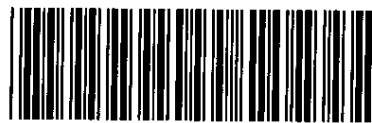


Company Registration No. 04352396 (England and Wales)

FIRSTPORT LIMITED
ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

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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
Bankers	NatWest Group 156 High Street Southampton Hampshire S014 2NP

FIRSTPORT LIMITED

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FIRSTPORT LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2021

FirstPort (the "Group") of which FirstPort Limited (the "Company") is a substantial part, is one of the UK's largest residential property services business, with over 40 years' experience and a large satisfied customer base.

Business Review

FirstPort Limited acts as a shared service centre for the FirstPort division, providing back office functions such as IT, finance 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. 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 future EBITDA growth and improve EBITDA margins.

FirstPort has continued to grow in 2021, making two strategic acquisitions that further strengthens its position as sector leader. On 4 October 2021, FirstPort acquired 100% of the share capital of Freemont Property Managers Limited ("Freemont") and on 8 November 2021, 100% of the share capital of the Arcturus Group ("Blenheims"). The combined acquisitions added c. 20,000 homes to the Group along with a letting operation in the South West.

Our purpose, vision and operating model for FirstPort are presented as follows:

Our purpose

FirstPort's primary objective is to ensure that residents living in developments it manages are safe and well-served within the legislative regime. Our almost 4,000 employees help us achieve this objective every day, caring for the places our customers call home. They do their utmost to ensure the buildings where our residents live and share with their neighbours, are safe, clean, and comfortable. Customers don't have to worry about finding the right supplier, getting the best deal, working out how to split the bill with their neighbours, or making sure there's enough money in their development's bank account to pay for everything – FirstPort manages all of that so our customers can get on with enjoying their homes and communities.

For our investor clients, our approach is centred on supporting their residents, tenants and the assets they own. We provide regular updates where necessary through our reporting tools to ensure investors have accurate and up-to-date information to make the decisions they need.

Whether we are managing a customer's home or a clients' asset, we seek to nurture strong relationships with all stakeholders to aid understanding and support their needs.

Our vision

Our vision is to be the nation's favourite residential property manager. We are working hard to reach this, setting high standards in our industry, doing business ethically and responsibly, and delivering services to customers and clients to help make home ownership in communal developments a positive experience.

Our operating model

FirstPort's business is structured into two operating divisions that are independent from each other, each with their own leadership teams, brands, and approaches – Residential services, and Asset management.

The residential services division, delivered under the FirstPort brand (Business to Consumer), comprises six operational areas that care for their specific customers through teams dedicated to deliver high-quality services tailored for that segment. The operational areas are Luxury, Large and Complex, Property Services, Estates, Build to Rent delivery, and Retirement.

The asset management division, delivered under the Mainstay brand (Business to Business), acts independently and provides confidence to clients that their assets are in safe hands. This division provides a range of services including lettings, residential asset management, and commercial facilities management.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Both divisions are supported by centralised, professional, in-house teams providing expertise across a wide range of areas to ensure customers and clients receive exceptional service.

Financial Review

Financial highlights for the Company

	2021	2020
Turnover (£'000)	30,793	25,775
EBITDA* (£'000)	658	1,814
Cash at bank and in hand (£'000)	248	882
Net assets (£'000)	8,963	23,370

*EBITDA is defined as profit before interest, tax, depreciation, amortisation and excludes one off exceptional items, losses on disposals of fixed assets and share-based payments.

Financial performance

Revenue for the year has increased to £30.8m (2020: £25.8m). After total administrative expenses of £35.4m (2020: £26.6m) and exceptional items, the Company showed an operating loss of £7.2m (2020: £2.9m). Exceptional costs in the year were £4.3m (2020: £2.5m) which mainly relate to transactional costs in relation to acquisitions in the year, restructuring costs incurred as a result of restructuring the Group and the deployment of the Group's digital transformation system.

Financial position

The Company had a net asset position of £9.0m (2020: £23.4m). The main drivers for the decrease being the loss in the year, an increase in external borrowings and amounts due to fellow group undertakings partially offset by an increase in investments. During the year, the Company acquired 100% of the share capital of Freemont Property Managers Limited and 100% of the share capital of the Arcturus Group.

Future developments

FirstPort has demonstrated its growth and resilience through 2021 and is well positioned to successfully meet the changing demands of an important and evolving industry. The business remains in a strong position moving out of 2021, having made two strategic acquisitions in year, possessing a record orderbook of new business to mobilise, a new industry-leading digital platform, and having commenced its diversification into the lettings market.

The Board remains committed to delivering people-first market-leading services through excellent customer service, new technology, and outstanding employee engagement. FirstPort is ready to build upon its position as a leading residential service provider.

On 25 March 2022, the Board agreed the sale of the Group to Emeria, subject to approval by the Financial Conduct Authority. We are extremely excited to be joining Emeria who are the European leader in residential real estates services. Following completion, the Group will remain operationally independent, with no impact to the Group's customers, clients, employees or suppliers.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Corporate Social Responsibility

The Group 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

FirstPort has achieved a five-star Health and Safety rating from the British Safety Council for six consecutive years, in addition to the British Safety Council's prestigious Sword of Honour in 2019. 2021 was no different but the Group went further by inviting ISO45001 safety assessors to scrutinise the management systems and processes in place. Two audits were performed in year by the British Safety Council and an accredited ISO partner which resulted in a successful outcome on both measures. The awards demonstrate not only that the Group has strong safety management systems and processes in place, but also has a company-wide culture of recognising and responding well to the risks of managing complex home environments with many users and stakeholders. Everyone in the company is proud of this 'safety first' culture and remains committed to it.

We take our safety obligations across 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. Risks are mitigated by our strong policies and health and safety culture, a safety risk register, continuous training and monitoring, and reporting of accidents and near misses.

Employees

We recognise that our people play a leading role in our service delivery and are central to how our brand is experienced in homes and in society. We are proud that our people bring diverse skills and experiences yet are united in their professionalism and dedication to caring for customers home environments in shared living communities. The growth in our business brings ever more diversity to celebrate and that growth saw the number of colleagues expand to almost 4,000 employees, all of whom have helped us become the business we are today.

We truly believe in the people we employ and, to support that belief, offer a wide range of tools and options to help them develop and progress their careers in the Group. We place great importance on ensuring colleagues are trained and able to realise their potential. Our management process helps identify any additional training required to help colleagues pursue and remain competent in their roles. Our e-learning platform includes modules designed to make sure we all act in a lawful and compliant way while conducting day-to-day duties including data privacy, anti-bribery and anti-money laundering, modern slavery, and health and safety legislation. For high-risk topics employees are required to complete this training annually as part of our governance framework.

To support employee growth online training modules also include a range of personal development topics, from presentation and time-management skills, through becoming a supervisor, to how to lead, mentor and coach others. Other routes to develop our people include a well-regarded graduate scheme, face-to-face training, involvement in projects and assignments, and webinars. Additionally, we operate a robust and active equal opportunity policy and pride ourselves on our diverse workforce. Our employees successfully bring together different competencies, skills and specialisms, educational backgrounds, ethnicity, religious beliefs, and physical abilities, and we judge performance without prejudice or discrimination. All colleagues are welcomed and supported in our inclusive culture that also enables and supports the recruitment of disabled workers. We continue to support our employees to pursue relevant professional qualifications, particularly with the Institute of Residential Property Management (IRPM). Should an existing employee's circumstance change, it is the Group's policy, wherever practicable, to provide continuing employment under normal terms and conditions and to provide training, support, career development and promotion wherever possible.

Our commitment to our employees is unwavering and we have again seen that recognised by the Top Employers Institute. Following a rigorous assessment in late 2021, FirstPort has been named one of the UK's 2021 Top Employers – a prestigious certification that we have now achieved for four consecutive years. This accreditation, alongside our 4.1 out of 5 rating on employee review site Glassdoor, sets FirstPort apart as a true industry leader.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

As a business we consult and discuss with colleagues, both individually and collectively, about any matters likely to impact their interests. We value open communication, with important information and updates shared with employees through regular news bulletins, as well as monthly CEO and executive updates, to ensure all our colleagues are aware of changes affecting our business. Our new colleague engagement platform is also playing its part in encouraging feedback and providing the analytics to help us continually improve. The Group also operates an annual bonus plan to encourage the involvement of employees.

We understand the importance of physical and mental wellbeing, and this is more important than ever in the unprecedented circumstances that the UK and the World have faced. Our employees' health and wellbeing are supported through our Employee Assistance Programme, as well as colleagues trained as Mental Health First Aiders. During COVID-19, regular communications and additional support have been provided to employees across the business, from sharing information on available mental health resources to tips for home-schooling parents.

Ethical standards and principles

Ethics and transparency are integral to how we do business, and the cornerstones of our corporate principles. We have strong corporate policies and safeguards in place, and a track record of abiding by and promoting high ethical standards. All our employees are responsible for adhering to our business practices, which follow both the letter and the spirit of the law, as well as our Code of Conduct that reflects the highest standards of corporate and individual behaviour.

Environmental and social responsibility

Ethics and transparency are integral to how we do business and the cornerstones of our principles. We have strong corporate governance policies and safeguards in place and a track record of abiding by and promoting high ethical standards. All our employees are responsible for adhering to our business practices which follow both the letter and the spirit of the law, as well as our Code of Conduct that reflects the highest standards of corporate and individual behaviour.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Principal Risks & Uncertainties

Risk	Risk Description	Mitigation
Health and safety (H&S*)	The risk of breaches of H&S standards resulting in 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 under the guidance of skilled H&S Director• Robust H&S culture with safety risk register
Contract retention	The risk associated to the dependency on key client/customer contracts and the loss of contracts	<ul style="list-style-type: none">• Delivery of high-quality customer service under standardised 'four pillars' approach• Maintaining a regular dialogue with individual and business customers• Commitment to the principles set out in its Customer Charter
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 on employees and third party supplier services• Policies and whistle-blower hotline
Economic risks and changes in market dynamics	Failure to respond effectively to developments in the broader economy, competition and other market or fiscal dynamics, including Brexit and the COVID-19 pandemic	<ul style="list-style-type: none">• Resilient UK based 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 debt covenants, credit risk, fraud risk and taxation	<ul style="list-style-type: none">• Experienced finance team• Financial control environment• Close monitoring of financial performance, debt covenants and credit risk by senior management• Board oversight of financial performance
Systems dependence and business continuity	The risk associated with the non-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• Cyber security accreditation

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Principal Risks & Uncertainties (continued)

Risk	Risk Description	Mitigation
Legal and regulatory compliance	The risk of failing to comply with relevant laws, regulations and Standards including Anti-Money Laundering, Corporate Criminal Offences, Gender Pay Reporting and Modern Slavery	<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• Maintenance of risk register for all current regulatory 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• Regular review of top talent in the organisation regardless of level by all executive members
Data protection and privacy risk	The risk of the loss or misuse of customer or employee data	<ul style="list-style-type: none">• Information security policies encompassing data protection• Investment in appropriate technology and staff• General data protection regulation (GDPR) steering committee• Breach register and ICO registration

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

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 Drive Topco Limited. 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

Our approach to internal control is delivered through senior management oversight via a dedicated internal governance and compliance team. The two responsible Executive Directors hold monthly internal control meetings with the governance team based on the Board's agreed risk framework, mitigating strategies, and the latest status of the risks. Any changes or matters of concern are reported to the full Board. As a company we also maintain and monitor a set of detailed policy documents across all areas of our operations, including health and safety, procurement, finance, and governance (including anti-bribery). We use the support of external experts to conduct ad hoc reviews of specific areas of the business that the Board considers may present significant risk.

Financial risk management

The Company's operations expose us to a variety of financial risks that include the effects of credit, liquidity, cashflow and interest rate risk. There are robust controls in place to limit any adverse impact on our Group's performance by monitoring potential financial risks. Given the business' size, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board.

Our Company's exposure to interest rate risk was assessed by management and considered low. We have a large base of UK residential and commercial customers, which reduces the concentration of credit risk. Where we transact with corporate customers, our credit control teams follow strict processes for managing and mitigating the risk of non-payment of charges.

The Company is part of the Drive Topco Limited group's cash management and forecasting processes which are in place to manage cash flow and liquidity within the existing Group financing arrangements.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Statement on the Directors' performance of their statutory duties in accordance with s172 (1) Companies Act 2006

The Directors of our Group act in accordance with a set of general duties, which are detailed in the UK Companies Act 2006. These include a duty to promote the success of the Group for the benefit of its members as a whole and to consider (amongst other matters):

- The likely consequences of any decision in the long term;
- The interests of the Group's employees;
- The need to foster the Group's business relationships with suppliers, customers and others;
- The impact of the Group's operations on the community and the environment;
- The desirability of the Group maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the Group.

Our Directors are briefed annually on their duties and they can access professional advice either through the Group or, an independent provider, as required.

The Board has reviewed their current approach to corporate governance and decision making, engagement with stakeholders and their impact on the environment. How the Board fulfils its duties under Section 172 (1) is summarised as follows:

Decision-making

The Board meets monthly with our senior executive management team to discuss key issues and to make sure that strategic plans are followed. Key actions are taken and communicated to the senior management team regularly along with the wider business to ensure transparency and to maintain focus on the business' key strategic goals. A monthly 'Business Buzz' video is distributed on the Group's internal platform where the Chief Executive Officer and other key Senior Managers cascade important messages to all employees.

The Board undertakes an in-depth review of the Group's strategy annually, based on a 5-year business plan. The approved plan then forms the strategic direction of the business with amendments made as and when necessary, during the reviews. The plan and strategy form the basis for financial budgets, resource plans and investment decisions. When making decisions relating to the business plan and future strategy, the Board takes into consideration a variety of matters including the interest of various stakeholders, the consequences of its decisions in the long-term and its reputation. For more information on our strategic developments in 2021, see pages 1 - 2.

The Board also maintains oversight of our performance and ensures that our management is acting in accordance with our strategy and plan. They also identify, evaluate, manage, and mitigate any risks we face. Details of these are covered on pages 5 and 6.

Principle decisions

On 4 January 2021, the UK Government announced a national lockdown in response to increased cases of Covid amongst the UK population. The lockdown included a stay-at-home order and banned non-essential travel. The Board considered the lockdown rules and guidance and determined that the majority of its workforce can work remotely. The Board approved flexible working for colleagues that could work from home and ensured essential travel documentation be made available for colleagues that were required to travel.

The Group has invested in the development of new technologies to improve the service delivery across the entire organisation. The Board considers innovation of better technologies to be a key priority where it can enhance the service delivery of our operational teams and streamline processes to make them more efficient. As a result, the Board approved further investment in its digital programme.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

During the year, opportunities to acquire new businesses into the Group have been presented to the Board. The Board takes into consideration their director's duties, notably their duty to promote the success of the business, when evaluating acquisition opportunities. Other key considerations are factored in, such as determining whether new opportunities can provide complimentary growth to the Group's existing service offerings.

Our people

Our people are central to the success of FirstPort and as such, keeping everyone informed and engaged has been a key priority of the leadership, especially throughout the pandemic period. Every one of us has experienced substantial change in workplace practices. A strong sense of trust and camaraderie supported by remote working technology has enabled us to stay connected and responsive to our colleagues, customers, and clients.

The Group made meaningful efforts to focus on wellbeing, whilst also placing an emphasis on employee communications. Initiatives include: a weekly communication round up, monthly video updates, and monthly management cascade packs. We also hosted a number of virtual 'All Colleague Calls', interactive colleague conversations. The Group also hosted an 'all company' virtual conference after the success of the 2020 virtual conference.

We gained valuable insight from surveys distributed to our people. We heard that they were missing the social interaction and collaboration that is achieved when colleagues come together face-to-face. In response to this feedback, the Group took the decision to introduce hybrid working practices across the business.

The Group implemented the concept of "pulse" surveys to capture real-time feedback from our people, with our first pulse survey being run in late 2021. The overview of the results provided a baseline score on specific topics to track trends and make more informed decisions with solid data. Introducing these "pulse" surveys across the business is an important first step toward understanding more about what's working and help provide additional insights and holistic, actionable results for people leaders at all levels of the business. One key outcome from these is for the Group to improve career pathways and maintain regular, open communication across all teams.

In our monthly Board report, there is an 'Our People' section to provide updates on key employee matters along with people metrics. We have closely monitored the impact of COVID-19 related absences and measure the impact on the business throughout the year.

Real-time recognition is central to the way we work, and during 2021 we implemented an online platform to provide real-time recognition to any colleague who demonstrates our values – this platform has proved to be extremely popular with colleagues and has allowed managers to provide instant recognition to their colleagues with over 7,500 recognitions being exchanged since launch. We believe this initiative will have a profound impact on performance and job satisfaction.

Development of new technologies continued, and the Group began to roll out its new technology in 2021. As expected, this had an impact to employees, both in terms of advanced operational systems and new ways of working as the technology seeks to remove administration and allow our people to spend more time with customers and clients. Regular communications from the CEO have taken place post roll out to address any issues and update on further enhancements to the technology. Roll out plans have been determined by employee feedback on business readiness with the Board not wanting to put undue strain on the workforce.

M&A opportunities are generally confidential by nature, however the Board gains assurance of these decisions from an employee perspective through a senior due diligence team that are close to the operations. An assessment on culture and long term fit of any potential M&A opportunities is also carried out to gain comfort no major conflicts will arise. Following a detailed due diligence process, a presentation and report is submitted to the Board summarising findings, allowing the Board to make an informed decision based on what is best for both Group and its employees.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

The Group aims to ensure everyone is treated fairly and equitably and there are arrangements in place to prevent discrimination in the workplace. A dedicated HR team is available to support employees and there is a dedicated whistleblowing hotline if an employee wishes to raise a serious matter, this can be done anonymously. Any matters arising from any whistleblowing is recorded in our whistleblowing register and reviewed by the Risk & Governance Committee, a sub-committee of the Executive Management Board.

Our employees have access to our Employee Assistance Programme, which is managed by an independent third party, as well as internal colleagues trained as Mental Health First Aiders. Our weekly communications have a 'Wellbeing Spotlight' and we have built a wellbeing hub of resources on our intranet.

Our e-learning platform is well utilised from an induction and training compliance perspective. Training subjects include data privacy, anti-bribery and anti-money laundering, modern slavery and health and safety legislation. We recognise the importance of developing our people and their capability and 2021 has seen us focus our training in new operational systems.

Please refer to pages 3 and 4 for more details on our people.

Community and environment

We are always looking for ways to manage the impact our operations have on our environmental and continue to seek methods to neutralise our carbon emissions. As part of the Group, our approach actively manages, and looks to continuously improve, our emissions, energy, waste management, recycling and any other aspect that touches our colleagues, customers, clients and suppliers. For example, we use video and telephone conferencing facilities rather than travel to meetings, where possible and we take time to identify practical ways to reduce the environmental impact of our communications to our customers through our newly deployed digital capabilities.

In 2021, we obtained ISO 14001, the international standard for the environment which is an important standard to help us increase environmental awareness and minimise our impact on Earth. Being certified to ISO 14001 illustrates to our customers, suppliers and external stakeholders that the Group is committed to being an environmentally sustainable organisation, which can inspire both increased sales, as well as overcoming regulatory barriers. Regulators and customers alike are increasingly demanding environmental impacts be taken into account by the organisation they're purchasing from or working with.

As a business we also recognise the importance of contributing to wider society. Following feedback from our colleagues and significant internal wellbeing efforts on mental health during the pandemic, the Group partnered with the mental health charity mind and their equivalent in Scotland, SAMH, in 2021. This partnership will show our caring character again by empowering the charities to reach more people nationally through our collective efforts.

Corporate governance and reputation of high standards of business conduct

In 2020, we worked with external advisors to carry out a gap analysis of our overall corporate governance structure, including environmental and social governance. The Wates Corporate Governance Principles (the "Wates Principles") for large private companies have been used to benchmark the Group's governance structure. The Board will continue to work towards improving its corporate governance practices in line with the Wates Principles and drive to meet these standards. Details are provided on page 7.

Our purpose and our operating model provide the key elements of how the Group maintains a reputation for high standards of business conduct.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Stakeholder engagement

Our Board ensures that positive stakeholder engagement exists at all levels across the business, and that decisions put customers first. However, with a wide stakeholder base that includes customers, clients, suppliers, employees, and society more widely, decisions also take all of these audiences into account.

The Board will sometimes engage directly with key stakeholders on certain issues, but the size and distribution of our stakeholders and our Group means that stakeholder engagement often takes place at an operational level.

Senior management hold monthly meetings with key clients to review our services in their respective portfolios. This enables us to highlight any issues raised by our clients and act transparently. The Board is regularly updated by senior management on the progress of any matters raised in the client engagement meetings.

The Board considers and discusses information from across the organisation to help it understand the impact of the Group's operations and the interests and views of key stakeholders. It also reviews strategy, financial and operational performance, as well as key risks and regulatory compliance. This information is provided to the Board through reports sent in advance of each Board meeting and via presentations.

The Board understands the importance of developing and maintaining good relationship with the Group's supply chain. Due to the nature of the services, we offer, we have a diverse mix of large national suppliers and local suppliers. Whilst engagement with our suppliers mainly takes place at an operational level through our centralised procurement team, any developments which could materially impact the organisation are reported back to the Board. The Board will also review and approve key material contracts with its supply chain.

Customer research is conducted with both residential customers and resident management company directors to ensure the business understands what's important to these stakeholders.

The business continues to proactively engage with key stakeholders on the building and fire safety challenges facing leaseholders across the country, including engaging with Government to try and find practical solutions for homeowners, as well as working with clients, suppliers, and customers to help remediate buildings. In the light of the unprecedented, challenging circumstances these customers are facing, we are pleased to have announced in early 2021 a no-profit pledge, committing to only recover our costs on our work supporting customers whose buildings are being remediated via the Government's non-ACM cladding replacement fund.

Engagement in action

Over the year we held:

- Internal staff committee meetings to discuss health and safety and the ways it can be improved across both the business and the developments in our care. The findings were presented back to the Board who approved the formation of a new building safety team to deal with developments that fall under the new regulatory requirements.
- A formal ESG committee has been set up which meets once a quarter. Informal meetings between ESG committee members are held every two weeks. Updates to the Board are provided through the Board report with approval sought where appropriate.
- Regular engagement between our executive members and all employees through recorded and live videos, an internal social media system and a virtual company conference accessible for all employees to view and provide feedback on. After the success of first virtual conference in 2020, a virtual conference for all employees was held in 2021. It led a great feedback loop to capture employee sentiment, especially in such unprecedented times.
- Implementation of "pulse" surveys to capture real time feedback from our people, the first of which was held towards the end of 2021. One key outcome from this is for the Group to improve career pathways. In 2022, the Group will focus on how we promote and increase career moves and look to introduce new leadership and management development programmes.

FIRSTPORT LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

- Monthly meetings with key clients with their progress reported back to the executive management team and Board of Directors. The meetings have allowed our service model and proposition to evolve with our customer's needs and continue to improve our service offering in the market.
- Meetings with key suppliers to review service levels to ensure good service delivery. These provided better understanding for suppliers around our business and goals, enabling a mutually beneficial sustainable relationship. They also gave suppliers the opportunity to showcase where else they may be able to support us. Key updates are provided in Board meetings.
- The Group conducted its second customer survey towards the end of 2021 to help shape customer delivery and focus on improvements.

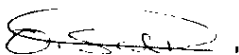
Shareholders

Our majority shareholder appointed two Non-executive directors to the Board, who contribute to the strategic direction of the Group.

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

17 May 2022

FIRSTPORT LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2021

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

Principal activities

The principal activity of the Company continued to be that of the provision of shared services to fellow subsidiary companies.

Directors

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

O Saleh
N Howell

Results and dividends

The results for the year are set out on page 15.

No ordinary dividends were paid (2020: £nil). The directors do not recommend payment of a final dividend (2020: £nil).

Directors' insurance

The Group 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 Group. This is a qualifying third party indemnity provisions made for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Financial risk management

Information on financial risk management is included in the Strategic report on page 7.

Stakeholder engagement and principal decisions

Information on stakeholder engagement and principal decisions is included in the s172 (1) statement in the Strategic Report on pages 10 and 11.

Disabled persons

Information on disabled persons is included in the Strategic Report on pages 3 and 4.

Employees

Information on employees is included in the Strategic Report on pages 3 and 4. Further information on employee engagement is included in the s172 (1) statement in the Strategic Report on pages 9 and 10.

Future developments

The future developments of the business are discussed in the Strategic Report on page 2.

Going concern and post balance sheet events

On 25 March 2022, the Board executed a sale and purchase agreement for the sale of 100% of the issued share capital of Drive Topco Limited to Emeria UK Res Newco Limited ("Emeria"), the European leader in residential real estate services. Completion of this transaction is subject to approval by the Financial Conduct Authority. The Directors have considered the impact of this in assessing the Group's ability to continue as a going concern. The Directors believe that there is no reason there will be any impact on the Group's ability to continue to operate as a going concern. Further information on this and going concern is included in note 1.4

FIRSTPORT LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

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 company 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, 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 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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for 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.

On behalf of the Board



O Saleh
Director

17 May 2022

FIRSTPORT LIMITED

STATEMENT OF COMPREHENSIVE INCOME AND STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2021

PROFIT AND LOSS ACCOUNT

	Note	2021 £	2020 £
Turnover	3	30,792,748	25,774,653
Administrative expenses		(35,428,813)	(26,646,331)
Other operating income	4	1,781,456	538,218
Exceptional items	5	(4,320,073)	(2,537,314)
Operating loss	6	(7,174,682)	(2,870,774)
Interest receivable from group undertakings		567,194	2,115,657
Interest payable and similar expenses	11	(6,974,089)	(5,715,248)
Loss before taxation		(13,581,577)	(6,470,365)
Tax on loss	12	(863,973)	(1,223,842)
Loss for the financial year		(14,445,550)	(7,694,207)

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

STATEMENT OF COMPREHENSIVE INCOME

	2021 £	2020 £
Loss for the year	(14,445,550)	(7,694,207)
Other comprehensive income	-	-
Total comprehensive (expense)/income for the year	(14,445,550)	(7,694,207)

FIRSTPORT LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2021

	Notes	2021 £	£	2020 £	£
Fixed assets					
Intangible assets	13	15,428,740		13,567,756	
Tangible assets	14	2,050,710		2,190,033	
Investments	15	91,669,024		82,859,834	
		<u>109,148,474</u>		<u>98,617,623</u>	
Current assets					
Debtors	17	56,663,497		58,378,735	
Cash at bank and in hand		248,141		881,953	
		<u>56,911,638</u>		<u>59,260,688</u>	
Creditors: amounts falling due within one year	18	<u>(58,167,522)</u>		<u>(40,325,535)</u>	
Net current (liabilities)/assets			(1,255,884)		18,935,153
Total assets less current liabilities			<u>107,892,590</u>		<u>117,552,776</u>
Creditors: amounts falling due after more than one year	19		(97,337,335)		(93,453,873)
Provisions for liabilities			(1,592,658)		(728,685)
Net assets			<u>8,962,597</u>		<u>23,370,218</u>
Capital and reserves					
Called up share capital	23	34,580,845		34,580,845	
Profit and loss reserves		(25,618,248)		(11,210,627)	
Total equity			<u>8,962,597</u>		<u>23,370,218</u>

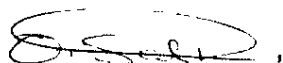
For the financial year ended 31 December 2021 the company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The notes on pages 18 to 46 form an integral part of these financial statements.

The financial statements on pages 15 to 46 were approved by the board of directors and authorised for issue on 17 May 2022 and are 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 2021

	Notes	Share capital £	Revaluation reserve £	Profit and loss reserves £	Total £
Balance at 1 January 2020		34,580,845	92,925	(3,622,591)	31,051,179
Year ended 31 December 2020:					
Loss and total comprehensive income for the year		-	-	(7,694,207)	(7,694,207)
Credit to equity for equity settled share-based payments	10	-	-	13,246	13,246
Transfers		-	(92,925)	92,925	-
Balance at 31 December 2020		34,580,845	-	(11,210,627)	23,370,218
Year ended 31 December 2021:					
Loss and total comprehensive income for the year		-	-	(14,445,550)	(14,445,550)
Credit to equity for equity settled share-based payments	10	-	-	37,516	37,516
Balance at 31 December 2021		34,580,845	-	(25,618,248)	8,962,597

FIRSTPORT LIMITED

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

1 Accounting policies

General Information

FirstPort Limited is a private company limited by shares incorporated in the United Kingdom. The registered office is Queensway House, 11 Queensway, New Milton, Hampshire, United Kingdom, BH25 5NR.

1.1 Statement of compliance

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

The financial statements present information about the Company as an individual undertaking and not about its Group. The Company has not prepared group financial statements as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of Drive Topco Limited and its results are included in the consolidated financial statements of that entity.

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.

FIRSTPORT LIMITED

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

1 Accounting policies

(Continued)

1.4 Going concern

The operations of the Company are managed as part of the Group. The Company is funded via the Group's bank facilities, held in this Company, 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 the Directors 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 in FirstPort, and accordingly the Group's 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 for a period of at least 12 months from the signing date of these accounts.

As part of assessing the ability to continue as a going concern, the Group has also considered any related potential economic downturn on its business. During this assessment, management conducted an alternative forecast taking into account a severe but plausible change in trading performance up to the end of June 2023. The model assumed a significant reduction in its transactional revenue lines with no cost reduction methods projected to offset the impact. In this "severe" scenario, sufficient liquidity and headroom on the Group's covenants were demonstrated. The Group operates as a resilient business and has the capabilities to continue to operate for the foreseeable future and for at least the period of twelve months following the date of approval of these financial statements. The Group generated operating cash in 2021 and ended the year with £3,720k cash and £4,500k unutilised revolving credit facility.

The Directors of the Company have received confirmation that Drive Topco Limited intends to provide financial support for a period of at least 12 months from the date of signing these financial statements. As with any company placing reliance on other Group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue, although at the date of approval of these financial statements, they have no reason to believe that it will not do so.

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.

On 25 March 2022, the Board executed a sale and purchase agreement for the sale of 100% of the issued share capital of Drive Topco Limited to Emerica UK Res Newco Limited ("Emerica"). Completion of this transaction is subject to approval by the Financial Conduct Authority and is expected to complete within the next 12 months. The Directors have considered the impact of this in assessing the Group's ability to continue as a going concern. The Group's forecast to June 2023, including the "severe" scenario described above, shows that the Group will generate cash with a positive cash balance and so isn't reliant on any further funding. The Directors have held numerous discussions with Emerica and reviewed various documents as part of the sale process in regards to Emerica's financing and future plans and intentions of the Group. The Directors are satisfied that Emerica have sufficient financing in place and that post-completion, the Group will remain operationally independent as the UK subsidiary of Emerica, with the Group's existing management team remaining in place. Based on the above and on the Directors discussions with Emerica, there is no reason for the Directors to believe that there will be any impact on the Group's ability to continue to operate as a going concern.

FIRSTPORT LIMITED

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

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, Drive Topco 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 Drive Topco 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 Drive Topco Limited; and

(iv) from disclosing related party transactions, required under FRS 102 paragraph 33.9, on the basis that Drive Topco 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 recharges

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 in a financial year that are not part of the underlying trading business, that have a material impact on the Company's financial results as 'exceptional items'. These are disclosed separately to provide a fair view of the financial performance of the Company.

FIRSTPORT LIMITED

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

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 plan

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 Company 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 2021

1 Accounting policies

(Continued)

1.9 Taxation

Taxation credit 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.

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.

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 the 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.

1.10 Intangible fixed assets other than goodwill

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	straight-line over 3 to 10 years
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FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

Costs associated with maintaining computer software are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefit;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

1.11 Tangible fixed 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 on other assets is calculated, using the straight-line method, to allocate the depreciable amount to their residual values over their estimated useful lives, as follows:

Office equipment, fixtures and fittings	straight-line over 3 to 5 years
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

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.

FIRSTPORT LIMITED

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

1 Accounting policies

(Continued)

1.12 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.

1.13 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.14 Impairment of fixed 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 years. A reversal of an impairment loss is recognised in the profit and loss account. Goodwill is allocated on acquisition to the cash-generating unit expected to benefit from the synergies of the combination. Goodwill is included in the carrying value of cash-generating units for impairment testing. Any previous impairment of goodwill is not reversed.

1.15 Cash and cash equivalents

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

1.16 Financial instruments

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

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

(i) Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled; or (b) 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 loans, loans from 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 receipts 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. Accounts 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

(i) 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.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

The Group adopts the accrual model relating to Government grants. Government grants relating to turnover are recognised as income over the periods when the related costs are incurred.

FIRSTPORT LIMITED

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

1 Accounting policies

(Continued)

1.18 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.

1.19 Related parties

The Company discloses transactions with related parties not wholly owned by Drive Topco Limited. It does not disclose transactions with other group companies wholly owned by Drive Topco Limited.

1.20 Share Based Payments

Where equity settled share-based payment awards are made to employees, the fair value of the awards at the date of grant is charged to profit or loss over the vesting period with a corresponding increase in equity being recognised through retained earnings.

Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the value of awards that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the awards granted. As long as all other vesting conditions are satisfied, a charge is made to profit or loss irrespective of whether any market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

2 Judgements and key sources of estimation uncertainty

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

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.

FIRSTPORT LIMITED

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

3 Turnover and other revenue

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 Other Operating Income

	2021 £	2020 £
R&D expenditure credit	728,616	385,511
Government grant	28,768	152,707
Building Safety Fund	1,024,072	-
	<u>1,781,456</u>	<u>538,218</u>

R&D expenditure credit relates to an R&D tax claim made on the Group's development of its digital project.

Government grant relates to the UK Government's Coronavirus Job Retention Scheme (CJRS). The Group furloughed employees in line with the CJRS and recognised £29k (2020: £153k) in the year as other income. There are no contingencies attached to the CJRS.

Building Safety Fund relates to income the Group has charged for its activities in helping developments apply for funding to subsequently remediate their cladding safety issues. The Group has not made a profit in these activities and this income is based on £1,024k of costs incurred in relation to these activities in 2021 sitting within administrative expenses. The Group is only recovering its costs incurred in relation to managing the remediation process.

5 Exceptional items

	2021 £	2020 £
M&A costs	1,562,960	1,545,213
Third party systems cost	1,385,810	-
Restructure costs	866,518	671,780
Building safety costs	375,485	-
Other exceptional items	129,300	320,321
	<u>4,320,073</u>	<u>2,537,314</u>

M&A costs relate to costs incurred on the acquisition of Freemont & Blenheims (2020: Mainstay and Chamonix) such as professional fees and integration costs. These are non-underlying in nature.

Third party system support are costs relating to the roll out of the Group's digital transformation system and are one-off in nature.

Restructure costs incurred as a result of the acquisitions and are non-underlying in nature.

Building safety costs are one-off costs incurred in setting up systems and processes in assisting developments to apply for Government support. These costs are not being recovered and do not form part of the costs being recovered in note 4.

Other exceptional items primarily relate to professional fees incurred in transitioning its loans from a LIBOR to SONIA basis (see note 20).

FIRSTPORT LIMITED

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

6 Operating loss

	2021	2020
	£	£
Operating loss for the year is stated after charging/(crediting):		
Government grants	(28,768)	(152,707)
Research and development tax credit	(728,616)	(385,511)
Depreciation of owned tangible fixed assets	1,777,764	1,764,183
Loss on disposal of tangible fixed assets	49,145	55,000
Amortisation of intangible assets	1,834,895	496,754
Share-based payments	37,516	13,246
Operating lease charges	669,549	1,143,397

7 Auditors' remuneration

	2021	2020
	£	£
Fees payable to the Group's auditors and its associates:		
For audit services		
Audit of financial statements of Drive Topco Limited Group	412,440	421,814
For other services		
Audit-related assurance services	9,163	31,346
Taxation compliance services	-	22,250
Other taxation services	111,500	129,180
All other non-audit services	443,875	5,780
	564,538	188,556

The Company incurs all fees in relation to the Group audit of the Drive Topco Limited group of companies.

The taxation compliance, taxation advisory and other services have not been allocated to subsidiary companies.

8 Employees

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

	2021	2020
	Number	Number
Office and management	400	329

FIRSTPORT LIMITED

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

8 Employees

(Continued)

Their aggregate remuneration comprised:

	2021 £	2020 £
Wages and salaries	16,358,619	13,003,205
Social security costs	1,584,952	1,327,472
Pension costs	594,721	543,899
Share based payments	37,516	13,246
Total aggregated remuneration before capitalised costs	18,575,808	14,887,822
Less capitalised costs	(48,587)	(789,964)
Aggregated remuneration charged to profit and loss	18,527,221	14,097,858

During the year ended 31 December 2020, FirstPort Limited capitalised wages and salaries of £42,158 (2020: £684,133), social security cost of £4,734 (2020: £74,494) and other pension cost of £1,695 (2020: £31,388). Capitalised wages forms part of the cost of internally developed software.

9 Directors' remuneration

The directors are remunerated by Drive Bidco Limited as their services to the Company are merely incidental to their employment in other divisional companies. Details of the directors' remuneration can be found in the financial statements of Drive Bidco Limited.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

10 Share-based payment transactions

The Company, from time to time, issues certain employees with shares in order to incentivise the holders to grow the value of the Group. There were no new shares issued during the year and as at 31 December 2021 (2020: 5,357).

In the event that a holder of B Ordinary Shares leaves the employment of the Group, Drive Topco has the right but not the obligation to require the holder to transfer their B Ordinary Shares to an employee of the Group or an employee trust established for the benefit of employees of the Group.

The price that a holder of B Ordinary Shares receives for such a transfer depends upon, inter alia, the date on which the holder leaves and the manner in which they leave. The price varies between the 'fair price' of the shares (this being a price determined by the transferor and remuneration committee or, in the absence of agreement, an independent expert) and the price the holder paid for the share.

In all other respects the B Ordinary Shares rank pari passu with the A Ordinary Shares of the Company (the only other class of shares in issue) as regards voting rights, rights to dividends and rights on a return of capital.

The issue of the B Ordinary Shares has been accounted for as an equity settled share-based payment arrangement in accordance with the accounting policy described in note 1.20.

The fair value of the shares issued under this arrangement has been measured by reference to the expected future value of the Group at an assumed exit date, this being the date of sale, asset sale, listing or winding-up. The main steps in the valuation approach were as follows:

- Step 1 - estimating the enterprise value of the Group at the date the B Ordinary Shares were issued
- Step 2 - simulating the future enterprise value of the Group using a Monte-Carlo valuation model through to the assumed exit date
- Step 3 - deriving the value attributable to the holders of the A Ordinary Shares and B Ordinary Shares of the Company by deducting net debt at the assumed exit date
- Step 4 - allocating the proportion of the equity value to the B Ordinary Shares
- Step 5 - discounting the equity value back to the date the B Ordinary Shares were issued using the risk-free rate and expected time to the assumed exit date.

During the year ended 31 December 2021, the Company has recognised a total expense of £37,516 (2020: £13,246) in profit and loss in relation to the above described share-based arrangement.

11 Interest payable and similar expenses

	2021	2020
	£	£
Interest on bank overdrafts and loans	6,086,986	5,127,705
Loan fee amortisation	887,103	587,543
	<u>6,974,089</u>	<u>5,715,248</u>

Debt issue costs, including loan amortisation fees, which are directly incurred in arrangement of borrowing facilities are included within the calculation of the effective interest rate on the borrowing, but are disclosed separately as the Company consider this information aids in the understanding of the total financing costs.

FIRSTPORT LIMITED

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

12 Taxation

	2021 £	2020 £
Current tax		
UK corporation tax on profits for the current period	-	14,993
Deferred tax		
Origination and reversal of timing differences	861,355	680,700
Changes in tax rates	175,513	5,051
Adjustment in respect of prior periods	(172,895)	523,098
Total deferred tax	863,973	1,208,849
Total tax charge	863,973	1,223,842

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

	2021 £	2020 £
Loss before taxation	(13,581,577)	(6,470,365)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	(2,580,500)	(1,229,369)
Tax effect of expenses that are not deductible in determining taxable profit	122,565	591,460
Adjustments in respect of prior years	8,775	14,993
Effect of change in corporation tax rate	382,238	5,051
Group relief	3,427,128	1,251,808
Research and development tax credit	(138,437)	(73,247)
Other permanent differences	-	3,659
Deferred tax adjustments in respect of prior years	(172,895)	523,098
Transfer pricing	(138,753)	136,199
Fixed asset differences	(46,148)	190
Taxation charge for the year	863,973	1,223,842

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. This increase has since been substantively enacted, therefore Deferred tax balances at 31 December 2021 were measured at 25% (2020: 19%).

FIRSTPORT LIMITED

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

13 Intangible fixed assets

	Software £
Cost	
At 1 January 2021	14,279,301
Additions - internally developed	3,695,872
Disposals	(379,257)
At 31 December 2021	17,595,916
Amortisation and impairment	
At 1 January 2021	711,545
Amortisation charged for the year	1,834,895
Disposals	(379,264)
At 31 December 2021	2,167,176
Carrying amount	
At 31 December 2021	15,428,740
At 31 December 2020	13,567,756

Included within Software is the Group's new digital platform that was completed in the year. The recoverable amount of this asset has been determined by comparing the higher of the value in use and selling price less costs to sell; being in this instance the value in use. The value in use exceeds the carrying amount and therefore no impairment has been recorded in the year (2020: nil).

FIRSTPORT LIMITED

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

14 Tangible fixed assets

	Office equipment, fixtures and fittings £
Cost	
At 1 January 2021	14,366,891
Additions	1,687,083
Disposals	(10,335,611)
At 31 December 2021	5,718,363
Depreciation and impairment	
At 1 January 2021	12,176,858
Depreciation charged in the year	1,777,764
Eliminated in respect of disposals	(10,286,969)
At 31 December 2021	3,667,653
Carrying amount	
At 31 December 2021	2,050,710
At 31 December 2020	2,190,033

15 Fixed asset investments

	Notes	2021 £	2020 £
Investments in subsidiaries	29	91,669,024	82,859,834

The Company has not designated any financial assets that are not classified as financial assets at fair value through profit or loss.

During the year, the company acquired 100% of the share capital of Freemont Property Managers Limited and 100% of the share capital of the Arcturus Group. Refer to note 16 for information on these acquisitions.

FIRSTPORT LIMITED

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

15 Fixed asset investments

(Continued)

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2021	82,859,834
Additions	8,809,190
At 31 December 2021	91,669,024
Carrying amount	
At 31 December 2021	91,669,024
At 31 December 2020	82,859,834

16 Acquisitions

On 4 October 2021 the Company acquired 100% shareholding of Freemont Property Managers Limited.

	Fair Value £
Intangibles assets	1,183,000
Tangibles assets	14,862
Trade and other receivables	39,976
Trade and other payables	(286,254)
Corporation tax	(16,884)
Deferred tax	(299,378)
Cash and cash equivalents	298,010
Total identifiable net assets	933,332
Goodwill	1,117,677
Total consideration	2,051,009
Satisfied by:	£
Cash	1,952,673
Directly attributable cost	98,336
	2,051,009

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

16 Acquisitions

(Continued)

Contribution by the acquired business for the reporting period since acquisition:	£
Turnover	297,634
Loss after tax	(24,823)

Upon acquisition, the business had net assets with a fair value of £934k. Included in the fair value adjustments are the recognition of intangible assets relating to the acquired business's customer relationships and brand identified and its fair value was measured at £1,080k and £103k respectively. A deferred tax liability of £296k has been recognised on the intangible assets which has been added to goodwill.

The goodwill of £1,118k from the acquisition is attributable to the expertise and experience of the workforce acquired, the customer relationships and economies of scale expected from combining the operations into the Group. Management has estimated the useful life of the goodwill to be 20 years.

The customer relationships intangible assets has been attributed a useful life of 10 years and brands intangible asset has been attributed a useful life of 7 years. The useful life is based on the period of when the majority of the value is generated.

On 8 November 2021 the Company acquired 100% shareholding of Arcturs Group.

	Fair Value £
Intangibles assets	3,112,000
Trade and other receivables	994,551
Trade and other payables	(791,408)
Corporation tax	(230,384)
Deferred tax	(778,000)
Cash and cash equivalents	193,147
Total identifiable net assets	2,499,906
Goodwill	4,258,275
Total consideration	6,758,181
Satisfied by:	£
Cash	6,607,181
	151,000
	6,758,181

FIRSTPORT LIMITED

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

16 Acquisitions

(Continued)

Contribution by the acquired business for the reporting period since acquisition:	£
Turnover	572,904
Profit after tax	78,034

Upon acquisition, the business had net assets with a fair value of £2,500k. Included in the fair value adjustments are the recognition of intangible assets relating to the acquired business's customer relationships and brand identified and its fair value was measured at £2,602k and £510k respectively. A deferred tax liability of £778k has been recognised on the intangible assets which has been added to goodwill.

The goodwill of £4,258k from the acquisition is attributable to the expertise and experience of the workforce acquired, the customer relationships and economies of scale expected from combining the operations into the Group. Management has estimated the useful life of the goodwill to be 20 years.

The customer relationships intangible asset has been attributed a useful life of 10 years and brands intangible asset has been attributed a useful life of 10 years. The useful life is based on the period of when the majority of the value is generated.

17 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Trade debtors	132,649	87,699
Corporation tax recoverable	-	1,312,101
Amounts owed by group undertakings	52,394,184	54,726,816
Other debtors	949,059	719,544
Prepayments and accrued income	3,187,605	1,532,575
	<u>56,663,497</u>	<u>58,378,735</u>

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

18 Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	3,186,131	2,134,151
Amounts owed to group undertakings	50,408,610	34,945,258
Other creditors	428,189	209,906
Accruals and deferred income	4,144,592	3,036,220
	<u>58,167,522</u>	<u>40,325,535</u>

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

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

19 Creditors: amounts falling due after more than one year

	Notes	2021 £	2020 £
Other borrowings	20	97,337,335	93,453,873
		<u>97,337,335</u>	<u>93,453,873</u>

20 Bank loans and overdrafts

	2021 £	2020 £
Bank loans	100,700,000	97,700,000
Deferred financing cost	(3,362,665)	(4,246,127)
	<u>97,337,335</u>	<u>93,453,873</u>
Payable after one year	<u>97,337,335</u>	<u>93,453,873</u>

Bank loans

The Company has a £105.2m bank facility comprising of the following:

Bank facility term schedule:

	Nominal Interest rate	Termination date	Repayment	Credit Facility £
Term loan facility B1	SONIA + 2.50%	09-Oct-25	At termination date	12,100,000
Term loan facility B2	SONIA + 6.25%	09-Apr-26	At termination date	52,100,000
Term loan acquisition/capex facility	SONIA + 6.25%	09-Apr-26	At termination date	10,000,000
Revolving facility	SONIA + 2.50%	09-Oct-25	At termination date	7,500,000
Additional Super Senior Facility	SONIA + 2.75%	09-Oct-25	At termination date	4,000,000
Additional Unitranche Facility	SONIA + 7.50%	09-Apr-26	At termination date	7,000,000
Second Additional Unitranche Facility	SONIA + 6.50%	09-Apr-26	At termination date	12,500,000
				<u>105,200,000</u>

As at 31 December 2021 £3m (2020: £nil) of the revolving facility had been drawdown.

The nominal interest rate in the table above is conditional and depends on the financial performance of the Group. The current rate disclosed is based on the current financial performance.

FIRSTPORT LIMITED

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

20 Bank loans and overdrafts

(Continued)

Interest on the facility is cash settled on a six monthly basis. A commitment fee is charged on the undrawn amount on a three monthly basis. During the year, the Group transitioned all facilities from a LIBOR to SONIA basis following the cessation of LIBOR on 31 December 2021.

The facility is held by FirstPort Limited and is secured against the shares and assets of Knight Square Limited and its subsidiaries.

The financial covenants attached to the £105.2m bank facility were tested as at year end. Compliance with covenants in respect of the external bank debt has been assessed to June 2023 with no breaches forecast.

Deferred financing costs

Deferred financing costs are amortised over the period of the revolving credit facility which makes up the effective interest rate.

21 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:

	Liabilities 2021 £	Liabilities 2020 £
Balances:		
Tax losses	(1,739,339)	(1,390,425)
Fixed asset timing differences	3,331,997	2,119,110
	<u>1,592,658</u>	<u>728,685</u>
Movements in the year:		2021 £
Liability at 1 January 2021		728,685
Charge to profit or loss		863,973
Liability at 31 December 2021		<u>1,592,658</u>

The Company has an unrecognised deferred tax asset of £nil (2020: £nil).

FIRSTPORT LIMITED

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

22 Retirement benefit schemes

	2021	2020
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	594,721	543,899

The Company operates a defined contribution pension scheme for all qualifying employees in the Group.

23 Called up share capital

	2021	2020
	£	£
Ordinary share capital		
Issued and fully paid		
34,580,845 (2020: 34,580,845) shares of £1 each	34,580,845	34,580,845

The Ordinary shares carry one vote per share, the right to receive dividends and the right to a return of capital.

24 Financial commitments, guarantees and contingent liabilities

The Company is party to a Group Debenture secured over all of its assets in favour of Lucid Trustee Services Limited as a Security Agent acting on behalf of NatWest and Pembertons. The Borrower is FirstPort Limited, a subsidiary company. The loan balance, excluding deferred financing cost, and accrued interest payable outstanding at the balance sheet date were £100,700k and £1,285k respectively (2020: £97,700k and £1,205k).

25 Operating lease commitments

Lessee

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

	2021	2020
	£	£
Within one year	414,267	689,390
Between two and five years	531,432	1,513,340
	945,699	2,202,730

26 Related party transactions

There are no transactions with related parties not wholly owned by the group headed by Drive Topco 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 Drive Topco Limited.

FIRSTPORT LIMITED

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

27 Ultimate controlling party

The immediate parent undertaking is Knight Square Limited.

In the opinion of the directors, the ultimate controlling party is funds managed by Equistone Partners Europe Limited. Equistone Partners Europe Limited is registered in England and Wales.

Drive Topco Limited, a company registered in the United Kingdom under registration number 12043031, is the parent undertaking of the smallest and largest group of undertakings for which group financial statements are prepared

The consolidated financial statements of Drive Topco Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ or from the Company's registered office at Queensway House, 11 Queensway, New Milton, Hampshire, UK, BH25 5NR.

28 Events after the reporting date

On 25th March 2021, the board of directors of the Group executed a sale and purchase agreement for the sale of 100% of the issued share capital of Drive Topco Limited to Emeria Res UK Newco Limited. Completion of this transaction remains subject to approval by the Financial Conduct Authority.

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

29 Subsidiaries

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

Name of undertaking	Company Registration No.	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Balfour Homes Management Limited	United Kingdom No. 1986825 *	Dormant	Ordinary Shares	-	100.00
Brook Farm Court Management Limited	United Kingdom No. 2368738 *	Dormant	Ordinary Shares	-	100.00
Cavendish Management (Norwich) Limited	United Kingdom No. 1831847 *	Dormant	Ordinary Shares	100.00	-
Consort Property Management Limited	United Kingdom No. 3479620 *	Dormant	Ordinary Shares	100.00	-
Edgewood Management Services Limited	United Kingdom No. 2948602 *	Dormant	Ordinary Shares	-	100.00
Edgewood Retirement Developments Limited	United Kingdom No. 2086525 *	Dormant	Ordinary Shares	-	100.00
Ferndale Retirement Management Limited	United Kingdom No. 1709679 *	Dormant	Ordinary Shares	-	100.00
FirstPort Bespoke Property Services Limited	United Kingdom No. 1623496 *	Property management	Ordinary Shares	100.00	-
FirstPort HMF Limited	United Kingdom No. 6776392 *	Investment property	Ordinary Shares	100.00	-
FirstPort Investment Properties Limited	United Kingdom No. 4352393 *	Dormant	Ordinary Shares	100.00	-
FirstPort Operations PD Limited	United Kingdom No. 6277828 *	Investment property	Ordinary Shares	100.00	-
FirstPort Property Services Limited	United Kingdom No. 2061041 *	Property management	Ordinary Shares	100.00	-
FirstPort Property Services No.2 Limited	United Kingdom No. 2231168 *	Property management	Ordinary Shares	100.00	-
FirstPort Property Services No.3 Limited	United Kingdom No. 4352415 *	Dormant	Ordinary Shares	100.00	-
FirstPort Property Services No.4 Limited	United Kingdom No. 07299764 *	Property management	Ordinary Shares	100.00	-
FirstPort Property Services Scotland Limited	United Kingdom No. 3829468 *	Property management	Ordinary Shares	-	100.00
FirstPort Retirement Limited	United Kingdom No. 3479623 *	Dormant	Ordinary Shares	100.00	-
FirstPort Retirement Property Services Limited	United Kingdom No.1614866 *	Property management	Ordinary Shares	100.00	-
FirstPort Secretarial Limited	United Kingdom No. 5806647 *	Dormant	Ordinary Shares	-	100.00
FirstPort Services Limited	United Kingdom No. 9142979 *	Dormant	Ordinary Shares	100.00	-
King George Court Management Limited	United Kingdom No. 3175135 *	Dormant	Ordinary Shares	-	100.00
Maclaren Management Services Limited	United Kingdom No. 2142118 *	Dormant	Ordinary Shares	-	100.00
Matterdale Gardens Management Limited	United Kingdom No. 2405973 *	Dormant	Ordinary Shares	-	100.00
Meridian Homes Limited	United Kingdom No. 1972727 *	Dormant	Ordinary Shares	-	100.00

FIRSTPORT LIMITED

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

29 Subsidiaries

(Continued)

Meridian New Homes Limited	United Kingdom No. 2682974 *	Dormant	Ordinary Shares	100.00	-
Meridian Property Group Limited	United Kingdom No. 2306958 *	Dormant	Ordinary Shares	100.00	-
Meridian Retirement Homes Limited	United Kingdom No. 1885186 *	Dormant	Ordinary Shares	-	100.00
Meridian Retirement Housing Services Limited	United Kingdom No. 1833177 *	Dormant	Ordinary Shares	100.00	-
Mint Property Management Limited	United Kingdom No. 5643630 *	Dormant	Ordinary Shares	-	100.00
OM Nominee Services Limited	United Kingdom No. 6695871 *	Dormant	Ordinary Shares	100.00	-
OM Property Management Limited	United Kingdom No. 9143096 *	Dormant	Ordinary Shares	100.00	-
OM Property Management No.2 Limited	United Kingdom No. 9375984 *	Dormant	Ordinary Shares	100.00	-
Pegasus Court (Abergavenny) Management Limited	United Kingdom No. 2285749 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court (Barnwood) Management Limited	United Kingdom No. 2311505 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court (Bourton-on-the-Water) Management Limited	United Kingdom No. 2285752 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court (Broadway) Management Limited	United Kingdom No. 2392014 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court (Fleet) Management Limited	United Kingdom No. 2318677 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court (Paignton) Management Limited	United Kingdom No. 2392342 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court Cheltenham (Management) Limited	United Kingdom No. 1867554 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court Hartley Wintney (Management) Limited	United Kingdom No. 2129138 *	Dormant	Ordinary Shares	-	100.00
Pegasus Court Management Limited	United Kingdom No. 2516929 *	Dormant	Ordinary Shares	-	100.00
Pegasus Thamesnorth Management Limited	United Kingdom No. 2636137 *	Dormant	Ordinary Shares	-	100.00
Pemberton's Maintenance Trustees (Aldford House) Limited	United Kingdom No. 5111218 *	Dormant	Ordinary Shares	-	100.00
Pemberton's Residential Limited	United Kingdom No. 9375969 *	Dormant	Ordinary Shares	100.00	-
Peverel Building Technologies Limited	United Kingdom No. 9221891 *	Dormant	Ordinary Shares	100.00	-
Peverel Management Services Limited	United Kingdom No. 9142759 *	Dormant	Ordinary Shares	100.00	-
Peverel Property Management Limited	United Kingdom No. 9146176 *	Dormant	Ordinary Shares	100.00	-
Peverel Scotland Limited	United Kingdom No. 9145223 *	Dormant	Ordinary Shares	100.00	-

FIRSTPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

29 Subsidiaries

(Continued)

Peverel Services Limited	United Kingdom	Dormant	Ordinary Shares	-	100.00
	No. 9146279 *				
R.C. (Holdings) Limited	United Kingdom	Holding company	Ordinary Shares	100.00	-
	No. 2968054 *				
R.C. Housing Limited	United Kingdom	Property management	Ordinary Shares	-	100.00
	No. 11012025 *				
Renaissance Management Services Limited	United Kingdom	Dormant	Ordinary Shares	-	100.00
	No. 3404510 *				
Retirement Care (Southern) Limited	United Kingdom	Dormant	Ordinary Shares	100.00	-
	No. 2486317 *				
Retirement Care Group Ltd	United Kingdom	Investment property	Ordinary Shares	-	100.00
	No. 2195300 *				
Retirement Care Limited	United Kingdom	Dormant	Ordinary Shares	-	100.00
	No. 1706784 *				
Retirement Homeseach Limited	United Kingdom	Specialist estate agent	Ordinary Shares	-	100.00
	No. 3829469 *				
Retirement Marketing Services Limited	United Kingdom	Dormant	Ordinary Shares	-	100.00
	No. 2196442 *				
Stonedale (2012) Limited	United Kingdom	Dormant	Ordinary Shares	-	100.00
	No. 6544398 *				
FirstPort Property Services No.5 Limited	United Kingdom	Property management	Ordinary Shares	100.00	-
	No. 05876680 *				
Amenity Property (Avon Meadows Bidford) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 08641151 **				
Amenity Property (Britannia Mews Telford) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 09361899 **				
Amenity Property (Cally Blue Fields Stockton) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 10461397 **				
Amenity Property (Entech House Woolmer Green) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 12063981 **				
Amenity Property (Himley View Dudley) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 08368398 **				
Amenity Property (Hugesleah Place Highley) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 09792989 **				
Amenity Property (Levett Grange Rugeley) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 07639525 **				
Amenity Property (Lockside Walk Briery Hill) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 09043198 **				
Amenity Property (Mellent Gardens Bedworth) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 12695871 **				
Amenity Property (Millbrook Park London Phase 4A) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 10385756 **				
Amenity Property (Millbrook Park London Phase 4C) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 11824467 **				
Amenity Property (Millers Reach Stone) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 09245116 **				
Amenity Property (Oakleigh Grove Whetstone) Limited	United Kingdom	Dormant	Ordinary shares	-	100.00
	No. 10704287 **				

FIRSTPORT LIMITED

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

29 Subsidiaries

(Continued)

Amenity Property (Pennywell Walk Upton Upon Severn) Limited	United Kingdom No. 10030643 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Postmark London) Limited	United Kingdom No. 12002086 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Preedy Place Badsey) Limited	United Kingdom No. 09155288 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Priory Gardens Market Drayton) Limited	United Kingdom No. 07639333 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Saddlers Brook Walsall) Limited	United Kingdom No. 07639422 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Scarlett Oaks Shifnal) Limited	United Kingdom No. 10900315 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel B) Limited	United Kingdom No. 10839931 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel F) Limited	United Kingdom No. 10839976 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel G) Limited	United Kingdom No. 10535172 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel J) Limited	United Kingdom No. 11454909 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel L) Limited	United Kingdom No. 11454877 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel M) Limited	United Kingdom No. 11923138 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Sherford Plymouth Parcel S) Limited	United Kingdom No. 10535253 **	Dormant	Ordinary shares	- 100.00
Amenity Property (The Hathaways Stratford) Limited	United Kingdom No. 09361834 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Thomas Beddoes Court Shifnal) Limited	United Kingdom No. 07639356 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Walmey Croft Sutton Coldfield) Limited	United Kingdom No. 10147213 **	Dormant	Ordinary shares	- 100.00
Amenity Property (Woodland View Coventry) Limited	United Kingdom No. 07639369 **	Dormant	Ordinary shares	- 100.00
Amenity Property Holdings Limited	United Kingdom No. 07635509 **	Dormant	Ordinary shares	- 100.00
Baker Sinclair Limited	United Kingdom No. 10306297 *	Dormant	Ordinary shares	- 100.00
CE Anthony Nolan (Fairstead) Limited	United Kingdom No. 06354199 *	Dormant	Ordinary shares	- 100.00
CE Blenheim Grange Watton Limited	United Kingdom No. 06067570 *	Dormant	Ordinary shares	- 100.00
CE Churchill Gardens Cambourne Limited	United Kingdom No. 06453105 *	Dormant	Ordinary shares	- 100.00
CE Cobbler's Mews Romany Road Limited	United Kingdom No. 06022591 *	Dormant	Ordinary shares	- 100.00

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

29 Subsidiaries

(Continued)

CE Lock Mill Blackburn Limited	United Kingdom No. 06346923 *	Dormant	Ordinary shares	-	100.00
CE Oakfield Gardens Hyde Limited	United Kingdom No. 06406964 *	Dormant	Ordinary shares	-	100.00
CE Poppy Fields (Benwick) Limited	United Kingdom No. 06353915 *	Dormant	Ordinary shares	-	100.00
CE The Hawthornes Blackley Limited	United Kingdom No. 06443043 *	Dormant	Ordinary shares	-	100.00
CE Willow Grange Ely Limited	United Kingdom No. 06067392 *	Dormant	Ordinary shares	-	100.00
Chamonix Estates Developments Limited	United Kingdom No. 10821470 *	Dormant	Ordinary shares	-	100.00
Chamonix Estates Limited	United Kingdom No. 05851267 *	Property Management	Ordinary shares	-	100.00
Chamonix Group Limited	United Kingdom No. 05856372 *	Property Management	Ordinary shares	-	100.00
Chamonix Holdings Limited	United Kingdom No. 12500321 *	Property Management	Ordinary shares	100.00	-
Fairfield Company Secretaries Limited	United Kingdom No. 05988785 *	Property Management	Ordinary shares	-	100.00
Ground Rent Services Limited	United Kingdom No. 09804654 *	Dormant	Ordinary shares	-	100.00
Longhurst Drive Management Company Limited	United Kingdom No. 11416290 *	Dormant	Ordinary shares	-	100.00
Mainstay (Secretaries) Limited	United Kingdom No. 04458913 **	Dormant	Ordinary shares	-	100.00
Mainstay Facilities Management Limited	United Kingdom No.03340310 **	Property Management	Ordinary shares	-	100.00
Mainstay Group Limited	United Kingdom No. 04002715 **	Property Management	Ordinary shares	100.00	-
Mainstay Payments Limited	United Kingdom No. 04771082 **	Dormant	Ordinary shares	-	100.00
Mainstay Residential Limited	United Kingdom No. 04052477 **	Property Management	Ordinary shares	-	100.00
Maybeck Collections Limited	United Kingdom No. 04052424 **	Dormant	Ordinary shares	-	100.00
MRML Limited	United Kingdom No. 03904173 **	Dormant	Ordinary shares	-	100.00
Arcturus Corporation Limited	England & Wales No. 05503540***	Property Management	Ordinary shares	-	100.00
Arcturus Group Limited	England & Wales No. 10773717***	Dormant	Ordinary shares	100.00	-
Blenheims Estate & Asset Management (SW) Limited	England & Wales No.03837047***	Property Management	Ordinary shares	-	100.00
Blenheims Estate and Asset Management Group Limited	England & Wales No.05391407***	Dormant	Ordinary shares	-	100.00
Blenheims Estate and Asset Management Limited	England & Wales No.05398647***	Property Management	Ordinary shares	-	100.00
Blenheims Payroll Services Limited	England & Wales No.08892118***	Dormant	Ordinary shares	-	100.00
Campions Property Letting and Management Limited	England & Wales No. 05393722***	Property Management	Ordinary shares	-	100.00

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

29 Subsidiaries

(Continued)

Estate & Asset Management Limited	England & Wales Dormant No. 08294501***	Ordinary shares	-	100.00
Freemont Property Managers Limited	England & Wales Property Management No. 08918100*	Ordinary shares	100.00	-
JAL Estates Limited	England & Wales Dormant No. 04590981***	Ordinary shares	-	100.00
TMS Director Services Limited	England & Wales Dormant No. 07329927***	Ordinary shares	-	100.00
TMS Group Limited	England & Wales Dormant No. 05239338***	Ordinary shares	-	100.00
TMS South Limited	England & Wales Dormant No. 08294547***	Ordinary shares	-	100.00
TMS South West Limited	England & Wales Dormant No. 09814083***	Ordinary shares	-	100.00
Torbay Management Services Limited	England & Wales Dormant No. 05230621***	Ordinary shares	-	100.00

* The registered address is Queensway House, 11 Queensway, New Milton, Hampshire, UK, BH25 5NR.

** The registered address is Whittington Hall, Whittington Road, Worcester, Worcestershire, UK, WR5 2ZX.

*** The registered address is Pembroke House, Torquay Road, Paignton, Devon, UK, TQ3 2EZ.