

Registered number: 03944511

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CHARLES RIVER DEVELOPMENT LIMITED

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ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



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**CHARLES RIVER DEVELOPMENT LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	Spiros Giannaros Christopher Russo Caroline O'Shaughnessy (appointed 14th January 2022) John Plansky (resigned 14th January 2022)
<b>Company secretary</b>	Not required for Charles River Development Limited
<b>Registered number</b>	03944511
<b>Registered office</b>	20 Churchill Place London Canary Wharf United Kingdom E14 5HJ
<b>Independent Auditor</b>	Ernst & Young, LLP 25 Churchill Place London United Kingdom E14 5EY
<b>Banker</b>	Bank of America 26 Elmfield Road Bromley Kent BR11WA  CitiBank 1 North Wall Quay Dublin 1

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**CHARLES RIVER DEVELOPMENT LIMITED**

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## CHARLES RIVER DEVELOPMENT LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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The Directors present their Strategic Report for Charles River Development Limited (the "Company") for the year ended 31 December 2022. The company is a wholly owned subsidiary of Charles River International Holdings Ltd. (the "Parent").

#### Business Review

The Company's key financial and other performance indicators during the year were as follows:

	2022	2021	Change in %
Turnover	44,678,821	29,616,905	51%
Operating (loss)/profit	3,781,488	(326,699)	1257%
Profitability*	8%	(1%)	9%
Shareholder funds	14,546,459	12,464,859	17%
Average number of employees	125	109	15%

\*Profitability is operating profit as a percentage of turnover

In 2022 the Company's turnover increased due to growth in implementation consulting fees for major clients. To manage the increased business there was an increase in headcount and contractor numbers resulting in higher administration expenses. Shareholder funds increased due to profit for financial year of £ 3,860,010 (2021 Loss: £ (8,014)).

#### Future Developments

Looking ahead, the Directors continue to take a conservative view on the market and overall demand. However, with the Company's continued focus on financial strength, innovation and risk management the Company remains favourably positioned to continue profitably.

#### Principal risks and uncertainties

The Company's activities expose it to a number of risks: market risk, liquidity risk, operational risk, regulatory risk, reputational risk and political risk. The Directors review and approve policies for managing each of these risks. A summary of Management's assessment of these risks can be found below. Please note that the Company's policies are modified from time to time where appropriate.

#### Market risk

Market risk encompasses two types of risk - currency risk and credit risk.

#### Currency risk

The Company is exposed to translation and transaction foreign exchange risk. This risk is mitigated, where possible, by undertaking transactions with overseas customers and suppliers in sterling.

#### Credit risk

The Company's principal financial assets are cash and trade debtors. The credit risk associated with cash balances is managed by the Company monitoring the financial position of the counterparties involved. In order to manage credit risk arising from trade debtors the director sets limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the senior manager on a regular basis in conjunction with debt ageing and collection history.

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## CHARLES RIVER DEVELOPMENT LIMITED

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

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#### **Liquidity Risk**

As part of the management of liquidity risk arising from financial liabilities, the Company's policy is to consistently maintain sufficient cash reserves to meet liquidity requirements.

The Company has reviewed debtor balances at 31 December 2022 and provided for balances where the risk of non-recovery is considered to be significant. The controller monitors the performance of counter-parties and addresses problems with customers where the risk of non-performance of contractual obligations is considered to be significant.

#### **Operational Risk**

The following operational risks arise from breakdowns in the key operational processes, human failure or from external events and systems.

*Operational Risk* is the risk of errors or omissions arising from inadequate or failed internal processes with the potential for financial or reputational harm. The Company addresses Operational Risk by identifying, collecting and analysing operational risk data; utilising the data to quantify its operational risk exposure and by implementing a comprehensive operational risk management and governance structure.

*Technology and Resiliency Risk* is defined as the inability to achieve strategic, financial, and operational objectives due to issues arising from the use, ownership, operation, involvement, influence and adoption of information technology. The risk is managed by establishing information technology policies, controls and operating procedures as well as implementing governance, monitoring and assurance functions.

*Core Compliance Risk* is defined as the failure to meet the regulatory and contractual obligations, fiduciary and other legal duties, policies and standards, corporate culture and standards of ethical business conduct that is expected by its clients, shareholders, regulators and other stakeholders. The Company seeks to minimize business risks arising from adverse changes in the competitive or regulatory environment, as well as, changes in the economics of its business activities and also seeks to minimise the failure or poor execution of strategic decisions that could lead to fiduciary and legal risks.

#### **Regulatory risk**

Changes in law or regulation, or the enforcement of law or regulation, may adversely affect our business activities or those of our clients, and the products or services that we sell, including, without limitation, additional or increased taxes or assessments thereon, and changes that expose us to risks related to our operating model and the adequacy and resiliency of our controls or compliance programs.

#### **Reputational risk**

Our name, reputation and the trust placed in us by existing and potential clients are key factors in our ability to retain existing business and win new business. Always acting in the best interests of our clients is central to everything that we do. To deliver on this, we ensure we have appropriate systems, controls and risk practices in place to manage our business in an efficient manner to the benefit of our clients.

#### **Political risk: Russia/Ukraine war**

In late February 2022, a large scale conflict began in Ukraine following its invasion by Russia. This has resulted in sanctions being imposed on Russia by various allies of Ukraine. These sanctions have resulted in no material impact to revenue to date and no material impact is expected.

The Directors continue to monitor the impact that the Russian-Ukraine conflict has on the Company and the economies in which the Company operates.

#### **Capital considerations**

The majority of the Company's assets represent cash held in interest bearing deposits. There is a strong liquidity and capital base in the Company, and it is sufficiently resourced to weather any arising economic crisis created by increased geopolitical risk.

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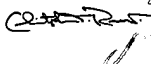
**CHARLES RIVER DEVELOPMENT LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

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**Christopher Russo**  
Director

Date: 25 September 2023

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## CHARLES RIVER DEVELOPMENT LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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The directors present their report and the financial statements for the year ended 31 December 2022. In accordance with section 414C (11) of the Companies Act 2006, the Directors have set out the "Review of the Business" and "Principal Risks and Uncertainties" within the Company's Strategic Report.

#### Principal activity

The Company is part of State Street Alpha Data Platform (ADP) that is a leader in front and middle-office investment management software and services solutions for buy-side firms in the institutional asset and fund management, private wealth, alternative investments, insurance, banking and pension markets. ADP provides an end-to-end solution to automate management functions across asset classes on a single platform. Delivered as a hosted service, the solution improves data quality and investment professional productivity, controls risk and lowers technology costs. The Company supports the ADP by maintaining offices devoting its full business time and efforts to promote and support the activities of the business unit. The Company performs this by actively soliciting and encouraging continued demand for Products by dealers, Customers, and end users, developing and coordinating a network of sales representatives for the Products and providing a competent and fully trained sales, account implementation and technical support organization.

#### Results and dividends

The Profit for the year, after taxation, amounted to £3,860,010 (2021 Loss: £(8,014))

Interim dividends of £1,778,410 (2021: £1,474,817) were paid during the year to the Parent. The directors recommend that no final dividend be paid (2021: nil).

#### Directors

The directors who served during the year were:

Spiros Giannaros

Christopher Russo

Caroline O'Shaughnessy (appointed 14th January 2022)

John Plansky (resigned 14th January 2022)

#### Going Concern

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, and its exposures to market, credit, liquidity, operational, regulatory, reputational and political risk are described in the Principal Risks and Uncertainties section of the Strategic Report. The Company has adequate financial resources and as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully in the future.

The Directors continue to monitor the impact that the rise in inflation rate and Russia/Ukraine conflict has on the Company and the economies in which it operates. Management have considered the impact of the current situation on the Company's operations, liquidity and capital position. The Directors have considered the going concern assessments along with the mitigating measures which the Company and the State Street Group have in place to maintain the Company's operational resilience and concluded that there are no material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Directors believe that the Company has adequate resources to continue in operational existence for the period to 31st December 2024, being a period over 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.

#### Future developments

The Directors' strategy is to continue to provide exemplary business, support to the existing clients within the entity and generate new business growth through clients contracted within the State Street Group. The Company's profitability will be maintained through the servicing of the existing clients and from the group transfer pricing policies.

#### Events since the balance sheet date

There have been no other events since the balance sheet date which necessitate disclosure or revision of the figures included in the financial statements.

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**CHARLES RIVER DEVELOPMENT LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Directors' indemnification**

There is power under the Articles of Association for the Company to indemnify each person who is a director, or secretary of the Company out of the assets of the Company against all costs, charges, losses and liabilities incurred by the director, or secretary, of the Company in the proper execution of their duties or the proper exercise of their powers, authorities and discretions.

The Company's ultimate parent, State Street Corporation, maintains external insurance in respect of claims brought by third parties against the Company's Directors and this insurance remains in force at the date of approving the Directors' report.

**Disclosure of information to auditor**

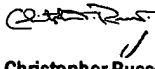
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware.

Having made enquiries of fellow directors and the Company's auditor, each Director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**Auditor**

The auditor, Ernst & Young, will be proposed for reappointment in accordance with section 487(2) of the Companies Act 2006.

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

  
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**Christopher Russo**  
Director

Date: 25 September 2023



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## CHARLES RIVER DEVELOPMENT LIMITED

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards including FRS102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors 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.

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## CHARLES RIVER DEVELOPMENT LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHARLES RIVER DEVELOPMENT LIMITED

#### Opinion

We have audited the financial statements of Charles River Development Limited (the 'Company') for the year ended 31 December 2022 which comprise the Statement of Profit or Loss, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 24, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2022 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 to 31 December 2024, being a period of over 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

#### 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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

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## CHARLES RIVER DEVELOPMENT LIMITED

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### Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or 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 or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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.

### *Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are the United Kingdom Generally Accepted Accounting Practice including FRS 102, the Companies Act 2006 and UK tax legislation.
- We understood how the Company is complying with those frameworks by making inquiries of management, those charged with governance, and those responsible for legal and compliance matters. We corroborated our inquiries through the review of minutes of the board of directors and other key management committees and gained an understanding of the Company's governance framework.

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## CHARLES RIVER DEVELOPMENT LIMITED

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- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by assuming revenue recognition to be a fraud risk. We considered the controls that the Company has established to address risks identified to prevent or detect fraud. We performed journal entry testing, with a focus on journals with higher-risk characteristics based on our understanding of the business.

- Based on the understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved inquiries of management and those charged with governance, and review of minutes of the board of directors. A further description of our responsibilities for the audit of the financial statements is located 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.

Designed by:

Ernst & Young LLP

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Jason Seymour-Cousens (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

25 September 2023

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**CHARLES RIVER DEVELOPMENT LIMITED**

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**STATEMENT OF PROFIT OR LOSS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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	Note	2022 £	2021 £
Turnover	4	44,678,821	29,616,905
Administrative expenses		(40,897,333)	(29,943,604)
<b>Operating profit/(loss)</b>		<b>3,781,488</b>	<b>(326,699)</b>
Interest receivable and similar income	5	800	-
<b>Profit/(loss) before tax</b>		<b>3,782,288</b>	<b>(326,699)</b>
Tax credit on profit	10	77,722	318,685
<b>Profit/(loss) after tax</b>		<b>3,860,010</b>	<b>(8,014)</b>

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of profit or loss. The Company does not have any other comprehensive income/(loss). The net profit for the year disclosed above represents the Company's total comprehensive income. All amounts are in respect of continuing activities.

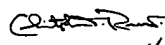
The accompanying notes are an integral part of the financial statements.

**CHARLES RIVER DEVELOPMENT LIMITED**

**STATEMENT OF FINANCIAL POSITION AS AT 31  
DECEMBER 2022**

	Note	2022 £	2021 £
<b>Non cash assets</b>			
Tangible assets	11	315,512	89,598
Deferred tax asset	17	285,134	565,708
		<u>600,646</u>	<u>655,306</u>
<b>Current assets</b>			
Debtors	12	14,724,048	13,363,523
Cash at bank and in hand	13	<u>10,259,505</u>	<u>5,449,344</u>
		24,983,553	18,812,867
Creditors: amounts falling due within one year	14	<u>(10,560,210)</u>	<u>(6,411,756)</u>
<b>Net current assets</b>		<u>14,423,343</u>	<u>12,401,111</u>
<b>Total assets less current liabilities</b>		15,023,989	13,056,417
Creditors: amounts falling due after more than one year	15	<u>(477,530)</u>	<u>(591,558)</u>
<b>Net assets</b>		<u>14,546,459</u>	<u>12,464,859</u>
<b>Capital and reserves</b>			
Called up share capital	19	1,000	1,000
Profit and loss account		<u>14,545,459</u>	<u>12,463,859</u>
		<u>14,546,459</u>	<u>12,464,859</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

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CTRusso\_esign  
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**Christopher Russo**

Director

Date: 25 September 2023

Company registered number: 03944511

The accompanying notes are an integral part of the financial statements.

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**CHARLES RIVER DEVELOPMENT LIMITED**

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**STATEMENT OF CHANGES IN EQUITY FOR THE  
YEAR ENDED 31 DECEMBER 2022**

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	Share Capital	Retained Earnings	Total
	£	£	£
At 1 January 2021	1,000	13,946,690	13,947,690
Distribution		(1,474,817)	(1,474,817)
(Loss) for the year	-	(8,014)	(8,014)
At 31 December 2021	1,000	12,463,859	12,464,859
Distribution		(1,778,410)	(1,778,410)
Profit for the year	-	3,860,010	3,860,010
At 31 December 2022	1,000	14,545,459	14,546,459

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## CHARLES RIVER DEVELOPMENT LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 1. Authorisation of financial statements and general information

The financial statements of Charles River Development Limited for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 6th September 2023 and the Balance Sheet was signed on the Board's behalf by Christopher Russo, Director.

Charles River Development Limited is a Company limited by shares, incorporated and domiciled in England and Wales and is subsidiary of the Ultimate Parent, State Street Corporation a company incorporated in the USA. The registered office of the Company is at 20 Churchill Place, Canary Wharf, London, E14 5HJ.

#### 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 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) ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102:

- the requirement of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures.

The following principal accounting policies have been applied:

##### 2.2 Going concern

As stated in the Directors' report, the annual report and the financial statements are prepared on the going concern basis. In assessing whether the going concern basis is appropriate, the Directors have considered the below:

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, and its exposures to market, credit, liquidity, operational, regulatory, reputational and political risk are described in the Principal Risks and Uncertainties section of the Strategic Report. The Company has adequate financial resources and as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully in the future.

The Directors continue to monitor the impact that the rise in inflation rate and Russia/Ukraine conflict has on the Company and the economies in which it operates. Management have considered the impact of the current situation on the Company's operations, liquidity and capital position. The Directors have considered the going concern assessments along with the mitigating measures which the Company and the State Street Group have in place to maintain the Company's operational resilience and concluded that there are no material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Directors believe that the Company has adequate resources to continue in operational existence for the period to 31st December 2024, being a period over 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.



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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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2. Accounting policies (continued)

2.3 Turnover

Turnover includes fees for the provision of implementation consulting services, in addition to fix connectivity and application management fee services exclusive of value added tax. Turnover is recognised upon the fulfilment of the performance obligations.

The Company receives transfer pricing revenue from State Street Bank and Trust, the controlling parent, based upon the cost-plus mark-up model. The mark-up on costs is determined based on the Comparable Profits Method utilizing a net cost-plus mark-up on total costs as the profit level indicator. The policy will be reviewed from time to time in accordance with transfer pricing requirements.

2.4 Revenue Recognition

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. The following criteria must also be met before revenue is recognised:

**Rendering of services**

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	- Shorter of lease life or asset, not to exceed 15 years
Fixtures & fittings	- 7 years straight line
Office equipment	- 3 -5 years straight line depending on the asset
Computer equipment	- 3 -5 years straight line depending on the asset

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals if applicable are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Profit or Loss.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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**2. Accounting policies (continued)**

**2.6 Operating leases: the Company as lessee**

Rentals paid under operating leases are charged to the Statement of Profit or Loss on a straight-line basis over the lease term.

**2.7 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loan receivables 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.

**2.8 Foreign currencies**

The Company's functional and presentational currency is GBP.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Profit or Loss within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Profit or Loss within 'other operating income'.

**2.9 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions with an original maturity of three months or less. 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.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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**2. Accounting policies (continued)**

**2.10 Financial instruments**

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Profit or Loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an 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.

**2.11 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2.12 Finance costs**

Finance costs are charged to the Statement of 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.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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2. Accounting policies (continued)

2.13 Employee Benefits

The Company's employees are members of the defined contribution scheme operated by State Street Bank & Trust Company for UK employees

*Defined contribution pension plan*

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Comprehensive Income in the periods during which services are rendered by employees. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

*Share Based Payments*

From time to time, employees are awarded deferred stock under the ultimate parent company's (State Street Corporation) Equity-Based Compensation Plan. Deferred stock awards issued under the plan vest over zero to five-year periods. The Company does not have an obligation to settle the Parent awards with its employees and as such measures this benefit as equity settled share-based payment transaction.

The cost of equity-settled share-based awards to employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense on a straight-line basis over the period in which employees perform services to which the awards relate, or over the period of the tranches for those awards delivered in tranches. For awards delivered in tranches, each tranche is considered a separate award and the related expense is amortised separately. Fair value is determined by reference to the market price at grant date, adjusted to take account of the fact that awards are not eligible for dividends during the vesting period. Estimates of expected forfeitures are periodically adjusted in the event of actual forfeitures or for changes in expectations.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the Statement of Comprehensive Income.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the Statement of Comprehensive Income for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the Statement of Comprehensive Income.

Prior to acquisition by State Street, under the old CRD plan there were cash-settled share-based payments issued to certain employees of the Company in the form of phantom stock arrangements.

The Company accounted for these under the liability method and recorded compensation expense based upon the estimated fair value of the vested portion of the share-based units less the agreed exercise price. There are no new awards granted under this plan and the balance in the accounts relates to remaining liabilities yet to be settled.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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**2. Accounting policies (continued)**

**2.14 Interest income**

Interest income is recognised in the Statement of Profit or Loss using the effective interest method.

**2.15 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of 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.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting 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 Statement of Financial Position 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 reporting date.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements have had the most significant effect on amounts recognised:

*Recognition of deferred tax assets*

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 10.

*Financial instruments*

Management judgement is required on the recoverability of receivables. They consider the unbilled and billed receivables on an account-by-account basis based on their past experience and knowledge of the customers. Where recoverability is considered doubtful, specific provision is made. Further details are contained in note 16.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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4. Turnover

The whole of the turnover is attributable to the principal activity of the Company.

Analysis of turnover by country of destination:

	2022 £	2021 £
United Kingdom	30,897,740	18,775,126
Rest of Europe	9,278,107	5,963,565
Rest of the world	4,502,974	4,878,214
	<u>44,678,821</u>	<u>29,616,905</u>

Analysis of turnover by class:

	2022 £	2021 £
Transfer Pricing	12,842,666	7,606,368
Implementation Consulting Revenue	27,739,128	18,135,287
FIX Connectivity	3,479,042	3,584,448
Other	617,985	290,802
	<u>44,678,821</u>	<u>29,616,905</u>

5. Interest receivable and similar income

	2022 £	2021 £
Interest income from banks	<u>800</u>	<u>-</u>

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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6. Operating profit

The operating profit is stated after charging/ (crediting):

	2022 £	2021 £
Depreciation of tangible fixed assets	98,368	58,712
Exchange differences	119,885	520,592
Other operating lease rentals	590,921	647,402
Defined contribution pension cost	1,140,297	896,190

7. Directors' remuneration

	2022 £	2021 £
Directors' Remuneration	437,258	-
Amounts receivable under long term incentive schemes	116,685	-

The aggregate remuneration of the highest paid director was £437,258 (2021: £nil), compensation for loss of office was £nil. During the year, the highest paid director received shares under a long term incentive scheme of £116,685 (2021: £nil).

Certain Directors were employed and remunerated as directors or executives of State Street Corporation and its subsidiaries ("the Group") in respect of their services to the Group as a whole and their remuneration has been paid by other Group entities. It is estimated that the remuneration for their services to the Company in the year totalled £16,500 (2021: £16,500).

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CHARLES RIVER DEVELOPMENT LIMITED

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)**

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**8. Auditor's remuneration**

	2022 £	2021 £
Audit of the financial statements	83,868	81,290
Taxation compliance services	-	1,278
	<u>          </u>	<u>          </u>

There are no non-audit services provided to the Company in 2022.

**9. Employees**

Staff costs were as follows:

	2022 £	2021 £
Wages and salaries	17,176,199	15,444,014
Social security costs	2,735,118	1,898,974
Cost of defined contribution scheme	1,140,297	896,190
	<u>21,051,614</u>	<u>18,239,178</u>

The average monthly number of employees, including the director, during the year was as follows:

2022 No.	2021 No
<u>125</u>	<u>109</u>



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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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10. Taxation

	2022 £	2021 £
<b>Corporation tax</b>		
Current tax on profits/(losses) for the year	245,575	-
Adjustments in respect of previous periods	(606,254)	(230,751)
	<u>(360,679)</u>	<u>(230,751)</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	2,383	17,739
<b>Total current tax</b>	<u>(358,296)</u>	<u>(213,012)</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	321,599	(43,187)
Adjustments in respect of previous periods	(32,602)	(5,748)
Changes to tax rates	<u>(8,423)</u>	<u>(56,738)</u>
<b>Total deferred tax</b>	<u>280,574</u>	<u>(105,673)</u>
<b>Taxation on profit/(loss) on ordinary activities</b>	<u>(77,722)</u>	<u>(318,685)</u>

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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10. Taxation (continued)

*Factors affecting tax charge for the year*

The tax assessed on the profit/(loss) on ordinary activities for the year is different from the standard rate of tax in the United Kingdom of 19% (2021: 19%). The difference is reconciled below:

	2022 £	2021 £
Profit/(loss) on ordinary activities before tax	3,782,288	(326,699)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021- 19%)	718,635	(62,073)
Effects of:		
Expenses not deductible for tax purposes	(151,461)	18,886
Adjustments to tax charge in respect of prior periods	(638,856)	(236,499)
Foreign tax suffered	2,383	17,739
Impact of tax rate changes	(8,423)	(56,738)
Total credit for the year	(77,722)	(318,685)

*Factors that may affect future tax charges*

The main rate of corporation tax for the current financial year is 19%. During 2021, legislation to increase the main rate of UK corporation tax from 19% to 25% from 1 April 2023 was enacted. This rate has been applied in the measurement of the Company's closing deferred tax assets as at 31 December 2022. The rate of 25% has increased the Company's deferred tax asset by £8,423.

CHARLES RIVER DEVELOPMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

11. Tangible fixed assets

	Leasehold improvements £	Fixtures & fittings £	Office equipment £	Computer equipment £	Total £
<b>Cost or valuation</b>					
At 1 January 2022	26,967	43,255	9,350	206,188	285,760
Additions	-	-	-	324,282	324,282
At 31 December 2022	26,967	43,255	9,350	530,470	610,042
<b>Depreciation</b>					
At 1 January 2022	19,488	24,823	7,596	144,255	196,162
Charge for the year	5,992	7,633	1,754	82,989	98,368
At 31 December 2022	25,480	32,456	9,350	227,244	294,530
<b>Net book value</b>					
At 31 December 2022	1,486	10,799	-	303,226	315,512
At 31 December 2021	7,479	18,432	1,754	61,933	89,598

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CHARLES RIVER DEVELOPMENT LIMITED

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)**

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**12. Debtors**

	2022 £	2021 £
<b>Due within one year</b>		
Trade debtors and accrued income	1,799,015	2,730,855
Amounts owed by group undertakings	10,199,526	9,536,766
Other debtors and prepayments	818,929	493,216
Corporation tax receivable	1,906,578	602,686
	<u>14,724,048</u>	<u>13,363,523</u>

Amounts due by group undertakings are unsecured, interest free and due on demand.

**13. Cash and cash equivalents**

	2022 £	2021 £
Cash at bank and in hand	<u>10,259,505</u>	<u>5,449,344</u>

**14. Creditors: Amounts falling due within one year**

	2022 £	2021 £
Amount owed to group undertakings	1,610,334	-
Other taxation and social security	663,809	110,973
Other creditors	65,809	57,252
Accruals and deferred income	8,220,258	6,243,531
	<u>10,560,210</u>	<u>6,411,756</u>

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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15. Creditors: Amounts falling due after more than one year

	2022	2021
	£	£
Liability for cash-settled share-based payments	63,133	55,203
Deferred rent liability	414,397	536,355
	<u>477,530</u>	<u>591,558</u>

16. Financial instruments

	2022	2021
	£	£
<b>Financial assets</b>		
Cash	10,259,505	5,449,344
Financial assets measured at amortised cost	<u>13,113,714</u>	<u>13,929,231</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>(8,286,068)</u>	<u>(6,300,783)</u>

Financial assets measured at amortised cost comprise accrued income, amounts owed by group undertakings, other debtors and trade debtors.

Financial liabilities measured at amortised cost comprise trade creditors, accruals and other creditors.

17. Deferred taxation

	2022	2021
	£	£
At beginning of year	565,708	460,035
Other timing differences	<u>(280,574)</u>	<u>105,673</u>
	<u>285,134</u>	<u>565,708</u>

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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17. Deferred taxation (continued)

The deferred tax asset is made up as follows:

	2022	2021
	£	£
Timing differences in relation to fixed assets	27,331	21,953
Timing differences in relation to share based payments	165,178	21,953
Other timing differences	92,625	543,755
	<u>285,134</u>	<u>565,708</u>

The main rate of corporation tax for the current financial year is 19%. During 2021, legislation to increase the main rate of UK corporation tax from 19% to 25% from 1 April 2023 was enacted. This rate has been applied in the measurement of the Company's closing deferred tax assets as at 31 December 2022. The rate of 25% has increased the Company's deferred tax asset by £8,423.

18. Reserves

Profit & loss account

The profit and loss account includes all current and prior period retained surpluses and deficits.

19. Share capital

	2022	2021
	£	£
Shares classified as equity		
Authorised, allotted, called up and fully paid		
100,000 Ordinary shares of £0.01 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

The Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on winding up. They do not confer any rights of redemption.

20. Share based payments

Cash-settled share-based payments

The ultimate parent company issued to certain employees, 175,900 phantom stock units that require the Company to pay the vested portion of the intrinsic value of the units to the employee at the date of exercise. At 31 December 2022, the Company had recorded liabilities of £63,133 (2021: £55,203), the increase from 2021 is as a result of foreign exchange movement. The sale of the Company to State Street Corporation qualified as a triggering event under Section 4 of the Phantom Plan document. As a result of the transaction, the per unit price was determined by the Board of Directors to be \$160.30. The units were paid out upon the closing of the transaction according to Section 5.4 of the Plan. As of 31 December 2022, there are 393.84 (2021: 344.38) Phantom Units outstanding.

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CHARLES RIVER DEVELOPMENT LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

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**21. Pension commitments**

The Company's employees are members of a defined contribution scheme operated by State Street Bank & Trust Company for UK employees. A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Comprehensive Income in the periods during which services are rendered by employees.

During the year the Company made contributions to the scheme of £1,140,297 (2021: £896,190). A balance of £Nil (2021: £Nil) was payable to the scheme at the year end and is included in accruals.

**22. Commitments under operating leases**

At 31 December 2022 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2022 £	2021 £
Not later than 1 year	553,970	553,970
Later than 1 year and not later than 5 years	1,882,307	2,436,277
	<u>2,436,277</u>	<u>2,990,247</u>

**23. Controlling Party**

The immediate parent undertaking of this Company Charles River Holdings International Ltd, incorporated in UK. The ultimate parent company and controlling party is State Street Corporation, incorporated in the Commonwealth of Massachusetts, in the United States of America. State Street Corporation's consolidated financial statements that include the results of this company can be obtained from State Street, One Congress Street, Suite 1, Boston, Commonwealth of Massachusetts, United States of America.

**24. Events since the balance sheet date**

There have been no other events since the balance sheet date which necessitate disclosure or revision of the figures included in the financial statements.