KBS Corporate Sales Limited **Unaudited Financial Statements** For the Year Ended 31 May 2018

BEEVER AND STRUTHERS

Chartered accountant St. George's House 215 - 219 Chester Road Manchester M15 4JE



03/10/2018 **COMPANIES HOUSE**

Financial Statements

Year Ended 31 May 2018

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Officers and Professional Advisers

The Board of Directors Mr J S Rigby

.

Mr C Clancy Mr A Melbourne Mr S Daniels Mr A J Ford

Registered Office KBS House

5 Springfield Court Summerfield Road

Bolton England BL3 2NT

Accountants Beever and Struthers

Chartered accountant St. George's House 215 - 219 Chester Road

Manchester M15 4JE

Strategic Report

Year Ended 31 May 2018

Business Review

F.,

The directors are pleased to present an excellent set of results for the year under review. The financial Year ended 31st May 2018 has been one of continued financial and strategic improvement for KBS Corporate Sales Limited with record profits of £2.2m posted for the year.

As a board we continue to place focus on our strategic direction and continue to drive excellence in all areas of our business.

This excellent trend of financial and business performance has continued into our current financial year as the company maintains its focus on being the UK's Leading Business Sales Specialist. The directors recognise that the company's success is reliant on high levels of service and advice being delivered to its client base, and operates a pro-active strategy of monitoring the systems, advice and service levels provided by its consultants.

Financial Risk, Management Objectives and Policies

The main risks arising from the company's activities relate to market risk, liquidity risk, interest rate risk and credit risk. The directors review and agree policies for managing each of the these risks and these are summarised below:

Market risk

The company, like any other business, is exposed to a risk of a downturn in business.

The directors remain pro-active in addressing this risk and monitor performance on a daily basis. They consider that their in-depth involvement in the day to day running of the business is a key factor in mitigating any such risk.

Liquidity risk

The company seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short term flexibility is achieved by overdraft facilities.

Interest rate risk

The company finances its operations through a mixture of retained profit and bank borrowings. The company's exposure to interest rate fluctuations on its borrowings is managed by fixing the interest rates in advance.

Credit risk

The company's principle financial assets are cash and trade debtors. The principle credit risk arises from its trade debtors. These are paid up to 45 days after the original sale and are carefully monitored by the directors.

Future Developments

The directors envisage future growth from all areas of the business now that office restrictions have been removed and the purpose built new office has allowed the bringing together of the main business with the Corporate Finance team allowing greater sharing of knowledge.

Staff numbers have continued to grow moving into 2018, that will see KBS Corporate Sales Limited grow its market share and further establish itself.

Strategic Report (continued)

Year Ended 31 May 2018

This report was approved by the board of directors on 10 September 2018 and signed on behalf of the board by:

Mr A Melbourne

Director

Directors' Report

Year Ended 31 May 2018

The directors present their report and the unaudited financial statements of the company for the year ended 31 May 2018.

Directors

The directors who served the company during the year were as follows:

Mr J S Rigby Mr C Clancy Mr A Melbourne Mr S Daniels Mr A J Ford

Dividends

Particulars of recommended dividends are detailed in note 11 to the financial statements.

Future Developments

The company remains committed to continually improving levels of service to our clients, through a combination of investment in buyer intelligence, reduction in client numbers and an increase in quality staff resource, training and development.

Disclosure of Information in the Strategic Report

The company has chosen to disclose information regarding the future development opportunities for the company and financial instrument risk management policies in the strategic report rather than in the directors report.

This report was approved by the board of directors on 10 September 2018 and signed on behalf of the board by:

Mr A Melbourne

Director

Chartered Accountant's Report to the Board of Directors on the Preparation of the Unaudited Statutory Financial Statements of KBS Corporate Sales Limited

Year Ended 31 May 2018

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of KBS Corporate Sales Limited for the year ended 31 May 2018, which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at www.icaew.com/en/membership/regulations-standards-and-guidance.

This report is made solely to the Board of Directors of KBS Corporate Sales Limited, as a body, in accordance with the terms of our engagement letter dated 21 August 2015. Our work has been undertaken solely to prepare for your approval the financial statements of KBS Corporate Sales Limited and state those matters that we have agreed to state to you, as a body, in this report in accordance with ICAEW Technical Release 07/16 AAF as detailed at www.icaew.com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than KBS Corporate Sales Limited and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that KBS Corporate Sales Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of KBS Corporate Sales Limited. You consider that KBS Corporate Sales Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of KBS Corporate Sales Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

BEEVER AND STRUTHERS Chartered accountant

St. George's House 215 - 219 Chester Road Manchester M15 4JE

10 September 2018

Statement of Comprehensive Income

Year Ended 31 May 2018

Turnover	Note 4	2018 £ 8,319,485	2017 £ 5,816,926
Gross profit		8,319,485	5,816,926
Distribution costs Administrative expenses		723,768 4,212,873	576,027 3,694,580
Operating profit	5	3,382,844	1,546,319
Other interest receivable and similar income Interest payable and similar expenses	8 9	3,936 5,164	- 22,756
Profit before taxation		3,381,616	1,523,563
Tax on profit	10	558,561	286,725
Profit for the financial year and total comprehensive income		2,823,055	1,236,838

All the activities of the company are from continuing operations.

Statement of Financial Position

31 May 2018

		2018	2017
	Note	£	£
Fixed assets Intangible assets	12	57,343	51,414
Tangible assets	13	101,831	145,557
		159,174	196,971
Current assets			
Debtors	14	405,939	335,520
Cash at bank and in hand		6,609,243	3,138,884
		7,015,182	3,474,404
Creditors: amounts falling due within one year	15	4,603,595	2,563,657
Net current assets		2,411,587	910,747
Total assets less current liabilities		2,570,761	1,107,718
Provisions			
Taxation including deferred tax	16	21,510	31,522
Net assets		2,549,251	1,076,196
Capital and reserves			
Called up share capital	19	50,000	50,000
Profit and loss account	20	2,499,251	1,026,196
Shareholder funds		2,549,251	1,076,196

For the year ending 31 May 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The statement of financial position continues on the following page.

The notes on pages 10 to 19 form part of these financial statements.

Statement of Financial Position (continued)

31 May 2018

These financial statements were approved by the board of directors and authorised for issue on 10 September 2018, and are signed on behalf of the board by:

Mr A Melbourne

Director

Company registration number: 04141555

Statement of Changes in Equity

Year Ended 31 May 2018

At 1 June 2016	Called up share capital £ 50,000	Profit and loss account £ 789,358	Total £ 839,358
Profit for the year		1,236,838	1,236,838
Total comprehensive income for the year		1,236,838	1,236,838
Dividends paid and payable 11	-	(1,000,000)	(1,000,000)
Total investments by and distributions to owners		(1,000,000)	(1,000,000)
At 31 May 2017	50,000	1,026,196	1,076,196
Profit for the year		2,823,055	2,823,055
Total comprehensive income for the year		2,823,055	2,823,055
Dividends paid and payable 11	_	(1,350,000)	(1,350,000)
Total investments by and distributions to owners		(1,350,000)	(1,350,000)
At 31 May 2018	50,000	2,499,251	2,549,251

Notes to the Financial Statements

Year Ended 31 May 2018

1. General Information

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The company is a private company limited by shares, registered in England and Wales. The address of the registered office is KBS House, 5 Springfield Court, Summerfield Road, Bolton, BL3 2NT, England.

The principal activity of the company is that of a business broker.

2. Statement of Compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting Policies

Basis of Preparation

The financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Going Concern

The company financial statements have been prepared on a going concern basis which assumes an ability to continue operating for the foreseeable future. No significant concerns have been noted and we consider it appropriate to continue to prepare the financial statements on a going concern basis.

Disclosure Exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of K3 Capital Group PLC which can be obtained from Companies House. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) No disclosure has been given for the aggregate remuneration of key management personnel.

Judgements and Key Sources of Estimation Uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

• Determination of recoverability of trade debtors. A specific provision is made against certain debts where in the opinion of the directors the debt is not fully recoverable.

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

3. Accounting Policies (continued)

Judgements and Key Sources of Estimation Uncertainty (continued)

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

- Revenue from rendering of services comprises contracted commissions and fees due on deals completed at year end. The company accounts for sales with reference to amounts invoiced during the year.
- Recoverability of debtors. A specific provision is made against certain debts where in the opinion of the directors the debt is not considered to be fully recoverable.

Revenue Recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of discounts and of Value Added Tax.

Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period provided that the outcome can be reliably estimated. When the outcome cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

Income Tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Intangible Assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Intangible assets acquired as part of a business combination are recorded at the fair value at the acquisition date

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

3. Accounting Policies (continued)

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Website costs - 33% straight line

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

Tangible Assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Leasehold improvements - 33% straight line
Fixtures and fittings - 33% straight line
Equipment - 33% straight line

Impairment of Fixed Assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

3. Accounting Policies (continued)

Provisions (continued)

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset. When a provision is measured at the present value of the amount expected to be required to settle the obligation, the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Financial Instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Defined Contribution Plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

4. Turnover

Turnover arises from:

2018 2017 £ £ 8,319,485 5,816,926

Rendering of services

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

4. Turnover (continued)

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating Profit

Operating profit or loss is stated after charging:

	2010	2017
	£	£
Amortisation of intangible assets	5,148	9,315
Depreciation of tangible assets	69,128	46,391
Gains on disposal of tangible assets	_	(171)
Operating lease rentals	3,649	8,832

2017

2018

6. Staff Costs

The average number of persons employed by the company during the year, including the directors, amounted to:

	2018	2017
	No.	No.
Administrative staff	32	30
Management staff	2	3
Sales staff	37	27
	71	60

The aggregate payroll costs incurred during the year, relating to the above, were:

	2018	2017
	£	£
Wages and salaries	2,987,052	2,360,952
Social security costs	293,826	290,970
Other pension costs	14,929	13,720
	3,295,807	2,665,642

7. Directors' Remuneration

The directors' aggregate remuneration in respect of qualifying services was:

	2018	2017
	£	£
Remuneration	344,523	286,770
Company contributions to defined contribution pension plans	1,084	372
	345,607	287,142

The number of directors who accrued benefits under company pension plans was as follows:

	2018	2017
	No.	No.
Defined contribution plans	2	2

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

7. Directors' Remuneration (continued)

Remuneration of the highest paid director in respect of qualifying services:

	Aggregate remuneration	2018 £ 209,858	2017 £ 166,858
8.	Other Interest Receivable and Similar Income		
	Interest on cash and cash equivalents	2018 £ 3,936	2017 £
9.	Interest Payable and Similar Expenses		
	Interest on debenture loans Interest on banks loans and overdrafts	2018 £ 224 4,940 5,164	2017 £ - 22,756 22,756
10.	Tax on Profit		
	Major components of tax expense		
		2018 £	2017 £
	Current tax: UK current tax expense Adjustments in respect of prior periods	575,459 (6,886)	259,037 -
	Total current tax	568,573	259,037
	Deferred tax: Origination and reversal of timing differences Impact of change in tax rate	(8,690) (1,322)	27,879 (191)
	Total deferred tax	(10,012)	27,688
	Tax on profit	558,561	286,725

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

10. Tax on Profit (continued)

Reconciliation of tax expense

The tax assessed on the profit on ordinary activities for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 19%).

Profit on ordinary activities before taxation	2018 £ 3,381,616	2017 £ 1,523,563
Profit on ordinary activities by rate of tax	642,507	289,477
Adjustment to tax charge in respect of prior periods	(6,832)	_
Effect of expenses not deductible for tax purposes	6,368	3,341
Effect of different UK tax rates on some earnings	(1,322)	10,687
Effect of research and development relief	(28,602)	(16,780)
Utilisation of group relief	(53,558)	
Tax on profit	558,561	286,725

11. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2018	2017
	£	£
Equity dividends on ordinary shares	1,350,000	1,000,000

12. Intangible Assets

	Website costs
Cost	440.000
At 1 June 2017	110,389
Additions	11,077
At 31 May 2018	121,466
Amortisation	
At 1 June 2017	58,975
Charge for the year	5,148
At 31 May 2018	64,123
Carrying amount	
At 31 May 2018	57,343
At 31 May 2017	51,414
	

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

13. Tangible Assets

Additions

At 31 May 2018

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	Cost At 1 June 2017 Additions At 31 May 2018	Land and buildings £ 11,894 22,263 34,157	Fixtures and fittings £ 97,777 97,777	Equipment £ 97,572 3,139 100,711	Total £ 207,243 25,402 232,645
	Depreciation At 1 June 2017 Charge for the year	2,643 8,912	20,354 32,346	38,689 27,870	61,686 69,128
	At 31 May 2018	11,555	52,700	66,559	130,814
	Carrying amount At 31 May 2018	22,602	45,077	34,152	101,831
	At 31 May 2017	9,251	77,423	58,883	145,557
14.	Debtors			<u>-</u>	
	Trade debtors Prepayments and accrued income Other debtors			2018 £ 180,685 224,807 447 405,939	2017 £ 99,800 235,273 447 335,520
15.	Creditors: amounts falling due within one	year			
	Payments received on account	•		2018 £ 42,300	2017 £
	Trade creditors			107,498	121,843
	Amounts owed to group undertakings			2,231,426	846,648
	Accruals and deferred income Corporation tax			1,315,733 313,922	1,085,909 97,538
	Social security and other taxes			587,592	409,002
	Other creditors			5,124	2,717
				4,603,595	2,563,657
16.	Provisions				
					Deferred tax (note 17) £
	At 1 June 2017				31,522

(10,012)

21,510

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

17. Deferred Tax

The deferred tax included in the statement of financial position is as follows:

	2018	2017
	£	£
Included in provisions (note 16)	21,510	31,522
The deferred tax account consists of the tax effect of timing difference	ces in respect of:	
ŭ	2018	2017
	£	£
Accelerated capital allowances	21,510	31,522

18. Employee Benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £14,929 (2017: £13,720).

19. Called Up Share Capital

Issued, called up and fully paid

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	50,000	50,000	50,000	50,000

20. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

21. Operating Leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

2018	2017
£	£
194,260	100,171
345,656	78,612
539,916	178,783
	£ 194,260 345,656

22. Contingencies

The group, including KBS Corporate Sales Limited, has entered into a debenture dated 22 May 2014 for securing all monies due from the parent company, K3 Capital Group PLC, in respect of the bank loan facility. This represents a fixed and floating charge over the group's assets. The balance outstanding at 31 May 2018 was £Nil (2017: £431,339).

All security provided by the group was satisfied on 12 January 2018.

Notes to the Financial Statements (continued)

Year Ended 31 May 2018

23. Related Party Transactions

The directors, are members of K3 Estates LLP. During the year the company paid rent and expenses amounting to £92,670 (2017 - £19,444) to K3 Estates LLP. No amounts were outstanding at the year end.

During the year the company was charged costs totalling £Nil (2017: £29,697) from Triskell LLP (of which Anthony Ford is a designated member. No amounts were outstanding at year end.

During the year Anthony Ford, invoiced the company for his services. The amount charged to the company amounted to £Nil (2017: £57,838). No amounted were outstanding at the year end.

The company has taken advantage of the exemption available under Paragraph 33.1a of FRS102 and as such has not disclosed transactions with other members of the same group.

24. Controlling Party

The company a wholly owned subsidiary of K3 Capital Group PLC.

K3 Capital Group PLC is under no overall control.