

Company Registration No. 04352396 (England and Wales)

FIRSTPORT LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017



FIRSTPORT LIMITED

COMPANY INFORMATION

Directors	O Saleh N Howell
Secretary	FirstPort Secretarial Limited
Company number	04352396
Registered office	Queensway House 11 Queensway New Milton Hampshire United Kingdom BH25 5NR
Independent auditors	PricewaterhouseCoopers LLP 10 Bricket Road St Albans Herts AL1 3JX
Bankers	Royal Bank of Scotland 12 High Street Southampton Hampshire S014 2BF

FIRSTPORT LIMITED

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FIRSTPORT LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

FirstPort, of which FirstPort Limited is a substantial part, is the UK's largest residential property services business with a vision to be the UK's leading residential property services business, addressing the challenges of managing complex shared residential developments through high quality professional services. FirstPort is a division of Knight Square Holdings Limited.

Business Review

FirstPort Limited acts as a shared service centre for the FirstPort division, providing back office functions such as IT, accounting and HR services. The company recharges a proportion of its costs back to the FirstPort companies that benefit from these services.

FirstPort has developed an efficient and scalable cost base. As part of the service turnaround, the Company has reduced its costs whilst investing in value added activity. Investment in people skills, process design, and technology has led to a highly efficient and scalable cost base that places FirstPort in a strong position to convert revenue growth into EBITDA growth and improve EBITDA margins.

Financial Review

Financial highlights for the company	2017	2016
EBITDA* (£'000)	1,934	719
Cash at bank and in hand (£'000)	215	314
Net liabilities (£'000)	8,901	8,368

*EBITDA is defined as profit before interest, tax, depreciation and amortisation and excludes one off exceptional items as disclosed in Note 4.

Financial performance

Turnover for the year has decreased to £25.5m (2016: £26.9m). Ancillary revenues transferred from fellow subsidiary companies were offset by a reduction in the cost base recharges. After total administrative expenses of £25.6m (2016: £27.2m) the company showed an operating loss of £1.0m (2016: £1.4m). Exceptional items of £0.9m (2016: £1.1m) relate to service delivery improvement costs and one off project costs associated with restructuring the business.

Future developments

2017 was a significant year for the FirstPort Group. Not only has the business achieved good organic growth, it has also undertaken the successful acquisition of property management business Pentland. This brought circa 12,000 units into FirstPort's portfolio of over 181,000 management properties across 3,800 sites and additional skilled managers to provide additional resources for the business's growth plans.

With a significantly improved reputation and new contacts with many of the largest investors and developers in the UK's growing housing market, the business is well positioned for future organic growth while exploring earnings enhancing acquisitions.

We therefore look forward to the future with confidence.

Financial position

The company had a net liability position of £8.9m (2016: £8.4m).

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

Corporate Social Responsibility

The Knight Square group of companies ("Knight Square"), of which FirstPort Limited is one, recognises the importance of the way in which its portfolio companies operate and understands that our business operations must be carried out with consideration for the safety and well-being of our people, customers, business partners and the local communities in which they exist and with whom they interact.

Health and Safety

The company takes its obligations for safety at its office, operational, and development sites very seriously, along with the risks to staff travelling between locations. These obligations extend to staff, residents, visitors, contractors, and members of the public. The risk is mitigated by having a robust health and safety culture with a safety risk register, actions to eliminate or mitigate risks where possible, and monitoring and reporting of accidents and near misses. Safe working practices are a constant focus for all our teams and we invest in safety training.

FirstPort has always made health and safety its first priority and had already been accredited to British Safety Council 5* health and safety standards in January 2017. The Company was therefore proud when this globally recognised standard was reconfirmed for FirstPort during our December 2017 audit.

Employees

The company's policy is to consult and discuss with employees, individually and collectively, on matters likely to affect employees' interests. Information on matters of concern to employees is given through news bulletins that seek to achieve a common awareness on the part of all employees, of all factors affecting the company's performance.

The company operates an active equal opportunities policy and we pride ourselves on our diverse workforce. Our success is a result of our employees working together with different competencies and skills, educational backgrounds, ethnicity, religious beliefs and physical abilities, and we judge performance without prejudice or discrimination.

Our people are our most important asset and in December 2017 we carried out an employee engagement survey. Overall scores were very encouraging. Our average scores were higher than the UK organisation benchmarks and in particular positive the employee Net Promoter Score (eNPS) increased significantly from 2016 showing a highly engaged workforce.

The company's policy is to enable recruitment of disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled to enable them to perform work identified as appropriate.

Our people are integral to the way we deliver our customer and client service and what our brand stands for. In 2017 we have continued to engage with our internal stakeholders to understand their views. The result of this engagement has driven positive change through investment in learning and development and infrastructure. We continue to provide the best available tools for all our people so FirstPort achieves its goal of being the industry leader in residential property management. As a result of continued commitment to our people we have retained our Silver status in the acclaimed Investor In People (IIP) accreditation.

The FirstPort "Employee recognition programme" (Wow! Awards), launched in 2015, went from strength to strength in 2017 with 2,038 nominations, 1,235 of which were driven by recommendations and plaudits from external customers. Of the total nominations 407 went on to win awards for customer service.

The Wow! Awards is an independent organisation which recognises outstanding customer service based purely on customer nominations. The awards are used by a wide variety of UK organisations in both public and private sectors as an independent evaluation tool for employees. Another motivating force is the need for employee engagement. Each award highlights how enthusiastic customers are to praise good service. The nominations can be used for benchmarking, identifying key characteristics of best practice and as a basis for future training.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

Corporate Social Responsibility (continued)

Ethical standards and principles

FirstPort's management team has a clear commitment to professional governance and risk management. Given the high standards of integrity and care expected when managing people's homes, the business is alert to the risk of reputational damage and seeks to mitigate this through high governance standards, including an independent whistleblowing line. The monthly board meetings include within its agenda important risk factors and mitigating plans for business continuity, cyber security, the legal and environmental regulatory environment, and maintenance of highest standards of performance and ethics.

Charity and community

During 2017 FirstPort continue to support Emmaus, a homeless charity that runs communities across the UK providing a home and work for people who have experienced homelessness and social exclusion. Emmaus currently supports 750 formerly homeless people in the UK, and since it started has supported 11,500 homeless people in 29 communities.

It was especially pleasing during the year to see our staff, including our graduate intake, supporting Emmaus and raising a total of £70,000 through fundraising activities. Our sponsorship enabled the charity to build four new rooms in the Emmaus' Hertfordshire community.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

Principal Risks & Uncertainties

Risk	Risk Description	Mitigation
Economic risks and changes in market dynamics	Failure to respond effectively to developments in the broader economy, competition and other market or fiscal dynamics	<ul style="list-style-type: none"> Resilient business model Significant experience and expertise in chosen markets Frequent review of competition Market insight and intelligence
Financial management	Failure to maintain appropriate financial controls throughout the business, including the management of credit risk, fraud risk and taxation	<ul style="list-style-type: none"> Experienced finance team Financial control environment Close monitoring of financial performance and credit risk by senior management Board oversight of financial performance
Systems dependence and business continuity	The risk associated with the delivery and future-proofing of our technology, including the potential impact of business interruption through systems and facilities	<ul style="list-style-type: none"> Investment in appropriate technology and staff IT governance structure IT resilience and disaster recovery plans designed to restore service Business continuity plan for each business operational office
Legal and regulatory compliance	The risk of failing to comply with relevant laws, regulations and standards	<ul style="list-style-type: none"> Employment of qualified advisors both internally and externally who report regularly to the Board about all significant legislative changes in the UK Development of internal policies and procedures to ensure adequate capture of legal and regulatory compliance issues Training programmes for staff
People risk	The risk that we fail to attract and retain high calibre employees in order to deliver on all aspects of our strategy	<ul style="list-style-type: none"> HR strategy encompassing recruitment, reward, retention, talent development and performance management Succession planning for middle and senior management
Data security and protection	The risk of the loss of customer or employee data	<ul style="list-style-type: none"> Information security policies encompassing data protection Investment in appropriate technology and staff IT governance structure
Health and safety ("H&S")	The risk of breaches of H&S legislation resulting in workplace injuries, environmental damage or physical damage to property leading to financial penalties, reputational damage and delays to site related activities	<ul style="list-style-type: none"> Dedicated H&S team managed independently from operational businesses under guidance of H&S Director Robust H&S culture with safety risk register Monitoring and reporting of accidents and near misses
Contract retention	The risk associated to the dependency on key client contracts and the loss of contracts	<ul style="list-style-type: none"> Delivery of high-quality customer service Maintaining a regular dialogue with individual and business customers. Commitment to the principles set out in its Customer Charter New contract assessment considering the business's core skills and our established supply chain
Reputation	The risk of damage to brand name or reputation either through our people, our behaviours or third parties acting on our behalf	<ul style="list-style-type: none"> Improvement in customer service and clear complaints processes reduce the risk of issues escalating Monitoring and responding to customer feedback

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

Governance and risk management

The Board and management team

FirstPort Limited has a board comprising of two directors and is ultimately owned and controlled by Knight Square Holdings Limited ("the Group"). The Group has policies in place that are applicable and adhered to by the company.

The company's board meets approximately ten times per annum. Health and safety performance, any accidents, and lessons from any near-miss events are reviewed and considered at Board meetings.

Internal Control and Risk Management

The Group's approach to internal audit is to agree a risk framework which is reviewed at Board meetings along with mitigating strategies and the latest status of the risks. The Group also maintains and monitors a set of detailed policy documents across all areas of operations. Key areas in which such policies exist include health and safety, procurement, finance and governance (including competition and bribery). The Group utilises the support of external experts to conduct ad hoc reviews of specific areas of the business that the Board considers may present risks to the shareholder.

External auditors

PricewaterhouseCoopers LLP act as external auditors of the company. The performance of the auditors is overseen by the Audit Committee of the Group.

Financial Risk Management

The company's operations expose it to a variety of financial risks that include the effects of credit, liquidity and cashflow risk. The company has in place robust controls that seek to limit the adverse effects in the financial performance of the company by monitoring potential financial risks to which the company is subject.

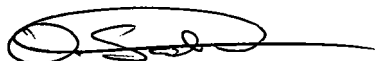
The company has a large base of UK residential customers which reduces the concentration of credit risk. Where we transact with corporate customers, credit control teams exist with strict processes being operated to manage and mitigate the risk of non-payment of charges.

The company is part of the Knight Square group's cash management and forecasting processes which are in place to manage cashflow and liquidity within the existing Group financing arrangements.

Approval of Strategic Report

This Annual Report comprises a strategic report for the company which has been drawn up and presented in accordance with, and in reliance upon, applicable English company law, in particular Chapter 4A of the Companies Act 2006, and the liabilities of the directors in connection with this report shall be subject to the limitations and restrictions provided by such law.

Approved by the Board of Directors and signed on behalf of the Board.



O Saleh
Director

20 September 2018

FIRSTPORT LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their annual report and the audited financial statements for the year ended 31 December 2017.

Principal activities

The principal activity of the company is the provision of shared services to fellow group companies within the FirstPort division. The company forms part of the FirstPort division of Knight Square Holdings Limited (the "Group").

Directors

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

O Saleh

N Howell

Directors' insurance

The company maintains insurance policies on behalf of all the directors against liability arising from negligence, breach of duty and breach of trust in relation to the company.

Results and dividends

The results for the year are set out in the profit and loss account on page 11.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend (2016: £nil).

Employees

Information on employees is included in the Strategic report on page 2.

Future developments

The future developments of the business are discussed in the Strategic report on page 1.

Financial risk management

Information on financial risk management is included in the Strategic report on page 5.

Going concern

Refer to the accounting policies (note 1.4) for a review of going concern.

FIRSTPORT LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

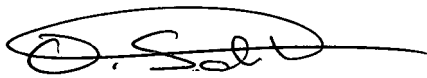
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies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

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have 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 auditors are aware of that information.

On behalf of the board



O Saleh

Director

20 September 2018

FIRSTPORT LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FIRSTPORT LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Firstport Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2017; the profit and loss account, the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

FIRSTPORT LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FIRSTPORT LIMITED (CONTINUED)

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the statement of directors' responsibilities in respect of the financial statements set out on page 7, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

Auditors' 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 auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

FIRSTPORT LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FIRSTPORT LIMITED (CONTINUED)

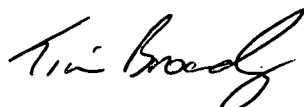
Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Tim Broadway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans
20 September 2018

FIRSTPORT LIMITED

PROFIT AND LOSS ACCOUNT AND STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

PROFIT AND LOSS ACCOUNT

	Note	2017 £	2016 £
Turnover	3	25,470,526	26,866,312
Administrative expenses		(25,592,645)	(27,188,373)
Exceptional items	4	(862,787)	(1,080,201)
Operating loss	5	(984,906)	(1,402,262)
Interest receivable and similar income		-	98
Loss before taxation		(984,906)	(1,402,164)
Tax on loss	8	16,298	(16,027)
Loss for the financial year		(968,608)	(1,418,191)

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

STATEMENT OF COMPREHENSIVE INCOME

	2016 £	2015 £
Loss for the financial year	(968,608)	(1,418,191)
Other comprehensive income	-	-
Total comprehensive expense for the year	(968,608)	(1,418,191)

FIRSTPORT LIMITED

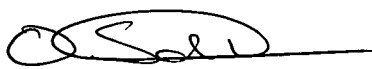
BALANCE SHEET

AS AT 31 DECEMBER 2017

	Note	2017		2016	
		£	£	£	£
Fixed assets					
Tangible assets	9		6,199,177		4,843,927
Current assets					
Debtors	10	11,477,117		9,937,913	
Cash at bank and in hand		215,362		313,665	
		<u>11,692,479</u>		<u>10,251,578</u>	
Creditors: amounts falling due within one year	11	(26,368,691)		(22,189,742)	
Net current liabilities			(14,676,212)		(11,938,164)
Total assets less current liabilities			(8,477,035)		(7,094,237)
Creditors: amounts falling due after more than one year	12		(423,946)		(1,274,136)
Net liabilities			<u>(8,900,981)</u>		<u>(8,368,373)</u>
Capital and reserves					
Called up share capital	16		1		1,000,001
Other reserves			92,925		92,925
Profit and loss account			(8,993,907)		(9,461,299)
Total equity			<u>(8,900,981)</u>		<u>(8,368,373)</u>

The notes on pages 14 to 28 are an integral part of the financial statements.

The financial statements on pages 11 to 28 were approved by the board of directors and authorised for issue on 20 September 2018 and signed on its behalf by:



O Saleh
Director

Company Registration No. 04352396

FIRSTPORT LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

		Called up share capital £	Other reserves £	Profit and loss account £	Total equity £
Balance at 1 January 2016		1,000,001	92,925	(8,043,108)	(6,950,182)
Year ended 31 December 2016					
Total comprehensive expense for the financial year		-	-	(1,418,191)	(1,418,191)
Balance at 31 December 2016		1,000,001	92,925	(9,461,299)	(8,368,373)
Year ended 31 December 2017					
Total comprehensive expense for the financial year		-	-	(968,608)	(968,608)
Issue of share capital	16	436,000	-	-	436,000
Reduction of shares	16	(1,436,000)	-	1,436,000	-
Balance at 31 December 2017		1	92,925	(8,993,907)	(8,900,981)

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

General information

FirstPort Limited is a limited company domiciled and incorporated in England and Wales. The registered office is Queensway House, 11 Queensway, New Milton, Hampshire, United Kingdom, BH25 5NR.

The company provides shared services to fellow group companies within the FirstPort division.

1.1 Statement of compliance

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

1.2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

These policies have been consistently applied to all the years presented, unless otherwise stated.

1.3 Basis of preparation

These financial statements are prepared on a going concern basis and under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

1.4 Going concern

The company is funded via the Knight Square Group's bank facilities and therefore manages its day-to-day working capital requirements in line with the Group's facilities. The ability of the group to service its debt obligations is critical to the ongoing trading of the business and we have considered the key factors that could have an impact on trading and whether an adverse change in these factors could affect our ability to meet our liabilities. The Group has a considerable number of on-going management contracts and accordingly the forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities.

The company has net current liabilities as at 31 December 2017 and therefore the directors have received confirmation that Knight Square Holdings Limited intends to provide financial support for a period of at least 12 months from the date of signing of these financial statements.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and for at least the period of twelve months following the date of approval of these financial statements. The company therefore continues to adopt the going concern basis in preparing its financial statements.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.5 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders. The company has taken advantage of the following exemptions:

(i) from preparing a statement of cash flows required under FRS 102 paragraph 3.17(d), on the basis that it is a qualifying entity and a consolidated statement of cash flows is included in the consolidated financial statements of the company's ultimate parent, Knight Square Holdings Limited, which includes any cash flows of the company;

(ii) from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information, to the extent required, is provided in the consolidated financial statement disclosures of Knight Square Holdings Limited;

(iii) from disclosing the company key management personnel compensation, required by FRS 102 paragraph 33.7, as the information is provided in the consolidated financial statement disclosures of Knight Square Holdings Limited; and

(iv) from disclosing related party transactions, required under FRS 102 paragraph 33.9, on the basis that Knight Square Holdings Limited has control, joint control or significant influence over both the company and the related entities.

1.6 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of discounts and rebates allowed by the company and value added taxes.

The company recognises revenue when (a) the significant risks and rewards of ownership have been transferred to the buyer; (b) the company retains no continuing involvement in or control over the goods; (c) the amount of revenue can be measured reliably; (d) it is probable that future economic benefits will flow to the entity and (e) when the specific criteria relating to the type of revenue have been met as described below.

(i) Management fees

Revenue is derived from the provision of shared support services to other group companies. Revenue is recognised in the accounting period in which the performance of the services has been provided to the customer.

1.7 Exceptional items

The company classifies certain non-recurring charges or credits that have a material impact on the company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the company.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.8 Employee benefits

The company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

(i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. An accrual is recognised at the balance sheet date for any material remaining obligations to employees.

(ii) Defined contribution pension plans

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations. The contributions are recognised as an expense when they are payable in accordance with the rules of the scheme. Amounts due but not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

(iii) Annual bonus plan

The Group operates annual bonus plans for employees. An expense is recognised in the profit and loss account when the company has a legal or constructive obligation to make payments under the plans as a result of past events and a reliable estimate of the obligation can be made.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.9 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity in which case the related tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred tax assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is also recognised in relation to assets and liabilities acquired in a business combination where the amount that will be deducted or assessed for tax differs to the fair value at which the asset or liability is recognised on acquisition in the financial statements. The tax base of an asset or liability is determined based on the expected manner of recovery.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when 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 tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax assets and liabilities arise from income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an ability and intention to settle the balances at the same time.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.10 Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Depreciation is calculated, using the straight-line method, to allocate the depreciable amount to their residual values over their estimated useful lives, as follows:

Office fixtures and fittings	Straight line over 3 to 5 years
------------------------------	---------------------------------

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the company and the cost can be measured reliably.

Repairs, maintenance and minor inspection costs are expensed as incurred.

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account and included in other operating income.

1.11 Leased assets

At inception the company assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as assets at the fair value of the leased asset or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined the company's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.12 Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

1.13 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and bank overdrafts.

1.14 Provisions

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably. Provisions are measured based on the company's best estimate at the reporting date of the expenditures expected to be required to settle the obligation discounted to the present value, where material.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.15 Financial instruments

The company has elected to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables, and cash and bank balances, are initially recognised at transaction price. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment with any impairment being charged to profit and loss. If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. Financial assets are derecognised when the contractual rights to the cash flows from the asset expire or are settled, or substantially all the risks and rewards of the ownership of the asset are transferred to another party.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank and shareholder loans, amounts owed to fellow Group companies and bank overdrafts, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

1.17 Related parties

The company discloses transactions with related parties not wholly owned by Knight Square Holdings Limited. It does not disclose transactions with other group companies wholly owned by Knight Square Holdings Limited.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

2 Critical accounting judgements and estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

(a) Critical accounting judgements in applying the company's accounting policies

There are no areas within the financial statements where management has been required to apply a critical judgement.

(b) Key accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Deferred tax assets

The recognition of deferred tax assets, particularly relating to previously incurred losses, requires judgement, including in relation to the future taxable profits of the entities that incurred the losses, the types of losses and future income, the utilisation of capital allowances in any year, and the extent of group relief transfers to be made across the Group.

3 Turnover

The company's turnover is all derived from its principal activity in the UK, that being the provision of shared services to fellow FirstPort companies.

4 Exceptional items

	2017 £	2016 £
Restructuring costs	862,787	1,080,201

Exceptional charges relate to business review and improvement costs, legal fees and other costs including redundancy and other staff related costs associated with the restructuring of the Knight Square Holdings Limited group of companies.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

5 Operating loss

	2017 £	2016 £
Operating loss for the year is stated after charging:		
Depreciation of tangible assets	2,055,788	1,040,972
Operating lease charges	589,729	982,859

The cost of auditing these financial statements for the year was £5,250 (2016: £5,000). These costs have been borne by Knight Square Limited.

There were no non-audit costs in the year (2016: £nil).

6 Employees

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

	2017 Number	2016 Number
Office and management	559	542

Their aggregate remuneration comprised:

	2017 £	2016 £
Wages and salaries	13,102,373	15,526,050
Social security costs	1,335,322	1,429,569
Other pension costs	225,365	216,113
	14,663,060	17,171,732

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

7 Directors' remuneration

	2017 £	2016 £
Aggregate emoluments	557,456	532,549
	<u>557,456</u>	<u>532,549</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 0 (2016: 0).

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

	2017 £	2016 £
Aggregate emoluments	375,715	340,365
	<u>375,715</u>	<u>340,365</u>

8 Tax on loss

	2017 £	2016 £
Current tax		
UK corporation tax on loss for the current period	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	(4,125)	21,891
Changes in tax rates	481	(18,267)
Adjustment in respect of prior periods	(12,654)	12,403
Total deferred tax	<u>(16,298)</u>	<u>16,027</u>
Total tax (credit) / charge for the year	<u>(16,298)</u>	<u>16,027</u>

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

8 Tax on loss

(Continued)

The charge for the year can be reconciled to the loss per the profit and loss account as follows:

	2017 £	2016 £
Loss before taxation	(984,906)	(1,402,164)
Expected tax credit based on a corporation tax rate of 19.25% (2016: 20.00%)	(189,561)	(280,433)
Non deductible expenses	39,027	65,786
Adjustments in respect of prior years	(12,654)	(18,267)
Effect of changes in tax rates and laws	481	12,403
Group relief	304,403	405,265
Transfer pricing	(157,994)	(168,727)
Total tax (credit) / charge for the year	(16,298)	16,027

Changes to the UK corporation tax rates were enacted as part of the Finance (No.2) Act 2015 which received Royal Assent on 18 November 2015 and Finance Act 2016 which received Royal Assent on 15 September 2016. These include reductions to reduce the main rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

Deferred tax balances at 31 December 2017 were measured at 19% (2016: 19%) for items that are expected to be charged or credited to the profit and loss account in the next financial year.

9 Tangible assets

Office fixtures and fittings

	£
Cost	
At 1 January 2017	7,918,032
Additions	3,411,038
At 31 December 2017	11,329,070
Accumulated depreciation	
At 1 January 2017	3,074,105
Depreciation charged in the year	2,055,788
At 31 December 2017	5,129,893
Carrying amount	
At 31 December 2017	6,199,177
At 31 December 2016	4,843,927

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

10 Debtors

	2017 £	2016 £
Trade debtors	145,780	1,548,885
Deferred tax asset (note 14)	131,031	114,733
Amounts owed by group undertakings	7,866,019	6,237,223
Taxation and social security	704,697	488,157
Other debtors	982,998	227,587
Prepayments and accrued income	1,646,592	1,321,328
	<u>11,477,117</u>	<u>9,937,913</u>

Amounts owed by Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

11 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	1,525,753	1,960,575
Amounts owed to group undertakings	21,970,177	16,995,623
Other creditors	7,206	385,789
Accruals and deferred income	2,060,923	2,023,334
Finance leases (note 13)	804,632	824,421
	<u>26,368,691</u>	<u>22,189,742</u>

Amounts owed to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

12 Creditors: amounts falling due after more than one year

	2017 £	2016 £
Finance leases (note 13)	<u>423,946</u>	<u>1,274,136</u>

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

13 Finance lease obligations

	2017 £	2016 £
Future minimum finance lease payments:		
Not later than one year	830,399	880,577
Later than one year and not later than five years	427,333	1,303,289
Later than five years	-	-
Total gross payments	1,257,732	2,183,866
Less: finance charges	(29,154)	(85,309)
Carrying amount of liability	1,228,578	2,098,557

The finance lease relates to certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 36 months. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The finance lease is secured by a composite mortgage debenture over shares, rights and assets of Group subsidiaries.

14 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is an analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Asset 2017 £	Asset 2016 £
Fixed asset timing differences	131,031	114,733
Movements in the year:		2017 £
Asset at 1 January 2017		(114,733)
Credit to profit and loss		(16,298)
Asset at 31 December 2017		(131,031)

The company has an unrecognised deferred tax asset of £5,628 (2016: £5,628).

The net deferred tax asset expected to be utilised in 2018 is £nil.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

15 Retirement benefit schemes

Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees.

The charge to profit and loss in respect of the defined contribution scheme was £225,365 (2016: £216,113).

16 Share capital

	2017 £	2016 £
Ordinary share capital		
Issued and fully paid		
1 (2016: 1,000,001) shares of £1 each	1	1,000,001
	<u>1</u>	<u>1,000,001</u>
Reconciliation of movements for the year:		£
At 1 January 2017		1,000,001
Issue of fully paid shares		436,000
Reduction of share capital		(1,436,000)
At 31 December 2017		<u>1</u>

17 Contingent liabilities

The company is party to a composite mortgage debenture secured over all of its assets in favour of the Royal Bank of Scotland. The borrower is Knight Square Limited, a fellow group company. The loan and deferred interest payable outstanding in the books of Knight Square Limited at the Balance Sheet date was £28,000,000 (2016: £26,500,000) and £52,363 (2016: £65,917) respectively.

18 Operating lease commitments

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2017 £	2016 £
Within one year	302,880	178,597
Between two and five years	703,474	97,074
	<u>1,006,354</u>	<u>275,671</u>

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

19 Related party transactions

There are no transactions with related parties not wholly owned by the group headed by Knight Square Holdings Limited.

The company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned by the group headed by Knight Square Holdings Limited.

20 Controlling party

The immediate parent undertaking is Knight Square Limited.

The ultimate parent undertaking and controlling party of the company is Knight Square Holdings Limited, a company registered in England and Wales under registration number 07925023 which is the smallest and largest group for which group financials are prepared and are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.