Registered number: 00607039

## **TILNEY FINANCIAL PLANNING LIMITED**

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021





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## **COMPANY INFORMATION**

**Directors** 

A Baddeley

E Chambers

D Cobb

P Deming

C Grigg

K Jones

F McNabb

P Muelder C Pell

C Stent

C Woodhouse

**Company secretary** 

G White

Registered number

00607039

Registered office

6 Chesterfield Gardens

London

W1J 5BQ

Independent auditor

Mazars LLP

Chartered Accountants and Statutory Auditor

Tower Bridge House

St Katharine's Way

London E1W 1DD

## **CONTENTS**

| •                                 |                 |
|-----------------------------------|-----------------|
|                                   | Page            |
| Strategic Report                  | 1 - 3           |
| Directors' Report                 | 4 - 6           |
| Independent Auditor's Report      | 7 - 10          |
| Statement of Comprehensive Income | 11              |
| Balance Sheet                     | 12              |
| Statement of Changes in Equity    | 13              |
| Notes to the Financial Statements | 1 <u>4</u> - 30 |

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

#### Introduction

The Directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

#### **Business review**

Tilney Financial Planning Limited (the "Company") is a wholly owned subsidiary of Towry Finance Company Limited, which is a subsidiary of Tilney Smith & Williamson Limited, the parent company for which consolidated accounts are prepared (the "Group").

The Company's principal activity is the provision of financial advice with the services offered including wealth management and holistic financial planning.

The Company is authorised and regulated by the Financial Conduct Authority in the UK.

Turnover for the year increased by 7.5% to £48,679,000 (2020 - £45,264,000), primarily driven by higher financial planning fees, increase in trail commissions and the market improving post COVID 19.

Operating profit for the year decreased slightly to £9,016,000 (2020 - £9,030,000) while operating profit margin, being operating profit as a percentage of turnover, was 18.5% (2020 - 19.9%).

#### Principal risks and uncertainties

The Tilney Smith & Williamson Limited group has made significant investment in its risk management and compliance capabilities to help embed the risk management framework. This framework is underpinned by policies, procedures and reporting, all of which will continue to evolve with the needs of the Group as it seeks to deliver its strategic objectives.

The Company is exposed to financial risk through the financial assets and liabilities that it has. The main areas of financial risk for the Company are:

- Market risk, being the risk that movements in financial markets will adversely impact income generated by the Company:
- Credit risk, being the risk that a counterparty will be unable to pay amounts in full when they fall due;
- Liquidity risk, being the risk that the Company cannot settle amounts as they become due;
- Regulatory risk, being the risk that changes in laws or regulations will materially impact an industry or business; and
- Competition and reputational risk, being the risk that the Company fails to meet the expectations of its stakeholders resulting in loss of clients.

These areas are considered further below.

#### Market risk

Most of the Company's revenues are linked to the values of clients' investments so market risk resulting in a decrease in investment values will cause a reduction in revenue. Investment decisions are made by experienced asset managers within an asset allocation framework that is controlled and monitored by a specialist research department. In addition, management and the Directors are provided with regular reporting of changes in asset values that are benchmarked against a range of indices and competitors. To mitigate this risk, the various economic scenarios are regularly analysed to model the impact of economic downturns on the Company's financial position.

# STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### Credit risk

Credit risk represents the loss which the Company would incur if a customer or counterparty failed to perform its contractual obligations. This risk is well diversified so the Company has no significant exposure to credit risk. At the balance sheet date there were no significant concentrations of credit risk external to the Company. The exposure to credit risk is monitored on an ongoing basis. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

## Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses a mixture of long-term and short-term debt finance. The Company's cash flow needs are assessed on an ongoing basis to ensure liabilities can be met as they fall due.

#### Regulatory risk

The Company is subject to the extensive regulation applicable to financial services businesses. Changes in regulation could require additional capital to be raised or reduce profitability. Failure to comply with regulatory requirements could result in fines or other enforcement action. The Company monitors regulatory changes, assesses the impact any changes may have on the business and plans to ensure there is sufficient resource to implement those changes.

## Competition and reputational risk

The Company operates in a competitive market and there is a risk that existing clients will leave or that the Company fails to gain new clients due to poor service, failure to respond to changes in the marketplace and the loss of reputation consequent on these failings or due to inadequate investment in distribution or the loss of key individuals. These risks are managed by the Company's continued investment in its people, a strong awareness of developments in its marketplace and ongoing enhancements to the services it offers.

## Financial key performance indicators

Key performance indicators are discussed in the business review section of this report. Also, the Company is required to maintain sufficient regulatory capital resources to meet capital requirements with a satisfactory buffer being held. Performance against this key performance indicator is formally monitored on a monthly basis, with capital being maintained above minimum levels throughout the year.

Further information on key performance indicators can be found in the Tilney Smith & Williamson Limited group's Annual Report and Financial Statements on pages 18 to 19, which does not form part of this report.

## Corporate responsibility and environmental policy

The corporate responsibility and environmental policy applicable to the Company is set out in the Tilney Smith & Williamson Limited group's Annual Report and Financial Statements.

## Section 172 statement

The Directors of the Company consider that they have responsibly and appropriately discharged their duties under the Companies Act 2006 (the "Act"), including their duty to act in the way that they consider, in good faith, will be most likely to promote the success of the Company for the benefit of its members as a whole, having due regard in doing so for the matters set out in section 172 (1) (a) to (f) in the Act ("s172").

The Company is a subsidiary entity within a group of companies and therefore recognises its immediate parent company Towry Finance Company Limited as its shareholder. The Company's top UK parent is Tilney Smith & Williamson Limited and the Company is consequently part of the Tilney Smith & Williamson Limited group of

# STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

companies (the "Group") a leading wealth manager in the UK. The Company together with other group subsidiaries holds its board meetings concurrently with that of the Group Board ("Group Boards").

The Board of Tilney Smith & Williamson Limited (the "Group Board") and its Committees have overarching decision making authority for the Group on a number of reserved matters. These include setting the Group's strategy and values, as well as reviewing and approving the Group's budget, long term financial plans, operating plans, policies and management structures, amongst others. Responsibility for executing the Group Board's decisions and strategic direction as part of the day-to-day management of the Group resides with the Group's Chief Executive Officer and Group Executive Committee.

In having regard to the matters in s172, the Directors of the Company give due care and consideration to discharging their duties and adopt and adhere to the Group's internal governance framework as summarised above. Specifically, the Directors of the Company have considered the likely consequences of decisions in the long term on its stakeholders, and the need to maintain a reputation for high standards of business conduct by ensuring that the Group's strategy, policies and minimum standards are adopted and supported by the Company.

The Company's principal activity is to give financial planning advice to clients, and therefore the Directors consider the needs of the Group and clients in its decision-making as its direct stakeholders. Furthermore, as the Company relies on the resources of the Group, including its employees, suppliers and other business relationships, the Directors also consider the needs of these indirect stakeholders, and any consequent impacts on them, by adopting and supporting the Group Board's decisions where these stakeholders were directly considered.

For a comprehensive overview of how s172 considerations are handled within the Group, please refer to the Group Board's s172 statement, which can be found on pages 34 to 36 of the Group's Annual Report and Financial Statements 2021, an extract of which is published on its website.

This report was approved by the Board and signed on its behalf.

A Baddeley Director

Date: 14 April 2022

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

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

The principal activity of the Company is set out in the Strategic Report. The information that fulfils the Companies Act requirements of the business review is included in the Strategic Report. Details of the principal risks and uncertainties are included in the Strategic Report.

#### **Directors**

The Directors who served during the year, except where noted, were:

- A Baddeley
- E Chambers
- D Cobb
- P Deming
- C Grigg (appointed 2 August 2021)
- K Jones
- F McNabb (appointed 15 January 2021)
- P Muelder
- C Pell
- W Samuel (resigned 18 February 2022)
- C Stent
- K Stopps (resigned 1 October 2021)
- C Woodhouse

## Indemnity

The Directors have been covered by third party liability insurance throughout the year and the policy of insurance remains in force.

## Results and dividends

The profit for the year, after taxation, amounted to £8,543,000 (2020 - £7,174,000).

During the year, the Company paid dividends of £nil (2020 - £7,000,000). The Directors do not recommend payment of a final dividend.

#### Going concern

The Directors are required to satisfy themselves that it is reasonable to presume that the Company is a going concern. After reviewing the Company's performance projections for the period of at least 12 months from the date of issue of the financial statements, the Directors are satisfied that, in taking account of a range of stress tests which are deemed to be severe but plausible, the Company has adequate access to resources to enable the Company to meet its obligations and continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Independent auditor

Under s487(2) of the Companies Act 2006, Mazars LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### Post balance sheet events

There have been no material post balance sheet events requiring disclosure prior to the date of signing this report.

#### **Future outlook**

The Directors have reviewed the business and consider the performance of the Company to be in line with expectations for the year. The Directors consider that the Company's position at the end of the period is consistent with the size and complexity of the business. The Directors are cautiously optimistic that the current levels of performance will be maintained in the medium-term.

## **Company secretary**

On 1 September 2021, G White was appointed as Company Secretary to replace D Saunders who resigned as Company Secretary on the same day.

## Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, 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 101 'Reduced Disclosure Framework'. 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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 are responsible for the maintenance and integrity of the corporate and financial information. Legislation in the United Kingdom, governing the preparation and dissemination of financial statements, may differ from legislation in other jurisdictions.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### Disclosure of information to the auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.

G White Secretary

Date: 14 April 2022

6 Chesterfield Gardens London

London W1J 5BQ

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TILNEY FINANCIAL PLANNING LIMITED

#### Opinion

We have audited the financial statements of Tilney Financial Planning 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 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 101 "Reduced Disclosure Framework" (United KingdomGenerally 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 Director's 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TILNEY FINANCIAL PLANNING LIMITED

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 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 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 or 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 Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 Directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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.

#### Audtor'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 the financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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.

Based on our understanding of the Company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: breaches of financial crime laws and regulations, regulatory compliance, and anti-money laundering regulation.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TILNEY FINANCIAL PLANNING LIMITED

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Discussing with the Directors and Management their policies and procedures regarding compliance with laws and regulations;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit;
- Considering the risk of acts by the Company, which were contrary to applicable laws and regulations, including fraud;
- Review of the compliance register, correspondence with regulators, including the legal regulator, the Financial Conduct Authority, and licensing authorities such as compliance with ICAEW requirements;
- Review reporting to the Group Risk and Audit Committee in respect of regulatory, compliance and legal matters;
- Review of internal audit reports, with particular focus on those with potential implications for the financial statements:
- Results of our enquiries of Management, Internal Audit and the Group Risk and Audit Committee about their
  own identification and assessment of the risks of irregularities, and whether they had knowledge of any
  actual, suspected or alleged fraud; and
- Challenging assumptions and judgements made by Management in its significant accounting estimates, in relation to the carrying amounts of assets and liabilities that are not readily apparent from other sources.

We also considered those laws and regulations that have a direct impact on the preparation of the financial statements, such as FRS 101 "Reduced Disclosure Framework" and the Companies Act 2006.

In addition, we evaluated the Directors' and Management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias in significant accounting estimates, in particular those involving fair values and impairment, and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the Directors and Management on whether they had knowledge of any actual, suspected, or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team involving relevant internal specialists, such as accounting, Tax and IT, regarding the risk of fraud, particularly how, why and where fraud might occur in the financial statements; and
- Addressing the risks of fraud through management override of controls by identifying and testing journal entries with particular risk characteristics.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with Management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at . This description forms part of our auditor's report.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TILNEY FINANCIAL PLANNING LIMITED

#### Use of the audit report

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

Andrew Heffron
Andrew Heffron (Apr 21, 2022 17:40 GMT+1)

Andrew Heffron (Senior Statutory Auditor) for and behalf of Mazars LLP Chartered Accountants and Statutory Auditor London

Date: 21 April 2022

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# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

|  |              | •            | <del></del>  |
|--|--------------|--------------|--------------|
|  | Note         | 2021<br>£000 | 2020<br>£000 |
| Turnover                               | 4            | 48,679       | 45,264       |
| Administrative expenses                |              | (39,663)     | (36,234)     |
| Operating profit                       | 5            | 9,016        | .9,030       |
| Interest receivable and similar income | 9            | -            | 2            |
| Interest payable and similar expenses  | 10           | (26)         | (131)        |
| Profit before tax                      | <del>-</del> | 8,990        | 8,901        |
| Taxation                               | 11           | (447)        | (1,727)      |
| Profit for the financial year          |              | 8,543        | 7,174        |
|  | =            |              |              |

The Company has no other comprehensive income or loss items other than the profit for the current year and the profit for the prior year.

The notes on pages 14 to 30 form part of these financial statements.

# TILNEY FINANCIAL PLANNING LIMITED REGISTERED NUMBER: 00607039

## BALANCE SHEET AS AT 31 DECEMBER 2021

|  | Note     | 2021<br>£000 | 2020<br>£000 |
|--|----------|--------------|--------------|
| Fixed assets                                   |          |              |              |
| Intangible assets                              | 13       | 37,170       | 33,432       |
| •  | _        | 37,170       | 33,432       |
| Current assets                                 |          | •            |              |
| Debtors: Amounts falling due within one year   | 15       | 11,043       | 43,859       |
| Cash and cash equivalents                      | 16       | 13,225       | 5,183        |
|  | _        | 24,268       | 49,042       |
| Creditors: Amounts falling due within one year | 17       | (3,866)      | (34,595)     |
| Net current assets                             | _        | 20,402       | 14,447       |
| Total assets less current liabilities          |          | 57,572       | 47,879       |
| Provisions for liabilities                     |          |              |              |
| Deferred tax liabilities                       | 18       | (1,407)      | (257)        |
| Other provisions                               | 19       | (30)         | (30)         |
|  | <u>-</u> | (1,437)      | (287)        |
| Net assets                                     | <u>-</u> | 56,135       | 47,592       |
| Capital and reserves                           | _        |              |              |
| Called up share capital                        | 20       | 37,000       | 37,000       |
| Capital redemption reserve                     |          | 45           | 45           |
| Profit and loss account                        |          | 19,090       | 10,547       |
| Total equity                                   |          | 56,135       | 47,592       |

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 14 April 2022.

A Baddeley Director

The notes on pages 14 to 30 form part of these financial statements.

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

|  | Called up<br>share capital<br>£000 | Capital<br>redemption<br>reserve<br>£000 | Profit and loss account £000          | Total equity<br>£000 |
|--|------------------------------------|--|---------------------------------------|----------------------|
| At 1 January 2020                            | 37,000                             | 45                                       | 10,373                                | 47,418               |
| Comprehensive income for the financial year  |                                    |  |                                       | r                    |
| Profit for the financial year                | -                                  | -  | 7,174                                 | 7,174                |
| Total comprehensive income for the financial | <del>.</del>                       |  | · · · · · · · · · · · · · · · · · · · | ·                    |
| year   |                                    | •  | 7,174                                 | 7,174                |
| Dividends paid                               |                                    |  | (7,000)                               | (7,000)              |
| At 31 December 2020                          | 37,000                             | 45                                       | 10,547                                | 47,592               |
| Comprehensive income for the financial year  |                                    |  |                                       |                      |
| Profit for the financial year                | -                                  | • -                                      | 8,543                                 | 8,543                |
| Total comprehensive income for the financial |                                    |  |                                       |                      |
| year   | -                                  | -  | 8,543                                 | 8,543                |
| At 31 December 2021                          | 37,000                             | 45                                       | 19,090                                | 56,135               |

The notes on pages 14 to 30 form part of these financial statements.

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

#### 1. General information

Tilney Financial Planning Limited (the "Company") is a company incorporated and domiciled in the United Kingdom under the Companies Act 2006. The registered number 00607039 and the registered office address is 6 Chesterfield Gardens, London, W1J 5BQ.

## 2. Accounting policies

## 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

## 2.2 Financial reporting standard reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions
  entered into between two or more members of a group, provided that any subsidiary which is a
  party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36
   Impairment of Assets.

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

#### 2. Accounting policies (continued)

#### 2.3 Going concern

The Directors are required to satisfy themselves that it is reasonable to presume that the Company is a going concern. After reviewing the Company's performance projections for the period of at least 12 months from the date of issue of the financial statements, the Directors are satisfied that, in taking account of a range of stress tests which are deemed to be severe but plausible, the Company has adequate access to resources to enable the Company to meet its obligations and continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

## Financial planning fees

Financial planning fees are recognised on a continuous basis over the period in which the related services are provided. The fair value of fees received or receivable is measured based on the contracted rates by client, the current market position and the client's funds under management.

Fees in respect of contingent fee assignments are only recognised to the extent that the contingent events have occurred.

Any commissions and distribution fees payable to third parties are presented as cost of sales.

#### 2.5 Interest income

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

## 2.6 Finance cost

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

## 2.7 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred and are determined using the effective interest rate.

## 2.8 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

#### 2. Accounting policies (continued)

#### 2.8 Current and deferred taxation (continued)

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset deferred tax assets against deferred tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.9 Intangible assets

## Goodwill

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued.

When a business combination agreement provides for an adjustment to the cost of the combination which is contingent on future events, the Company includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably. Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Goodwill is capitalised as an intangible asset and is not amortised. The cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the units may be impaired. If the recoverable amount of a 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. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

## 2. Accounting policies (continued)

## 2.9 Intangible assets (continued)

### Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Certain earn-out agreements that have been entered into include payments that relate to the level of assets under management brought into the Group through new client contracts. These arrangements are typically used where an individual or small team of investment managers is recruited: these individuals or teams are not considered to be a business as defined under IFRS 3, and hence recruitment of this kind is not accounted for as a business combination. As it is anticipated that the revenue generated from the assets transferred to the Group through these new contracts will be greater than the earn-out payments made, these payments have been capitalised as incremental costs of obtaining client contracts under IFRS 15, and are included within customer lists. These assets are amortised over the period for which future economic benefits are expected to be received.

The estimated useful lives range as follows:

**Customer lists** 

12-20 years

#### 2.10 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

## 2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

## 2.12 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

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

## 2. Accounting policies (continued)

#### 2.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

#### 2.14 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

## **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

#### Impairment of financial assets

The Company always recognises lifetime expected credit losses (ECL) for trade receivables and amounts due on contracts with customers. The ECL on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

#### Financial liabilities

## At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

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

## 2. Accounting policies (continued)

#### 2.15 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

### 2.16 Share capital

The Company has two classes of shares, ordinary shares and preference shares. Ordinary shares are classified as equity. Holders of preference shares have no redemption rights nor are they entitled to any return of income or capital except in a winding up and therefore these shares are classified as equity.

## 3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. In making these estimates and judgements, the impact of COVID 19 has been considered and, where appropriate, additional disclosures have been made.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimates that the Directors have made in the process of applying the Company's accounting policies. The judgements, apart from those involving estimation, are those that have the most significant effect on the amounts recognised in financial statements. The estimates are the assumptions made about the future, and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### **Accounting judgements**

Capitalised costs of obtaining client contracts

The Company has treated certain amounts due under earn-out arrangements as the incremental costs of obtaining client contracts and recognised these as intangible assets under IFRS 15. In identifying whether costs should be capitalised, management judgement has been applied in determining which costs are incremental as opposed to being remuneration for ongoing services, in assessing the level of future economic benefit that will be generated from these client contracts, and in assessing the appropriate useful economic life over which to amortise these assets. To the extent that payments are judged to be incremental and recoverable through future revenues generated, they are capitalised as client relationship intangibles (note 13).

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

### 3. Critical accounting judgements and key sources of estimation uncertainty (continued)

#### **Accounting estimates**

Intangible assets acquired separately

Intangibles have arisen in relation to the Company's acquisitions of businesses and are represented by the difference between the consideration paid and the identifiable assets acquired and liabilities assumed. The value attributed to the customer lists and brand affects the amount of goodwill recognised. This value together with the assessment of useful economic lives of these intangible assets determines the future amortisation charges. The assessment of the useful economic life of customer relationships reflects a number of factors, including the Company's previous experience of client attrition in relation to acquired businesses, typical lengths of client relationships for both existing clients of the Company and for the acquired clients, as well as any specific factors known at the point of acquisition. This allows an initial estimate of the useful economic life to be made, based on the expected average life of client relationships for the acquired clients, which will then be reviewed in following periods to consider whether any adjustment is required.

The valuation of the customer lists and brand intangible assets gives rise to estimation uncertainty. Certain assumptions regarding the amount, timing and discounting of future cash flows have been adopted in order to determine these fair values.

The Company is required to assess annually, or more often if there is an indication of impairment, the carrying value of intangibles. It does this by assessing the future cash flows generated by the business units to which the intangibles have been allocated and by discounting those cash flows to assess whether the discounted value is higher or lower than the carrying value of the related intangibles. Management judgement is applied in assessing future cash flows and in determining discount rates.

### Accrued income

Accrued income and work billed are recognised as income when there is a right to consideration and the outcome can be estimated reliably. This methodology is subject to significant estimation uncertainty due to the subjective nature of assessing both the stage of completion and recoverability of accrued income and different estimations could materially affect the reported value of accrued income. The review of the stage of completion and recoverability of accrued income is undertaken by the relevant Director on a client by client basis.

To minimise the estimation uncertainty risk, a detailed year end review is undertaken at portfolio level to ensure consistency with company policy. The amount of accrued income at the balance sheet date was £3,349,000 (2020 - £3,151,000).

## 4. Turnover

An analysis of turnover by class of business is as follows:

|                    | 2021<br>£000 | 2020<br>£000 |
|--------------------|--------------|--------------|
| Financial planning | 48,679       | 45,264       |

All turnover arose within the United Kingdom.

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

## 5. Operating profit

Operating profit for the year has been arrived at after charging/(crediting):

Fees payable to the Company's auditor and its associates for the audit of

the Company's annual financial statements

|   | 2021<br>£000 | 2020<br>£000 |
|---|--------------|--------------|
| Amortisation of intangible assets (see note 13) | 2,373        | 2,320        |
| Auditor's remuneration (see note 6)             | 24           | 24           |
| Release of surplus provision                    | (88)         | <u> </u>     |
|   |              |              |
| Auditor's remuneration                          | · · · ·      |              |

Audit fees were paid and borne by TS&W Services Limited, another company within the Group.

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the group accounts of the parent company.

## 7. Staff costs

6.

Staff costs were paid and borne by TS&W Services Limited. TS&W Services Limited allocated a portion of its salary and administrative costs to the Company based upon the proportion of revenue generated by the Company and the other operating subsidiaries within the Group.

24

24

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

| 8.  | Directors' remuneration   |                  |              |
|-----|---|------------------|--------------|
|     |   | 2021<br>£000     | 2020<br>£000 |
|     | Salaries and other emoluments   | 4,264            | 1,774        |
|     | Pension scheme contributions  | •                | -            |
|     |   | 4,264            | 1,774        |
|     |   | 2021<br>£000     | 2020<br>£000 |
|     | The highest paid Director received the following remuneration:  |                  |              |
|     | Salaries and other emoluments   | 1,286            | 873          |
|     | Pension scheme contributions  | -                | -            |
|     | -<br>-  | 1,286            | 873          |
|     | Total emoluments include fees paid to Non-Executive Directors. Certain Expirectors of other group companies. It is not practicable to allocate their total services as executives to this company or other Group companies, and no attempted. | remuneration bet | ween their   |
| 9.  | Interest receivable and similar income  |                  |              |
|     |   | 2021<br>£000     | 2020<br>£000 |
|     | Other interest receivable   | <u>-</u>         | 2            |
| 10. | Interest payable and similar expenses   |                  |              |
| ·   |   | 2021<br>£000     | 2020<br>£000 |

Other interest payable

131

26

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

| 44 | Toyotion |  |
|----|----------|--|

|  | 2021    | 2020  |
|--|---------|-------|
| Corporation tax                            | £000    | £000  |
|  |         |       |
| Current tax on profits for the year        | 1,854   | 1,852 |
| Adjustments in respect of previous periods | (1,621) | . 228 |
| Total current tax                          | 233     | 2,080 |
| Deferred tax                               |         |       |
| Deferred tax charge / (credit)             | 151     | (372) |
| Adjustment to prior year                   | (25)    | (71)  |
| Effect of changes in tax rates             | 88      | 90    |
| Total deferred tax                         | 214     | (353) |
| Taxation on profit on ordinary activities  | 447     | 1,727 |
| ·  |         |       |

## Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

|   | 2021<br>£000 | 2020<br>£000 |
|---|--------------|--------------|
| Profit on ordinary activities before tax  | 8,990        | 8,901        |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)  Effects of: | 1,708        | 1,691        |
| Effects of other tax rates  | 88           | 90           |
| Adjustments to tax charge in respect of prior periods   | (1,646)      | . 158        |
| Amounts not recognised  | -            | (212)        |
| Expenses not deductible   | 297          | -            |
| Total tax charge for the year   | 447          | 1,727        |

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

## 11. Taxation (continued)

## Factors that may affect future tax charges

Corporation tax is calculated at 19% (2020 - 19%) of the estimated taxable profit for the year for UK tax-resident entities, and at the applicable local tax rate for entities tax-resident in other jurisdictions.

On 3 March 2021, the Chancellor of the Exchequer announced in the Budget that the main rate of UK Corporation Tax for large companies will rise from 19% to 25% with effect from 1 April 2023. This announcement impacts the rate at which deferred tax balances reversing on or after that date are recognised in the financial statements. The rate change was legislated for in the Finance Act 2021 which was substantively enacted on 24 May 2021.

## 12. Dividends

|   | 2021<br>£000 | 2020<br>£000 |
|---|--------------|--------------|
| Amounts recognised as dividends to equity holders in the year |              | 7,000        |

The Directors do not recommend the payment of a final dividend (2020 - £nil).

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

## 13. Intangible assets

|                                     | Customer<br>relation-<br>ships<br>£000         | Goodwill<br>£000 | Total<br>£000 |
|-------------------------------------|--|------------------|---------------|
| Cost                                |  |                  |               |
| At 1 January 2021                   | 45,824   | 1,765            | 47,589        |
| Additions - external                | 4,452  | 1,659            | 6,111         |
| At 31 December 2021                 | 50,276   | 3,424            | 53,700        |
| Amortisation                        |  |                  |               |
| At 1 January 2021                   | 14,157   | <b>-</b> .       | 14,157        |
| Charge for the year on owned assets | 2,373  | •<br>•           | 2,373         |
| At 31 December 2021                 | 16,530   |                  | 16,530        |
| Net book value                      |  |                  |               |
|                                     |  | i                |               |
| At 31 December 2021                 | 33,746<br>==================================== | 3,424            | 37,170        |
| At 31 December 2020                 | 31,667   | 1,765            | 33,432        |
|                                     |  |                  |               |

Additions to goodwill during the year are in respect of the acquisitions of Explore Wealth Management Limited and F P Solutions (note 14).

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

#### 14. Business combinations

## **Expore Wealth Management Limited**

On 26 October 2021, the Company acquired certain assets and liabilities of Explore Wealth Management Limited, a Northumberland-based independent financial adviser with assets under advice of approximately £67 million.

The total consideration for the acquisition was £2,976,000. Initial cash consideration of £1,412,000 was paid on completion, and the transaction also includes contingent deferred consideration that is payable in cash and is dependent on the level of recurring revenue transferring to the Company.

The provisional fair value of net assets acquired in the transaction, and the goodwill arising, are as follows:

|  | 2021<br>£000   |
|--|----------------|
| Intangible assets acquired   | 2,303          |
| Trade and other payables   | (50)           |
| Total identifiable net assets acquired                                   | 2,253          |
| Total consideration satisfied by cash (including deferred consideration) | 2,976          |
| Less: net assets acquired  Deferred tax liability                        | (2,253)<br>613 |
| Goodwill on acquisition  | 1,336          |
| Cash   | 1,412          |
| Deferred consideration payable in cash                                   | 1,564          |
| Total consideration  | 2,976          |
| Net cash outflow arising on acquisition                                  |                |
| Initial consideration paid in cash                                       | 1,412          |
| Less: cash and cash equivalent balances acquired                         | -              |
|  | 1,412          |

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

#### 14. Business combinations (continued)

The goodwill recognised on this transaction relates to the workforce acquired and the expected synergies from integrating the business into the existing operations of the Company.

The business acquired from Explore Wealth Management Limited did not have a material impact on the performance of the Company in the period between the date of acquisition and the balance sheet date. No changes to the amounts recognised in relation to contingent consideration payable or the range of potential outcome have arisen in the period since the acquisition. The key input in assessing the contingent consideration payable is the proportion of Explore Wealth Management Limited clients that transfer to the Company.

If the acquisition had been completed on 1 January 2021, total operating income for the year would have been £800,000 higher and the profit after tax would have been £400,000 higher.

#### **F P Solutions**

On 22 December 2021, the Company acquired certain assets of F P Solutions, an Essex-based independent financial adviser with assets under advice of approximately £44 million. The total consideration for the acquisition was £1,200,000 with no tangible net assets acquired. Initial cash consideration of £600,000 was paid on completion, and the transaction also includes contingent deferred consideration that is payable in cash and is dependent on the level of recurring revenue transferring to the Company.

### 15. Debtors: Amounts falling due within one year

|     |   | 2021         | 2020         |
|-----|---|--------------|--------------|
|     |   | £000         | £000         |
|     | Receivables from contracts with customers | 1,411        | 918          |
|     | Amounts owed by group undertakings        | 6,283        | 39,790       |
|     | Prepayments and accrued income            | 3,349        | 3,151        |
| •   |   | 11,043       | 43,859       |
|     |   |              |              |
|     |   |              | •            |
| 16. | Cash and cash equivalents                 |              |              |
|     |   | 2021<br>£000 | 2020<br>£000 |
|     | Cash at bank and short term deposits      | 13,225       | 5,183        |
|     |   |              |              |

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

| 17. | Creditors: Amounts falling due within one year |              |              |
|-----|--|--------------|--------------|
|     |  | 2021<br>£000 | 2020<br>£000 |
|     | Amounts owed to group undertakings             | · •          | 32,864       |
|     | Other taxation and social security             | 821          | -            |
|     | Other creditors                                | 3,045        | 1,731        |
|     |  | 3,866        | 34,595       |

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

## 18. Deferred tax liabilities

|  |  | 2021         |
|--|--|--------------|
|  |  | £000         |
| At 1 January   |  | (257)        |
| Charged to profit or loss                                  |  | (214)        |
| Charge to asset  |  | (936)        |
| At 31 December   |  | (1,407)      |
| The provision for deferred taxation is made up as follows: |  |              |
|  | 2021<br>£000                           | 2020<br>£000 |
| Decelerated capital allowances                             | 10                                     | 10           |
| Tax losses carried forward                                 | 1,286                                  | 1,286        |
| Intangibles  | (2,813)                                | (1,639)      |
| General provision  | 110                                    | 86           |
|  | (1,407)                                | (257)        |
|  | . ———————————————————————————————————— |              |

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

## 19. Other provisions

|                     | Commission<br>clawback<br>£000 |
|---------------------|--------------------------------|
| At 1 January 2021   | 30                             |
| At 31 December 2021 | 30                             |

The commission clawback provision relates to the potential clawback of commissions on business sold on indemnity terms, and is based on projected lapse rates using past experience.

## 20. Called up share capital

|  | 2021   | 2020   |
|--|--------|--------|
| •  | £000   | £000   |
| Authorised, allotted, called up and fully paid                 |        |        |
| 2,000 (2020 - 2,000) Preference shares of £1.00 each           | 2      | 2      |
| 27,001,600 (2020 - 27,001,600) Ordinary shares of £1.00 each   | 27,002 | 27,002 |
| 9,996,400 (2020 - 9,996,400) 'A' Ordinary shares of £1.00 each | 9,996  | 9,996  |
| •  |        |        |
|  | 37,000 | 37,000 |
|  |        |        |

## 21. Related party transactions

The Company has taken advantage of the exemption in FRS 101 "Reduced Disclosures Framework" from the requirement to disclose transactions with group companies on the grounds that it is 100% owned by Tilney Smith & Williamson Limited.

## 22. Post balance sheet events

There have been no material post balance sheet events requiring disclosure prior to the date of signing this report.

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

## 23. Controlling party

As at 31 December 2021, the Company's immediate parent undertaking is Towry Finance Company Limited, a company incorporated in the United Kingdom.

The Directors consider the ultimate parent company and ultimate controlling party to be Platinum L.P. Guernsey Limited, a company incorporated in Guernsey.

Symmetry Topco Guernsey Limited is the parent undertaking of the largest group for which consolidated financial statements are prepared.

Tilney Smith & Williamson Limited is the parent undertaking of the smallest group for which consolidated financial statements are prepared. The registered address for Tilney Smith & Williamson Limited is 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ. Copies of the group accounts of that company are available from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.