

At 1 January 2020	6,765	62,550	69,315
Additions	2,200	62,219	64,419
Disposals	-	-	-
At 31 December 2020 / 1 January 2021	8,965	124,769	133,734
Provided during the year	2,200	101,424	103,624
On disposals	-	-	-
At 31 December 2021	11,165	226,193	237,358
Net book value			
At 31 December 2021	10,835	398,280	409,116
At 31 December 2020	13,035	302,978	316,013
6 Debtors		2021	2020
		£	£
Trade debtors		211,541	64,582
Pre-payments		4,702	2,695
Receivables owed by related parties (note 19.3)		1,153,919	603,613
VAT Control Account		4,575	7,564
Other Debtors		2,917	-
Vendor Prepayments		1,627	-
		1,379,281	678,454
7 Creditors: amounts falling due within one year		2021	2020
		£	£
Trade creditors		33,379	47,018
Payables to related parties (note 19.4)		376,765	627,349
Accruals and other payables		63,671	43,839
PAYE & NI control account		12,308	9,090
Corporation Tax		234,492	39,532
Customer Prepayments		9,760	2,344
Deferred Income		67,907	22,769
		798,282	791,941
8 Deferred tax asset		2021	2020
		£	£
Balance at 1 January		485	485
Charged to profit or loss		-	-
Balance at 31 December		485	485
9 Director's Remuneration		2021	2020
		£	£
Directors' social insurance and other contribution		12,279	11,064
		12,279	11,064
10 Other operating income		2021	2020
		£	£

Government Grants	2,188	12,133
	<u>2,188</u>	<u>12,133</u>

11 Contingent liabilities

PeopleCert Qualifications Ltd had no contingent liabilities as at 31 December 2021 and 31 December 2020.

12 Commitments

PeopleCert Qualifications Ltd had no commitments as at 31 December 2021 and 31 December 2020.

13 Ultimate Parent Company and Controlling Party

The immediate parent company is PeopleCert International Ltd 40, 1066 Nicosia, Cyprus. The Company to consolidate these financial statements is PeopleCert Holdings Europe Ltd 40, Themistocles Dervi Street, 1066 Nicosia, Cyprus, that is also the ultimate controlling party.

14 Share Capital

Allotted, called up and fully paid

	2021	2020
	£	£
200 Ordinary Shares of £1.00 each	<u>200</u>	<u>200</u>
	<u>200</u>	<u>200</u>

15 Reserves

Share premium account

Includes any premiums received on issue of share capital.

16 Other information

PeopleCert Qualifications Ltd is a private company limited by shares and incorporated in England. Its registered office is:

192 Sloane Street

London - SW1X 9QX

17 Detailed profit and loss account for the year ended 31 December 2021

	2021	2020
	£	£
Turnover		
Turnover	<u>4,420,837</u>	<u>1,222,588</u>
	<u>4,420,837</u>	<u>1,222,588</u>
Cost of Sales		
Accreditation costs	(11,753)	(9,483)
Amortisation of intangibles	(101,967)	(64,419)
Commission payables	(111,660)	(69,270)

Exam supervision and testing program expenses	(705,301)	(290,979)
Other direct costs	(14,550)	-
Royalty fees	(1,544,770)	(146,694)
	(2,490,001)	(580,845)
Administrative expenses		
Depreciation	(1,658)	-
Accounting fees	(4,992)	(10,192)
Administrative expenses	(22,361)	(7,296)
Management fees	-	(2,618)
Auditors' remuneration	(12,816)	414
Irrecoverable VAT	(5,008)	-
Legal fees	(2,742)	-
Occupancy costs	(5,186)	(4,134)
Other Costs	(12,554)	(741)
Other professional fees	(100,761)	(65,274)
Staff costs	(30,206)	-
Travel and entertainment costs	(23)	(827)
	(198,308)	(90,668)
Selling and distribution costs		
Bad debts written off	(3,862)	-
General provision for bad debts	(3,182)	(8,579)
Marketing costs	(33,702)	(8,018)
Sales consultants fees	(49,959)	(44,294)
Staff costs	(365,343)	(268,228)
Other costs	(33)	-
Travel and entertainment costs	(1,021)	(2,641)
	(457,101)	(331,760)
Other operating income		
Government Grants – CJRS	2,188	12,133
	2,188	12,133
Finance Income		
Exchange profit	44,731	19,131
	44,731	19,131
Finance Costs		
Net foreign exchange losses	(31,266)	(22,781)
Other financial expenses	(10,716)	(2,960)
	(41,982)	(25,741)

The comparatives have been restated for consistency purposes to reflect the new expense taxonomy that was adopted by the Group within 2021.

18. Events after the reporting period

The financial effect of the of the Coronavirus disease (COVID-19) outbreak, the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the outbreak expands and the high level of uncertainties arising from the inability to reliably predict the outcome. The Board of Directors has considered the unique circumstances and the risk exposures of the Group and has concluded the event is not expected to have an immediate material impact on the business operations. The Board of Directors will continue to monitor the situation closely and will assess the need for further measures to be taken in case the period of disruption becomes prolonged.

The event is considered as a non-adjusting event and is therefore not reflected in the recognition and measurement of the assets and liabilities in the financial statements as at 31 December 2021.

The Board of Directors has proactively assessed and measured the risks stemming from Covid-19, informed all employee and disclosed available information. There is no indication that any other supplementary piece of disclosure is required at present. The Group maintains a strong position and is ready to provide further disclosures if required.

On 24 February 2022, Russian troops started invading Ukraine. The ongoing military attack has led, and continues to lead, to significant casualties, dislocation of the population, damage to infrastructure and disruption to economic activity in Ukraine. In response, multiple jurisdictions have imposed initial tranches of economic sanctions on Russia and in certain cases Belarus. PeopleCert officially suspended all commercial activities in Russia & Belarus.

The war in Ukraine and related events take place at a time of significant global economic uncertainty and volatility, and the effects are likely to interact with and exacerbate the effects of current market conditions.

The Board of Directors is reassessing the trading and relevant cash flows of the Group using revised assumptions and incorporating downside scenarios in assessing actual and potential financing needs, taking into consideration the main impacts identified above. The Board of Directors will continue to monitor the situation closely and assess/seek additional measures/committed facilities as a fall back plan in case the period of disruption becomes prolonged.

Other than the above, there have been no circumstances or post balance sheet events, which require adjustment of or disclosure in the consolidated financial statements or in the notes thereto.

19. Related party transactions

19.1 Revenue

<u>Name:</u>	<u>Nature of transaction</u>	2021 £	2020 £
PeopleCert Hellas S.A	Royalties, SELT Costs	2,422,797	525,741
PeopleCert International Limited	Royalties	895,169	452,861
PeopleCert UK Limited	Royalties	44,362	20,532
		<u>3,362,329</u>	<u>999,135</u>

19.2 Purchases and other expenses

<u>Name:</u>	<u>Nature of transaction</u>	2021 £	2020 £
PeopleCert International Limited	Passport Usage, SELT Costs	1,785,176	325,312
PeopleCert Global S.A.	Management Fees	376,764	29,952
		<u>2,161,941</u>	<u>355,264</u>

19.3 Receivables from Related Parties

<u>Name:</u>	<u>Nature of transaction</u>	2021 £	2020 £
PeopleCert Hellas S.A	Trade	577,380	350,746
PeopleCert International Limited	Trade	506,577	235,962
PeopleCert UK Limited	Trade	69,962	16,905
		<u>1,153,919</u>	<u>603,613</u>

19.4 Payables to related parties

<u>Name:</u>	<u>Nature of transaction</u>	2021 £	2020 £
PeopleCert International Limited	Trade	-	447,847
PeopleCert Global S.A.	Trade	376,765	179,502
		<u>376,765</u>	<u>627,349</u>



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEOPLECERT QUALIFICATIONS LTD

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Peoplecert Qualifications Ltd ('the Company') for the year ended 31 December 2021 which comprise the Profit and Loss account, Balance Sheet, Statement of Changes in Equity and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, including Section 1A.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, including Section 1A; and
- the financial statements 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and the provisions available for small entities in the circumstances set out in note 1 to the financial statements 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

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

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 the date 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.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included:

- inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud;
- inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud;
- inspecting the Company's regulatory and legal correspondence; and reading Board/audit committee minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team. The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary. The company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls. On this audit we do not believe there is a fraud risk related to revenue recognition.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have



properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in these respects.



Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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 fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

Our 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.

A handwritten signature in black ink that reads 'Keith Watt'. The signature is written in a cursive, slightly stylized font.

**Keith Watt [Senior Statutory Auditor]
for and on behalf of
KPMG Statutory Auditor**

**1 Stokes Place
St Stephen's Green
Dublin**

7 September 2022