

Company Registration No. SC331999 (Scotland)

ABGI-UK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

ABGI-UK LIMITED

CONTENTS

	Page
Company information	1
Strategic report	2
Directors' report	3
Directors' responsibilities statement	4
Independent auditor's report	5 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Statement of cash flows	11
Notes to the financial statements	12 - 24

ABGI-UK LIMITED

COMPANY INFORMATION

Directors	Mr S Henderson Mr A J Taylor Mr C N Anderson Visiativ SA Visiativ Conseil
Secretary	Mr A J Taylor
Company number	SC331999
Registered office	6 Atholl Crescent Edinburgh Scotland EH3 8HA
Auditor	Consilium Audit Limited 169 West George Street Glasgow Scotland G2 2LB

ABGI-UK LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present the strategic report for the year ended 31 December 2021.

Fair review of the business

The Company's turnover for the year has increased by 13% from £5.3 million to £6.0 million. Operating profit margin has also increased which is especially encouraging given the continued investment we make in people to achieve year on year growth both organically and through acquisition. At the year end the Company had shareholder's funds of £4.9 million compared to £3.2 million at the previous year end. The net current liabilities position of the company is a direct consequence of the acquisition that concluded during the current financial year which was wholly funded by cash generated by the business.

Principal risks and uncertainties

As with all other companies in the R&D consultancy sector the main risk to continued growth and profitability remains competition for existing and new clients from other companies in the industry.

From a company and sector perspective Brexit has had minimal impact on the Company. However, we continue to monitor new developments and initiatives that the UK government deploys in order to stimulate UK companies to be at forefront of innovation across a broad spectrum of industries and also for them to remain competitive in an international marketplace.

Financial Risk Management Objectives and Policies

The Company makes little use of financial instruments. Exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the Company.

COVID-19

Throughout 2021 the company, with the rest of the UK, endured the COVID-19 pandemic. Despite this we are extremely proud of what our staff achieved in the period by continuing our growth trajectory and at the same maintaining profitability. As we entered the pandemic back in March 2020 with a strong balance sheet we were in the fortunate position of not requiring any form additional assistance from our bankers or through the various government backed initiatives that were put in place. Such was our confidence in our position and our staff that during the course of the pandemic we acquired two R&D consultancy businesses further cementing our position as a significant player in the UK R&D consultancy market. As a result of this the directors are of the view that it remains appropriate for the financial statements to be prepared on a going concern basis.

On behalf of the board

Mr A J Taylor
Director
13 May 2022

ABGI-UK LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their annual report and financial statements for the year ended 31 December 2021.

Principal activities

The principal activity of the company is the provision of R&D tax credit consultancy services.

Results and dividends

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

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr S Henderson
Mr A J Taylor
Mr C N Anderson
Visiativ SA
Visiativ Conseil

Auditor

The auditor, Consilium Audit Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor

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 auditor is 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 auditor is aware of that information.

On behalf of the board

Mr A J Taylor
Director

13 May 2022

ABGI-UK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

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.

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.

ABGI-UK LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABGI-UK LIMITED

Opinion

We have audited the financial statements of ABGI-UK Limited (the 'company') for the year ended 31 December 2021 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including 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 company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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.

ABGI-UK LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF ABGI-UK LIMITED

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

ABGI-UK LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF ABGI-UK LIMITED

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- We ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- We identified the laws and regulations applicable to the company through discussions with directors and management and from our knowledge of the regulatory environment relevant to the company.
- We assessed the extent of compliance with laws and regulations through making enquiries of management and inspecting legal correspondence
- We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by making enquiries of management as to where they considered there was susceptibility to fraud and their knowledge of actual, suspected and alleged fraud.
- To address the risk of fraud through management bias and override of controls, we tested journal entries to identify unusual transactions, we assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias and we investigated the rationale behind significant or unusual transactions.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

David Holt (Senior Statutory Auditor)
For and on behalf of Consilium Audit Limited
Statutory Auditor

169 West George Street
Glasgow
Scotland
G2 2LB

Date 30 May 2022

ABGI-UK LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 £	2020 £
Turnover	3	5,982,901	5,347,393
Administrative expenses		(5,049,969)	(4,474,756)
Other operating income		671,107	352,837
Operating profit	4	1,604,039	1,225,474
Interest receivable and similar income	8	445,000	-
Interest payable and similar expenses	9	(53,749)	(41,848)
Profit before taxation		1,995,290	1,183,626
Tax on profit	10	(309,177)	(213,162)
Profit for the financial year		1,686,113	970,464

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

ABGI-UK LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2021

		2021		2020	
	Notes	£	£	£	£
Fixed assets					
Goodwill	12		2,745,825		-
Tangible assets	11		57,186		78,823
Investments	13		2,965,909		2,746,622
			<u>5,768,920</u>		<u>2,825,445</u>
Current assets					
Debtors	15	2,712,871		1,995,174	
Cash at bank and in hand		523,561		987,355	
		<u>3,236,432</u>		<u>2,982,529</u>	
Creditors: amounts falling due within one year	16	(3,303,153)		(1,470,090)	
Net current (liabilities)/assets			<u>(66,721)</u>		<u>1,512,439</u>
Total assets less current liabilities			<u>5,702,199</u>		<u>4,337,884</u>
Creditors: amounts falling due after more than one year	17		(837,983)		(1,166,667)
Provisions for liabilities					
Deferred tax liability	19	6,886		-	
		<u>6,886</u>	<u>(6,886)</u>	<u>-</u>	<u>-</u>
Net assets			<u>4,857,330</u>		<u>3,171,217</u>
Capital and reserves					
Called up share capital	21		460		460
Share premium account			442,528		442,528
Capital redemption reserve			49		49
Profit and loss reserves			4,414,293		2,728,180
Total equity			<u>4,857,330</u>		<u>3,171,217</u>

The financial statements were approved by the board of directors and authorised for issue on 13 May 2022 and are signed on its behalf by:

Mr A J Taylor
Director

Company Registration No. SC331999

ABGI-UK LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital	Share premium account	Capital redemption reserve	Profit and loss reserves	Total
	£	£	£	£	£
Balance at 1 January 2020	460	442,528	49	1,757,716	2,200,753
Year ended 31 December 2020:					
Profit and total comprehensive income for the year	-	-	-	970,464	970,464
Balance at 31 December 2020	460	442,528	49	2,728,180	3,171,217
Year ended 31 December 2021:					
Profit and total comprehensive income for the year	-	-	-	1,686,113	1,686,113
Balance at 31 December 2021	460	442,528	49	4,414,293	4,857,330

ABGI-UK LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2021

		2021		2020	
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations	25	1,211,603		1,564,947	
Interest paid		(53,749)		(41,848)	
Income taxes paid		(307,227)		(208,639)	
Net cash inflow from operating activities		850,627		1,314,460	
Investing activities					
Purchase of tangible fixed assets		(9,924)		(56,777)	
Proceeds on disposal of tangible fixed assets		150		800	
Purchase of subsidiaries		(2,648,139)		(2,746,622)	
Dividends received		445,000		-	
Net cash used in investing activities		(2,212,913)		(2,802,599)	
Financing activities					
Intercompany financing in relation to acquisition		1,227,176		-	
Proceeds of new bank loans		-		1,750,000	
Repayment of bank loans		(328,684)		(233,333)	
Net cash generated from financing activities		898,492		1,516,667	
Net (decrease)/increase in cash and cash equivalents		(463,794)		28,528	
Cash and cash equivalents at beginning of year		987,355		958,827	
Cash and cash equivalents at end of year		523,561		987,355	

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

Company information

ABGI-UK Limited is a private company limited by shares incorporated in Scotland. The registered office is 6 Atholl Crescent, Edinburgh, Scotland, EH3 8HA. The company's registration number is SC331999.

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 and presentational currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

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

Turnover is represented by revenue from contracts for the provision of R&D tax credit consultancy services. As contracts involve contingent fee arrangements, the outcome of a transaction cannot be assessed reliably until the point that claims have been submitted to tax authorities. This assessment is a key judgement of the company.

When the outcome of contracts can be estimated reliably, revenue is recognised by reference to the estimated stage of completion at the end of the reporting period. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered. Un-invoiced revenue on contracts is included as accrued income at the end of the reporting period.

1.4 Intangible fixed assets - goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 3 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

1.5 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 and fittings	25% straight line
Computers	25% 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.

1.6 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.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets and investments 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.

1.8 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 balance sheet 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.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

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 publicly 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.

Classification of financial liabilities

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.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

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

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 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.

1.11 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.

1.12 Retirement benefits

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

1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss 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 leases asset are consumed.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

1.14 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are 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.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Revenue recognition

Turnover is represented by revenue from contracts from the provision of R&D tax credit consultancy services. As contracts involve contingent fee arranged, the outcome of a transaction cannot be assessed reliably until the point that claims have been submitted to the tax authorities. This assessment is a key judgement of the company.

When the outcome of contracts can be estimated reliably, revenue is recognised by reference to the estimated stage of completion at the end of the reporting period.

3 Turnover and other revenue

	2021	2020
	£	£
Other significant revenue		
Management fees receivable	664,122	352,837
Grants received	6,985	-
	<u> </u>	<u> </u>

4 Operating profit

	2021	2020
	£	£
Operating profit for the year is stated after charging/(crediting):		
Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	90	22,995
Government grants	(6,985)	-
Depreciation of owned tangible fixed assets	31,561	23,031
(Profit)/loss on disposal of tangible fixed assets	(150)	85
Operating lease charges	211,777	172,954
	<u> </u>	<u> </u>

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

5 Auditor's remuneration

	2021	2020
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	9,250	9,000
For other services		
Taxation compliance services	1,050	1,000

6 Employees

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

2021	2020
70	54

Their aggregate remuneration comprised:

	2021	2020
	£	£
Wages and salaries	3,063,456	2,661,546
Social security costs	313,831	273,531
Pension costs	186,909	177,305
	3,564,196	3,112,382

7 Directors' remuneration

	2021	2020
	£	£
Remuneration for qualifying services	345,051	319,309

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2021	2020
	£	£
Remuneration for qualifying services	174,381	157,387
Company pension contributions to defined contribution schemes	22,385	15,838

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

8	Interest receivable and similar income	2021	2020
		£	£
	Income from fixed asset investments		
	Income from shares in group undertakings	445,000	-
		<u> </u>	<u> </u>
9	Interest payable and similar expenses	2021	2020
		£	£
	Interest on bank overdrafts and loans	41,281	13,310
	Other interest	12,468	28,538
		<u> </u>	<u> </u>
		53,749	41,848
		<u> </u>	<u> </u>
10	Taxation	2021	2020
		£	£
	Current tax		
	UK corporation tax on profits for the current period	295,064	218,795
		<u> </u>	<u> </u>
	Deferred tax		
	Origination and reversal of timing differences	14,113	(5,633)
		<u> </u>	<u> </u>
	Total tax charge	309,177	213,162
		<u> </u>	<u> </u>
	The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:		
		2021	2020
		£	£
	Profit before taxation	1,995,290	1,183,626
		<u> </u>	<u> </u>
	Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	379,105	224,889
	Tax effect of expenses that are not deductible in determining taxable profit	-	7,418
	Tax effect of income not taxable in determining taxable profit	(87,102)	-
	Other movements	17,174	(19,145)
		<u> </u>	<u> </u>
	Taxation charge for the year	309,177	213,162
		<u> </u>	<u> </u>

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

11 Tangible fixed assets

	Fixtures and fittings	Computers	Total
	£	£	£
Cost			
At 1 January 2021	150,144	152,876	303,020
Additions	3,151	6,773	9,924
Disposals	-	(15,821)	(15,821)
At 31 December 2021	153,295	143,828	297,123
Depreciation and impairment			
At 1 January 2021	137,394	86,803	224,197
Depreciation charged in the year	9,634	21,927	31,561
Eliminated in respect of disposals	-	(15,821)	(15,821)
At 31 December 2021	147,028	92,909	239,937
Carrying amount			
At 31 December 2021	6,267	50,919	57,186
At 31 December 2020	12,750	66,073	78,823

12 Intangible fixed assets

	Goodwill
	£
Cost	
At 1 January 2021	-
Additions - note 12	2,745,825
At 31 December 2021	2,745,825
Amortisation and impairment	
At 1 January 2021 and 31 December 2021	-
Carrying amount	
At 31 December 2021	2,745,825
At 31 December 2020	-

The trade and assets of the Company's subsidiary, MSC Associates Limited, were hived up into ABGI-UK Limited on 31 December 2021. As a result of this, the investment in the subsidiary has been transferred to goodwill and will be written off over 3 years.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

13 Fixed asset investments

	Notes	2021 £	2020 £
Investments in subsidiaries	14	2,965,909	2,746,622

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2021	2,746,622
Additions	2,965,909
Transfer to goodwill - see note 10	(2,745,825)
Adjustment to investment	(797)
At 31 December 2021	2,965,909
Carrying amount	
At 31 December 2021	2,965,909
At 31 December 2020	2,746,622

The entire issued share capital of IF R&D Tax Credits was acquired on 1 July 2021 for total consideration of £2,965,909. This was satisfied by cash payments of £2,648,139 and deferred consideration of £317,770.

14 Subsidiaries

Details of the company's subsidiaries at 31 December 2021 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct
MSC Associates Limited	c/o Pannone Corporate LLP, 378 - 380 Deansgate, Manchester, England, M3 4LY	Provision of R&D tax consultancy serv ces.	Ordinary	100.00
IF R&D Tax Credits Limited	36b The Square, comber, Newtownards, County Down, Northern Ireland, BT23 5DU	Provision of R&D tax consultancy serv ces.	Ordinary	100.00

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

15 Debtors		2021	2020
Amounts falling due within one year:		£	£
Trade debtors		1,219,373	887,947
Work in progress		1,024,053	877,964
Amounts owed by group undertakings		329,041	50,404
Other debtors		140,404	178,859
		<u>2,712,871</u>	<u>1,995,174</u>
16 Creditors: amounts falling due within one year		2021	2020
	Notes	£	£
Bank loans	18	350,000	350,000
Trade creditors		41,694	107,115
Amounts owed to group undertakings		1,893,280	259,893
Corporation tax		35,837	40,773
Other taxation and social security		380,463	416,673
Accruals and deferred income		601,879	295,636
		<u>3,303,153</u>	<u>1,470,090</u>
17 Creditors: amounts falling due after more than one year		2021	2020
	Notes	£	£
Bank loans	18	837,983	1,166,667
		<u>837,983</u>	<u>1,166,667</u>
18 Loans and overdrafts		2021	2020
		£	£
Bank loans		1,187,983	1,516,667
		<u>1,187,983</u>	<u>1,516,667</u>
Payable within one year		350,000	350,000
Payable after one year		837,983	1,166,667
		<u>1,187,983</u>	<u>1,166,667</u>

The bank loan is secured by fixed and floating charges over all of the assets of the company and a guarantee in favour of the bank from Visiativ S.A.

The loan is repayable over 5 years from the date of drawdown and interest is payable at 2.1% over the Bank of England base rate.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

19 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Liabilities 2021	Liabilities 2020
Balances:	£	£
Accelerated capital allowances	6,886	-
	<u>6,886</u>	<u>-</u>
		2021
		£
Movements in the year:		
Liability at 1 January 2021		-
Charge to profit or loss		6,886
		<u>6,886</u>
Liability at 31 December 2021		<u>6,886</u>

20 Retirement benefit schemes

	2021	2020
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	186,909	177,305
	<u>186,909</u>	<u>177,305</u>

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.

21 Share capital

	2021	2020
Ordinary share capital	£	£
Issued and fully paid		
31,470 Ordinary shares of 0.1p each	31	31
428,725 A Ordinary shares of 0.1p each	429	429
	<u>460</u>	<u>460</u>

All classes of shares rank pari passu in all respects. However when paying dividends the directors may differentiate between the classes of shares to which payments are being made in respect of the amount or percentage of dividend payable.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

22 Operating lease commitments

Lessee

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:

	2021 £	2020 £
Within one year	136,407	142,203
Between two and five years	407,332	4,403
In over five years	498,750	-
	<u>1,042,489</u>	<u>146,606</u>

23 Related party transactions

Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Charges paid		Income received	
	2021 £	2020 £	2021 £	2020 £
Fellow group entities (not covered by below exemption)	<u>341,240</u>	<u>421,157</u>	<u>-</u>	<u>82,878</u>

The following amounts were outstanding at the reporting end date:

	2021 £	2020 £
Amounts due to related parties		
Fellow group entities (not covered by below exemption)	<u>650,054</u>	<u>259,893</u>

The following amounts were outstanding at the reporting end date:

	2021 £	2020 £
Amounts due from related parties		
Fellow group entities (not covered by below exemption)	<u>323,041</u>	<u>52,666</u>

Other information

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", not to disclose related party transactions with wholly owned subsidiaries within the group.

ABGI-UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

24 Ultimate controlling party

The company's immediate parent undertaking is Visiativ Conseil. The ultimate parent undertaking and smallest group for which consolidated financial statements are drawn up is Visiativ S.A, who owns 78% of the ordinary share capital of Visiativ Conseil.

Copies of the group consolidated accounts are available to the public and may be obtained from Visiativ S.A, 26 Rue Benoit Bennier, 69260 Charbonnieres-les-Bains, France.

25 Cash generated from operations

	2021	2020
	£	£
Profit for the year after tax	1,686,113	970,464
Adjustments for:		
Taxation charged	309,177	213,162
Finance costs	53,749	41,848
Investment income	(445,000)	-
(Gain)/loss on disposal of tangible fixed assets	(150)	85
Depreciation and impairment of tangible fixed assets	31,561	23,031
Movements in working capital:		
(Increase)/decrease in debtors	(717,697)	87,006
Increase in creditors	293,850	229,351
Cash generated from operations	<u>1,211,603</u>	<u>1,564,947</u>

26 Analysis of changes in net debt

	1 January 2021	Cash flows	31 December 2021
	£	£	£
Cash at bank and in hand	987,355	(463,794)	523,561
Borrowings excluding overdrafts	(1,516,667)	328,684	(1,187,983)
	<u>(529,312)</u>	<u>(135,110)</u>	<u>(664,422)</u>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.