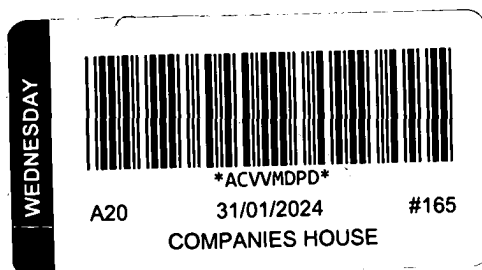


Company registration number 07892904 (England and Wales)

VORDERE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023



VORDERE LIMITED

COMPANY INFORMATION

Directors	D Healy M Fernandes
Secretary	Filex Services Limited
Company number	07892904
Registered office	1 London Bridge London SE1 9BG
Auditor	Mercer & Hole LLP Trinity Court Church Street Rickmansworth WD3 1RT

VORDERE LIMITED

CONTENTS

	Page
Strategic report	1 - 4
Directors' report	5 - 6
Directors' responsibilities statement	7
Independent auditor's report	8 - 10
Group income statement	11
Group statement of comprehensive income	12
Group statement of financial position	13
Parent company statement of financial position	14
Group statement of changes in equity	15
Parent company statement of changes in equity	16
Group statement of cash flows	17
Notes to the group financial statements	18 - 40

VORDERE LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2023

Principal activity

The principal activity of the group is property investment. The group also lends money in exchange for a return on the amount loaned.

Review of the Business

The preservation and enhancement of property values remains the principal driver for the Directors and we remain committed to reducing professional fees whilst maintaining minimal operational costs to enhance the value of the assets. As is good practice, the board maintains 12-month forward projections of expenditure to ensure we have sufficient funds to operate the Group and to ensure that the value of the properties is protected.

The Board has remained very active in managing each of the properties in terms of enhancing value or marketing those where limited or no value increase is considered possible. As explained under property valuation methodology, the board acknowledge there have been external factors causing property values to fall which are outside of their control

The Group's loss for the year totalled £10,734,798 (2022: £11,383,387).

The net asset value of the Group is £17,551,138 (2022 net assets: £27,159,208) and with 370,060,562 shares in issue, this represents a net asset value per share of £0.0474 or 4.74 pence.

At the year-end the Group had £2.8m in cash (2022: £5.4m) and no secured debt (2022: £nil). £3m of the reduction in cash relates to granting a new loan in return for a 5% interest.

Cancellation of shares

During the year the company cancelled 98,953,607 shares. This has resulted in a credit to the retained earnings of an amount of £19,790,723. As the conditions of non-payment for the shares were present during the prior period ended 31 March 2022, a bad debt provision of £10,054,922 was recognised in the income statement in the prior year. The £10,054,922 represented the fair value at of the properties to be transferred in exchange for the shares.

Changes in Accounting Services Providers

Vordere concluded its contract with Vistra Germany GmbH for accounting and tax services. The board reviewed its service lines and as a result Vordere Limited have instead enlisted the services of Fair Audit GmbH as their German Accounting and Tax Advisor.

Furthermore, Vordere has provided notice to terminate its contract with Vistra S.a.r.l. in Luxembourg for accounting and tax services by the end of September 2023. The three-month notice period expired on 31 December 2023. Subsequently, Phoenix PSF was engaged as the Luxembourg accounting and tax advisor, with the engagement commencing on 1 January 2024.

The board anticipates, these strategic adjustments are anticipated to result in significant annual savings in Professional Fees.

Property valuation methodology

The Board has instructed the year-end valuations to be performed by Knight Frank. The value of the properties has fallen by £10m. The valuations were undertaken using the same methodology used in the 31 March 2020 valuations. The external valuations identified a significant fall in the investment properties value by £10.8m in total. This reduction is an expense in the income statement shown as fair value losses on investment properties.

Property Values are down generally in Germany due to:

- ECB's Interest rate has increased from 0% in March 2022 to 3.5% in March 2023, which has led to a reduction in demand to buy new homes.
- Construction costs in Germany has increased by 18% in 2022 alone.
- Rising rents only partially offset the higher construction costs.

VORDERE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Review of the Business (Continued)

The board remains optimistic and anticipate that the values will rise in the future as a result of:

- Rents will rise as demand outstrips the building of new apartments for rent.
- High rental demand as over 1 million Ukrainian Refugees & Professionals Immigrated to Germany in 2022.
- Construction Inflation is beginning to moderate in 2023.

As outlined in note 14, the valuation report of the investment properties contain a material uncertainty disclaimer.

Stamp Duty Refunds

Vordere was eligible for a refund of the stamp duty initially paid for the land acquisition at Sehnde, as the transaction fell through. In May 2023, the German Tax Department reimbursed an amount of €299,000 in connection with this matter.

Regarding the land purchase at Jüterbog, where the transaction did not proceed, Vordere is also entitled to a refund of the stamp duty paid. In August 2023, Vordere received notification that a refund of €1,396,200 in stamp duty from the German Tax Department is scheduled for payment, this is yet to be received.

Loans receivable

The Group currently holds three loan receivables equal in total to £4.8m, earning 5% and 7% annualised income.

Included in the loan receivable balance is a total of £3.9m issued to Manustin Holdings Limited. Manustin Holdings Limited is a related party due to having Directors in common. The interest on the £1.2m of the loan is at 7% and secured by personal guarantees. The remaining £2.7m of the loan is at a interest of 5%. The Directors expect full recovery of these loans.

The loans issued during the year were deemed to be below market rate and a fair value adjustment totalling £945K has been recognised in the income statement to reflect a market value which will be unwound over the life of the loans. This will have a £nil impact on retained earnings over the life of the loans.

Since the year end the directors have issued a further €2.5m of loans to Manustin Holdings Limited attracting interest of 7%.

Norway Loan

Included in the loan receivable is £777k due to Vordere Limited. In July 2023, an agreement was reached whereby the property in JV11 will be marketed for sales in order to recover the loan receivable. The directors anticipate they will receive the loan in full plus interest.

Reduction in administration costs

The annual administration costs are now £1.2m (2022: £1.4m). A large proportion of these are made up of legal and professional fees totalling £387K which were mainly incurred as a result of the litigation. Next year, there should be a significant reduction in administration costs.

Litigation

As outlined in note 6, a settlement was reached with the Directors in connection with the GFG Limited shares and a settlement of £600,000 was received in the year.

The board commenced legal action against Vistra Germany GmbH for non-performance of the contract with Vordere. The board have instructed their Lawyers in Germany with the case and the board are working closely with them. The outcome of the legal action is not currently known.

Principal risks and uncertainties

The Board continually monitor the key risks facing the Group, together with assessing the controls used for managing these risks. The Board formally reviews and documents the principal risks facing the business at least annually.

Financial and liquidity risk

As indicated previously and in the last years Strategic Report and in these financial statements, the preservation of cash balances remains a principal risk for the Group and the Board remain committed to maintaining minimal operational costs to ensure that maximum funds remain available for working capital purposes and returns for shareholders. Expenditure levels are carefully monitored against available cash balances to mitigate this risk.

VORDERE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Principal Risks and Uncertainties (Continued)

Exchange rate fluctuations

The Group's exposure to fluctuations in the Euro/Sterling exchange rate remains a significant risk. Whilst Vordere Limited is incorporated and based within the UK, all investment properties are held in Germany. As the Group's intention is to sell several of the properties and return funds to shareholders, there is exposure to exchange rate fluctuations when remitting funds to the UK. The Group has also issued loans in euros which are subject to rate fluctuations.

The Board regularly reviews movements in exchange rates and considers opportunities to hedge for significant transactions to limit the group's exposure to losses on foreign exchange.

Inflation

The higher interest rates resulting from inflation have imposed substantial pressure on both construction and investment properties. With prices on the rise, the attractiveness for investors to acquire properties for investment purposes has diminished.

Realisable value of certain properties – special considerations

- The Hanau Property comprises thirteen residential buildings in Hanau, a town located in the federal state of Hesse, approximately 28km east of Frankfurt. The buildings are currently in a poor state of repair. At the time the Hanau property was agreed to be acquired by the previous Board, the City of Hanau lodged an objection to the sale to Vordere using a 'right of pre-emption'. Vordere acquired a 94% economic interest in the property and the priority notices are registered on the land for Vordere with respect to the asset purchase. The ongoing litigation between the City of Hanau and the seller centres around two key arguments which relate to the right of the City to invoke the pre-emption and secondly, if that right is deemed to be legal, the price that the City should pay for the property. Currently there is a credible offer that is close to the valuation and the Board is optimistic that a sale can be concluded in the not too distant future.
- The Bamberg Property consists of an existing derelict building fronting the road and a large plot to the rear fronting the river. The building was constructed in the year 1663 and has a total area of 770m². Currently, the property is in a poor condition, in need of complete refurbishment and is therefore vacant. The Group owns 94% of the economic interest in the property. The building is listed and the City is keen to therefore preserve as much as the original fabric of the building as possible. Depending on the conditions imposed by the City of Bamberg, the achievable sale value of the property may be less than the Knight Frank valuation. The Directors remain positive that if the City of Bamberg agreement came to a resolution then the sales value would be consistent with the fair value in the accounts.

Economic environment

Economic factors which could adversely impact the Group's business include the availability of credit and interest rate fluctuations.

Key performance indicators

Due to the relative simplicity of the business, the Board does not formally consider key performance indicators. It does however monitor cash balances and property valuations on a regular basis, in addition to reviewing monthly management accounts and group budgets.

VORDERE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Other information and explanations

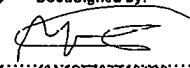
Status of current property portfolio

The Board continues to explore all available options and approaches relating to selling, optimising permissions and development in respect of the Company's property portfolio.

	Status	Book values as at 31 March 2023	
		€m	£m
Vordere Hanau I GmbH & Co KG	Being marketed	5.2	4.5
Vordere Bamberg I GmbH & Co KG	Being marketed	0.5	0.5
Vordere Pegau I GmbH & Co KG	Being marketed	0.4	0.4
Vordere Schkeuditz I GmbH & Co KG	Being marketed	4.7	4.1
		€10.9	£9.6

The fair value of £9.6m is shown on page 13 in the groups statement of financial position under investment properties.

On behalf of the board

DocuSigned by:

.....48A4D57877A64C0.....
M Fernandes
Director

29/1/2024
Date:

VORDERE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2023

The directors present their annual report and financial statements for the year ended 31 March 2023.

Principal activities

The principal activity of the Company and the Group continued to be that of a commercial property investment company.

Results and dividends

The results for the year are set out on page 11.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Directors

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

D Healy

M Fernandes

PLR Hewitt, JP, FCSI

(Resigned 26 January 2023)

Qualifying third party indemnity provisions

Directors and officers of the Company have the benefit of a directors and officers liability insurance policy which provided appropriate cover in respect of legal actions brought against its directors.

Supplier payment policy

The group's current policy concerning the payment of trade creditors is to follow the CBI's Prompt Payers Code (copies are available from the CBI, Centre Point, 103 New Oxford Street, London WC1A 1DU).

The group's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the company's contractual and other legal obligations.

Financial instruments

Financial risk management

The Group has a simple capital structure, and its principal financial assets are cash and loan receivables. The Group has exposure to market risk and currency risk and the Directors manage its exposure to liquidity risk by maintaining adequate cash reserves.

Further details regarding risks are detailed in note 28 to the financial statements.

Business relationships

Strategic decisions

The Board provides leadership within a framework of appropriate and effective controls. The Board has overall responsibility for setting the Group's strategic aims, defining the business objectives, managing the financial and operational resources of the Group and reviewing the performance of the officers and management of the Group's business.

Auditor

In accordance with the company's articles, a resolution proposing that Mercer & Hole LLP be reappointed as auditor of the company and group will be put at a General Meeting.

VORDERE LIMITED

DIRECTORS' REPORT (CONTINUED) **FOR THE YEAR ENDED 31 MARCH 2023**

Statement of disclosure to auditor

Each director in office at the date of approval of this annual report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as a directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Business review, risks and uncertainties

The review of business, principal risks and uncertainties, the position of the company at the year end, analysis based on key performance indicators and future developments are included in the Strategic Report as permitted by s.414 of the Companies Act 2006.

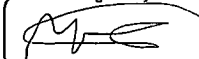
Going concern

The Company's activities, together with the factors likely to affect its future development and performance, the financial position of the Company, its cash flows and liquidity positions have been considered by the Directors and disclosed in the Strategic Report and Financial Statements. Current market conditions have also been considered by the Board.

The Directors believe that the group is a going concern for the foreseeable future. The Board has continued to focus on reducing ongoing operational costs and have raised additional funds through property sales to support the business for the next 12 to 18 months.

On behalf of the board

DocuSigned by:


.....
48AAD57877A64C0.....

M Fernandes

Director

29/1/2024

Date:

VORDERE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and group and of the profit or loss of the group for that period.

In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company and groups transactions and disclose with reasonable accuracy at any time the financial position of the company and group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

VORDERE LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VORDERE LIMITED

Opinion

We have audited the financial statements of Vorderer Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the group income statement, the group statement of comprehensive income, the group and parent company statement of financial position, the group and parent company statement of changes in equity, the group statement of cash flows and the group and parent company notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2023 and of the group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with UK adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note 14 of the financial statements. The fair value of the investment properties were established on 31 March 2023 using an independent valuer.

As disclosed in Note 14, included in the Group's property valuations is a "pronounced uncertainty" clause in all property valuation reports. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information appears inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

VORDERE LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF VORDERE LIMITED

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of company and German property investment law, and we considered the extent to which non-compliance may have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements and the financial report (including the risk of override of controls), and determined that the principle risks were related to posting inappropriate entries including journals to overstate revenue or understate expenditure, and management bias in accounting estimates.

VORDERE LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF VORDERE LIMITED

Audit procedures performed by the engagement team included:

- discussions with management, including considerations of known or suspected instances of noncompliance with laws and regulations and fraud;
- evaluation of the operating effectiveness of management's controls designed to prevent and detect irregularities;
- challenging assumptions and judgements made by management in its significant accounting estimates;
- identifying and testing high risk journal entries.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

DocuSigned by:

Mercer & Hole LLP

938280B4CA984B9
Anil Kapoor (Senior Statutory Auditor)
For and on behalf of Mercer & Hole LLP

29/1/2024
Date:

Chartered Accountants
Statutory Auditor

Trinity Court
Church Street
Rickmansworth
WD3 1RT

VORDERE LIMITED**GROUP INCOME STATEMENT****FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 £	2022 £
Revenue	5	11,847	-
Gross profit		11,847	-
Other operating income		132,679	-
Fair value losses on investment properties		(10,505,245)	-
Administrative expenses		(1,214,550)	(1,376,572)
Exceptional items	6	600,000	(10,054,922)
Operating loss	7	(10,975,269)	(11,431,494)
Investment revenues	11	241,251	57,975
Finance costs	10	(8,013)	(27,435)
Loss before taxation		(10,742,031)	(11,400,954)
Income tax income	12	7,233	17,567
Loss for the year		(10,734,798)	(11,383,387)

Profit for the financial year is all attributable to the owners of the parent company.

VORDERE LIMITED**GROUP STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 MARCH 2023**

	2023	2022
	£	£
Loss for the year	(10,734,798)	(11,383,387)
	<u> </u>	<u> </u>
Other comprehensive income:		
Items that may be reclassified to profit or loss		
Currency translation differences:		
- Translation loss arising in the year	(1,676,881)	(41,031)
	<u> </u>	<u> </u>
Total comprehensive income for the year	(12,411,679)	(11,424,418)
	<u> </u>	<u> </u>

Total comprehensive income for the year is all attributable to the owners of the parent company.

VORDERE LIMITED**GROUP STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2023**

	Notes	2023 £	2022 £
Non-current assets			
Property, plant and equipment	13	4,599	5,261
Investment property	14	9,558,681	19,459,231
		<u>9,563,280</u>	<u>19,464,492</u>
Current assets			
Trade and other receivables	17	5,453,160	3,242,305
Cash and cash equivalents		2,811,410	5,472,343
		<u>8,264,570</u>	<u>8,714,648</u>
Current liabilities			
Trade and other payables	20	276,712	1,019,932
Net current assets		<u>7,987,858</u>	<u>7,694,716</u>
Net assets		<u>17,551,138</u>	<u>27,159,208</u>
Equity			
Called up share capital	23	7,401,211	9,380,284
Share premium account	24	57,265,226	75,076,876
Currency translation reserve	26	(550,153)	(1,676,881)
Capital redemption reserve	25	233,774	233,774
Retained earnings		(46,798,920)	(55,854,845)
Total equity		<u>17,551,138</u>	<u>27,159,208</u>

29/1/2024

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

DocuSigned by:

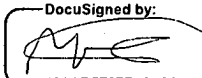
48AA097877A69CD.....
 M Fernandes
 Director

VORDERE LIMITED**COMPANY STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2023**

	Notes	2023 £	2022 £
Non-current assets			
Property, plant and equipment		4,599	5,261
Investments	15	34,229	34,229
		<u>38,828</u>	<u>39,490</u>
Current assets			
Trade and other receivables	18	15,264,017	22,481,860
Cash and cash equivalents		2,808,867	5,450,882
		<u>18,072,884</u>	<u>27,932,742</u>
Current liabilities			
Trade and other payables	21	88,025	228,632
Net current assets		<u>17,984,859</u>	<u>27,704,110</u>
Net assets		<u>18,023,687</u>	<u>27,743,600</u>
Equity			
Called up share capital		7,401,211	9,380,284
Share premium account		57,265,226	75,076,876
Capital redemption reserve		233,774	233,774
Retained earnings		(46,876,524)	(56,947,334)
Total equity		<u>18,023,687</u>	<u>27,743,600</u>

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company's loss for the year was £9,719,913 (2022 - £12,041,298).

The financial statements were approved by the board of directors and authorised for issue on 29/1/2024 and are signed on its behalf by:

DocuSigned by:

 48A9D97877A68C0.....
 M Fernandes
 Director

Company registration number 07892904 (England and Wales)

VORDERE LIMITED**GROUP STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2023**

	Share capital	Share premium	Capital redemption reserve	Currency translation reserve	Retained earnings	Total
Notes	£	£	£	£	£	£
Balance at 1 April 2021	9,380,284	75,076,876	233,774	(1,635,850)	(44,471,458)	38,583,626
Year ended 31 March 2022:						
Loss	-	-	-	-	(11,383,387)	(11,383,387)
Other comprehensive income:						
Currency translation differences	-	-	-	(41,031)	-	(41,031)
Total comprehensive income	-	-	-	(41,031)	(11,383,387)	(11,424,418)
Balance at 31 March 2022	9,380,284	75,076,876	233,774	(1,676,881)	(55,854,845)	27,159,208
Year ended 31 March 2023:						
Loss	-	-	-	-	(10,734,798)	(10,734,798)
Other comprehensive income:						
Currency translation differences	-	-	-	(1,676,881)	-	(1,676,881)
Total comprehensive income	-	-	-	(1,676,881)	(10,734,798)	(12,411,679)
Transactions with owners:						
Reduction in shares	23 (1,979,073)	(17,811,650)	-	-	19,790,723	-
Other movements	-	-	-	1,126,728	-	1,126,728
Balance at 31 March 2023	7,401,211	57,265,226	233,774	(550,153)	(46,798,920)	17,551,138

VORDERE LIMITED**COMPANY STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Retained earnings £	Total £
Balance at 1 April 2021		9,380,284	75,076,876	233,774	(44,906,036)	39,784,898
Year ended 31 March 2022:						
Loss and total comprehensive income		-	-	-	(12,041,298)	(12,041,298)
Balance at 31 March 2022		9,380,284	75,076,876	233,774	(56,947,334)	27,743,600
Year ended 31 March 2023:						
Loss and total comprehensive income		-	-	-	(9,719,913)	(9,719,913)
Transactions with owners:						
Reduction in shares		(1,979,073)	(17,811,650)	-	19,790,723	-
Balance at 31 March 2023		7,401,211	57,265,226	233,774	(46,876,524)	18,023,687

VORDERE LIMITED**GROUP STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 £	£	2022 £	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	1		(1,376,318)		6,531,284
Interest paid			(8,013)		(27,435)
Income taxes refunded			7,233		17,567
Net cash (outflow)/inflow from operating activities			(1,377,098)		6,521,416
Investing activities					
Loans granted to other entities		(2,651,814)		(1,176,174)	
Interest received		241,251		57,975	
Net cash used in investing activities			(2,410,563)		(1,118,199)
Net (decrease)/increase in cash and cash equivalents			(3,787,661)		5,403,217
Cash and cash equivalents at beginning of year			5,472,343		110,157
Effect of foreign exchange rates			1,126,728		(41,031)
Cash and cash equivalents at end of year			2,811,410		5,472,343

VORDERE LIMITED**GROUP STATEMENT OF CASH FLOWS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****1 Cash (absorbed by)/generated from operations**

	2023	2022
	£	£
Loss for the year before income tax	(10,742,031)	(11,400,954)
Adjustments for:		
Finance costs	8,013	27,435
Investment income	(241,251)	(57,975)
Fair value loss on investment properties	10,505,245	-
Transfer of investment properties		9,227,057
Foreign exchange impact on investment properties	(604,708)	291,479
Depreciation and impairment of property, plant and equipment	662	662
Movements in working capital:		
Decrease in trade and other receivables	440,959	9,896,088
Decrease in trade and other payables	(743,207)	(1,452,508)
Cash (absorbed by)/generated from operations	(1,376,318)	6,531,284

2 Critical accounting estimates and judgements

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.

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

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements**Deferred tax**

In the current year a deferred tax asset arose on the loss brought forward and current year loss. However, management determined that they could not conclude with reasonable certainty that it would be recoverable in the future, as the properties are not yet realised and therefore a deferred tax asset should not be recognised.

Key sources of estimation uncertainty**Investment properties**

All fair value estimates for investment properties are included in level 3 under the fair value hierarchy for determining the fair value of non-financial assets.

The fair value of investment properties were established using an 'as-is' basis and the valuations were carried out by Knight Frank, external independent qualified valuers on 31 March 2023.

The valuation of each property was prepared on a 'desktop' basis based on comparable transactions to provide expected market value. The Directors consider this valuation to be appropriate, the fair value of the investment properties has decreased by £10.5m since the prior year.

Receivables

At the year end, the Directors acknowledge that other receivables are subject to key estimates around their recoverability. At the year end, the Directors are confident that all other receivables are recoverable.

VORDERE LIMITED

GROUP STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

2 Critical accounting estimates and judgements

(Continued)

Interest on related party loan

On inception of the related party loans an estimate of an arms length rate of interest has been made to recognise the loan at fair value at the grant date.

3 Accounting policies

Company information

Vordere Limited is a private company limited by shares incorporated in England and Wales. The registered office is 1 London Bridge, London, SE1 9BG. The company's principal activities and nature of its operations are disclosed in the directors' report.

These consolidated financial statements comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group companies'). The Group is primarily involved in property investment and development.

3.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

These consolidated financial statements are presented in pound sterling, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise indicated.

The consolidated financial statements have been prepared on the historical cost basis except for the Investment Properties which are measured at fair value on each reporting date.

The financial statements of the Company are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under FRS 101 (Financial Reporting Standard 101) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that Standard in relation to statement of share-based payments, financial instruments, disclosures of related party within the Group, disclosures of key management personnel and presentation of a cash flow statement and related notes.

3.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

VORDERE LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

3 Accounting policies

(Continued)

3.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at this time that decisions need to be made, including voting patterns at previous shareholders meetings.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The financial year of the parent company and its subsidiaries is 31 March 2023, except for St James Square Management GmbH which is 31 December 2022.

3.4 Going concern

The Groups activities, together with the factors likely to affect its future development and performance, the financial position of the Group, its cash flows and liquidity position have been considered by the Directors, taking account of the current market conditions which demonstrate that the group shall continue to operate within its own resources.

The Board has continued to focus on reducing ongoing operational costs and have raised additional funds through property sales to support the business for the next 12 to 18 months. The Directors believe the Group will have sufficient resources to meet its obligations as they fall due and that the going concern basis is therefore appropriate.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Accounting policies****(Continued)****3.5 Revenue**

Revenue is measured as the fair value of the consideration received or receivable. The revenue of £11,847 (2022: £nil) arose during the year relates to rental income. Rental income is recognised in the period which it relates.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

3.6 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation 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:

Fixtures and fittings	25% on cost
Office equipment	25% on cost

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 recognised in the income statement.

3.7 Investment property

Investment properties are properties held to earn rent and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in the income statement in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the period in which the property is derecognised.

3.8 Non-current 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 parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

3.9 Impairment of tangible and intangible assets

At each reporting end date, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Accounting policies****(Continued)**

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units (CGUs). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill.

Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

3.10 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

3.11 Financial assets

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Accounting policies****(Continued)*****Impairment of financial assets***

Financial assets carried at amortised cost and fair value through other comprehensive income are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instruments as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's
- external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in the credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 60 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definition.

For loan commitments and financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitments relates; for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Accounting policies****(Continued)****Credit-impaired financial assets**

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or a past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrowers
- financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

3.12 Financial liabilities

The group recognises financial debt when the group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's obligations are discharged, cancelled, or they expire.

3.13 Equity instruments

Equity instruments issued by the parent company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the company.

3.14 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Accounting policies****(Continued)*****Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.15 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

3.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

4 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised standards and interpretations have been adopted by the group and have an effect on the current period or a prior period or may have an effect on future periods:

IFRS 9 - Third programme of targeted longer-term refinancing operations (effective 1 January 2022)

These amendments revise the requirements for the presentation of the financial statements. This does not impact the company's reported position.

IAS 37 - Onerous Contracts - cost of fulfilling a contract (effective 1 January 2022)

These amendments revise the requirements for the presentation of the financial statements. This does not impact the company's reported position.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****4 Adoption of new and revised standards and changes in accounting policies (Continued)**

IAS 16 - Property, Plant & Equipment - proceeds before intended use (effective 1 January 2022)	These amendments revise the requirements for the presentation of the financial statements. This does not impact the company's reported position.
--	--

IFRS 3 - Business combinations - references to conceptual framework (effective 1 January 2022)	These amendments revise the requirements for the presentation of the financial statements. This does not impact the company's reported position.
--	--

Standards which are in issue but not yet effective, or early adopted

At the date of authorisation of these financial statements, the following standards and interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

IFRS 17 - Insurance Contracts (effective 1 January 2023)

IAS 1 - Presentation of Financial Statements (effective 1 January 2023)

IAS 8 - Changes in Accounting Policies (1 January 2023)

IAS 12 - Income Taxes (effective 1 January 2023)

IFRS 16 - Leases - sales and leaseback amendments (effective 1 January 2024)

IAS 28 - Sale or Contribution of Assets between an Investor and its Associate and Joint Venture

IAS 1 - Presentation of Financial Statements - amendments to the presentation of non-current liabilities with covenants (effective 1 January 2024)

The Group is currently assessing the impact of the above, none of which are likely to have a material impact.

5 Revenue

	2023	2022
	£	£
Revenue analysed by class of business		
Rental receivable	11,847	-
	<u> </u>	<u> </u>

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****6 Exceptional items**

	2023	2022
	£	£
Income		
Litigation fee settlement	600,000	-
	<u>600,000</u>	<u>-</u>
Expenditure		
Bad debt provision	-	10,054,922
	<u>-</u>	<u>10,054,922</u>
Net exceptional income/(expenditure)	<u>600,000</u>	<u>(10,054,922)</u>

During the year, exceptional income totalling £600,000 related to a settlement for litigation fees from a previous directors.

7 Operating profit

	2023	2022
	£	£
Operating loss for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(138,277)	18,992
Fees payable to the company's auditor for the audit of the company's financial statements	33,000	30,000
Depreciation of property, plant and equipment	662	662
(Profit)/loss on disposal of investment property	-	206,730
	<u>(105,615)</u>	<u>256,384</u>

8 Auditor's remuneration

	2023	2022
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	33,000	30,000
	<u>33,000</u>	<u>30,000</u>
For other services		
Other services	17,676	15,000
	<u>17,676</u>	<u>15,000</u>

9 Employees

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

	2023	2022
	Number	Number
Directors	2	3
	<u>2</u>	<u>3</u>

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****9 Employees (Continued)**

Their aggregate remuneration comprised:

	2023	2022
	£	£
Wages and salaries	95,417	90,000
Social security costs	2,525	11,200
	<u>97,942</u>	<u>101,200</u>

All wages and salaries incurred by the Group relate to Key Management Personnel, being persons having authority and responsibility for planning, directing and controlling the activities of the Group. This includes the Directors of the Company and the Chief Operating Officer of the Company.

10 Finance costs

	2023	2022
	£	£
Interest on bank overdrafts and loans	3,996	21,275
Other interest payable	4,017	6,160
Total interest expense	<u>8,013</u>	<u>27,435</u>

11 Investment income

	2023	2022
	£	£
Interest income		
Financial instruments measured at amortised cost:		
Other interest income on financial assets	<u>241,251</u>	<u>57,975</u>

The above represents interest on financial assets measured at amortised cost.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)**
FOR THE YEAR ENDED 31 MARCH 2023**12 Income tax expense**

	2023	2022
	£	£
Current tax		
UK corporation tax on profits for the current period	(7,233)	(17,567)

There were no factors that may affect future tax charges.

The charge for the year can be reconciled to the profit per the income statement as follows:

	2023	2022
	£	£
Loss before taxation	(10,742,031)	(11,400,954)
Expected tax credit based on a corporation tax rate of 19.00% (2022: 19.00%)	(2,040,986)	(2,166,181)
Effect of expenses not deductible in determining taxable profit	2,649,869	2,032,145
Change in unrecognised deferred tax assets	(616,116)	116,469
Taxation credit for the year	(7,233)	(17,567)

The Group has losses of approximately £19.6m which equate to a deferred tax asset of approximately £5.6m.

Management determined that they could not conclude with reasonable certainty that it would be recoverable in the future, as the properties are not yet developed and therefore a deferred tax asset has not been recognised.

13 Property, plant and equipment - Group

	Fixtures and fittings	Office equipment	Total
	£	£	£
Cost			
At 1 April 2021 and 1 April 2022	5,990	1,961	7,951
At 31 March 2023	5,990	1,961	7,951
Accumulated depreciation and impairment			
At 1 April 2021	1,497	531	2,028
Charge for the year	499	163	662
At 31 March 2022	1,996	694	2,690
Charge for the year	499	163	662
At 31 March 2023	2,495	857	3,352
Carrying amount			
At 31 March 2023	3,495	1,104	4,599
At 31 March 2022	3,994	1,267	5,261

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****14 Investment property - Group**

	2023	2022
	£	£
Fair value		
At 1 April 2022	19,459,231	28,977,767
Disposals	-	(9,227,057)
Fair value adjustment	(10,505,258)	-
Foreign currency adjustments	604,708	(291,479)
At 31 March 2023	<u>9,558,681</u>	<u>19,459,231</u>

The fair value of the investment properties were established on 31 March 2023 using a 'desktop' value method and carried out by Knight Frank, external independent qualified valuers with experience valuing investment properties in the locations held by the Group.

All fair value estimates for investment properties are included in level 3 under the fair value hierarchy for determining the fair value of non-financial assets.

The Group valuations provided contained a disclaimer for "pronounced uncertainty" in the German property market.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****15 Investments - Company**

	Current		Non-current	
	2023	2022	2023	2022
	£	£	£	£
Investments in subsidiaries	-	-	34,229	34,229
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Fair value of financial assets carried at amortised cost**Investment in subsidiary undertakings**

In connection with Dolphin Capital DC214 GmbH & Co KG and Dolphin Capital DC192 GmbH & Co KG, the parent has 94% ownership. The undisclosed non-controlling interest (NCI) of the 6% in the income statement for the total year amounts to £74,708 (2022: £210).

The undisclosed NCI impact for the statement the financial position as at 31 March 2023 is a net liability of £259,705 (2022: £123,209). These amounts are not shown on the face of the income statement, statement of financial position or the statement of changes in equity as the amounts are considered insignificant.

Details of the company's principal operating subsidiaries are included in note 15.

Movements in non-current investments

	Shares in subsidiaries
	£
Cost or valuation	
At 1 April 2022 & 31 March 2023	34,229
	<u> </u>
Carrying amount	
At 31 March 2023	34,229
	<u> </u>
At 31 March 2022	34,229
	<u> </u>

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****16 Subsidiaries**

Details of the company's subsidiaries at 31 March 2023 are as follows:

Name of undertaking	Address	Principal activities	Class of shares held	% Held Direct
Vordere Capital S.a.r.l.	Luxembourg	Investment holding	Ordinary	100.00
St James Square Management GmbH	Germany	Investment holding	Ordinary	100.00
Vordere Pegau GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Hanau GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Schkeuditz GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Bamberg GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Dolphin Capital 192 GmbH & Co KG*	Germany	Investment property holding	Ordinary	94.00
Dolphin Capital 214 GmbH & Co KG*	Germany	Investment property holding	Ordinary	94.00
Vordere Haag GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Berchtesgaden GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Usedom GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Sehnde GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Juterbog GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00
Vordere Mohriner Allee GmbH & Co KG*	Germany	Investment property holding	Ordinary	100.00

**denotes an indirectly held subsidiary*

The registered office of Luxembourg subsidiary is 14 Rue Edward Steichen, 2540 Luxembourg, the registered office of all German subsidiaries is Westendstraße 28, 60325 Frankfurt am Main, Germany.

All of the subsidiaries are included in the consolidation.

The Directors plan to liquidate the following entities; Vordere Berchtesgaden GmbH & Co KG, Vordere Haag GmbH & Co KG, Vordere Mohriner Allee GmbH & Co KG, Vordere Usedom GmbH & Co KG, Vordere Sehnde GmbH & Co KG and Vordere Juterbog GmbH & Co KG.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****17 Trade and other receivables - Group**

	2023 £	2022 £
Trade receivables	5,912	145,206
Amounts owed by related parties	2,940,633	1,176,174
Other receivables	2,488,157	1,886,792
Prepayments	18,458	34,133
	<u>5,453,160</u>	<u>3,242,305</u>

Trade receivables disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

18 Trade and other receivables - Company

	2023 £	2022 £
Amounts owed by fellow group undertakings	11,527,582	19,497,821
Amounts owed by related parties	2,940,633	1,176,174
Other receivables	777,344	1,782,151
Prepayments	18,458	25,714
	<u>15,264,017</u>	<u>22,481,860</u>

Trade receivables disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

The company does not hold any collateral as security. The receivables from subsidiary undertakings are repayable on demand. No interest is charged on the intercompany loans.

During the year, amounts due from subsidiaries have been impaired to reflect the expected recoverable amount based upon the adjustment due to changes in foreign exchange rates on property values throughout the group.

19 Trade receivables - credit risk**Fair value of trade receivables**

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****20 Trade and other payables - Group**

	2023	2022
	£	£
Trade payables	112,391	557,506
Accruals	145,647	450,806
Social security and other taxation	2	3,308
Other payables	18,672	8,312
	<u>276,712</u>	<u>1,019,932</u>

21 Trade and other payables - Company

	2023	2022
	£	£
Trade payables	58,023	195,324
Accruals	30,000	30,000
Social security and other taxation	2	3,308
	<u>88,025</u>	<u>228,632</u>

22 Fair value of financial liabilities

The directors consider that the carrying amounts of financial liabilities carried at amortised cost in the financial statements approximate to their fair values.

23 Share capital

	2023	2022	2023	2022
	Number	Number	£	£
Ordinary share capital				
<i>Issued and fully paid</i>				
Ordinary shares of 2p each	<u>370,060,562</u>	<u>469,014,169</u>	<u>7,401,211</u>	<u>9,380,284</u>

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****23 Share capital****(Continued)****Xenfin Fund 1 Trading Limited - 95,933,093 shares cancelled**

Pursuant to a Board Meeting held on 27 July 2022, the 95,933,093 shares in the Group issued in respect of the properties at Jüterbog and Sehnde, registered in the name of Xenfin Fund 1 Trading Limited, were forfeited under the Company's articles of association, for non-payment.

The cancellation of shares related to the legal title had not being transferred to the Vordere Group. As the legal title did not transfer within the specified timeframes within the sales purchase agreement (SPA), Vordere Limited withdrew from the contract and as a result the shares connected with purchase of properties for Jüterbog and Sehnde were cancelled on 27 July 2022. The shares cancelled are those connected with Xenfin Fund 1 Trading Limited and the shares issued to raise funds for the agent fees and connected legal fees remain in issue.

The nominal value of the shares cancelled totalled £1,918,662 at 2p and a share premium cancellation of £17,811,649 at 18p per share. This has resulted in a credit to the retained earnings of an amount of £19,790,723. As the conditions of non-payment were present during the prior period to 31 March 2022, a bad debt provision of £10,054,922 was recognised in the income statement in the prior period. The £10,054,922 represented the fair value at 31 March 2022 of Jüterbog and Sehnde of £7,190,537 and £2,864,385 retrospectively.

GFG Limited - 3,020,514 shares cancelled

On 14 July 2022, the GFG Limited were forfeited under the Company's articles of association, for non-payment.

The nominal value of the shares cancelled totalled £60,410 and a share premium cancellation of £543,693 at 18p per share.

24 Share premium account

	2023	2022
	£	£
At the beginning of the year	75,076,876	75,076,876
Share capital reduction	(17,811,650)	-
	<u>57,265,226</u>	<u>75,076,876</u>
At the end of the year	<u>57,265,226</u>	<u>75,076,876</u>

Share premium represents the amount subscribed for share capital in excess of nominal value. Please see the share capital note 22 for further details.

25 Capital redemption reserve

	2023	2022
	£	£
At the beginning and end of the year	<u>233,774</u>	<u>233,774</u>

During the year, the company undertaken a share repurchase to dispose of shares where the monies were not received by the invested shareholders. Above is the results of such transaction. Further details can be found on the share capital note 22.

VORDERE LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

26 Reserves

Currency translation reserve

Represents exchange differences arising on translation of the foreign controlled entities that are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Retained earnings

Represents accumulated profit/loss.

As per note 23, the company cancelled 98,953,607 shares. This has resulted in a credit to the retained earnings of an amount of £19,790,722.

Capital redemption reserve

Represents effects of cancelled shares on reserves.

27 Events after the reporting date

Subsequent to the year end, two loans were issued to Manustin Holdings Limited. The first, amounting to €2,000,000, bears an interest rate of 7% and is due for repayment by May 2026. The second loan, totalling €500,000 and also carrying a 7% interest rate, is set to be repaid by November 2026.

Manustin Holdings Limited is related by virtue of having directors in common.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****28 Financial instruments - fair values and risk management**

The Group's Investment Committee is responsible to the Board for the Group's financial risk management. This includes analysing the Group's exposure by degree and magnitude of risks. These risks include property market risk (including currency risk and interest rate risk) and liquidity risk.

The Group seeks to minimise the effects of these risks where possible. It does this by maintaining bank accounts in all currencies in which the Group holds the properties.

Group

	Carrying amount 2023 £	Carrying amount 2022 £
Financial assets at amortised cost		
Other financial assets at amortised cost	6,642,814	3,172,247
Cash and cash equivalents	2,811,410	5,472,343
	<u>9,454,224</u>	<u>8,644,590</u>

Prepayments are excluded from the Financial assets at amortised cost balance as this analysis is only required for financial instruments.

	Carrying amount 2023 £	Carrying amount 2022 £
Financial liabilities at amortised cost		
Trade and other payables	276,710	1,018,684
Borrowings	-	-
	<u>276,710</u>	<u>1,018,684</u>

There are no financial assets and liabilities measured at fair value as at 31 March 2023.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****29 Credit risk**

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating 'A' are accepted.

Credit risk also arises in relation to the non-current loan receivables but this is mitigated through the security over the properties bought with the proceeds of the loan. Management have applied the expected credit risk model on adoption of IFRS 9, which has resulted in the recognition of a loss allowance as described in note 2.2 i). Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments for a period of greater than 120 days past due. Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Credit risk for intercompany receivables is relevant only within the parent company financial statements and is assessed by reference to the carrying value of the counterparties net assets and an assessment of their ability to repay the outstanding balance. Provisions are made against the intercompany receivables to reflect impairment down to the carrying value of net assets.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the group's maximum exposure to credit risk.

The group does not hold any collateral or other credit enhancements to cover this credit risk.

30 Market risk**Market risk management**

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and the German property market. The Group reviews the need to enter into financial instruments on a regular basis but has not entered into any during the current or previous period. As the Group has no debt, it is not significantly exposed to interest rate risk on its financial liabilities and continues to seek to maximise the returns from bank deposits. The Group has no control over the German property market.

Foreign exchange risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary current assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	Assets		Liabilities	
	2023	2022	2023	2022
	£	£	£	£
Euro	8,270,577	247,162	188,689	817,614
NOK	781,487	890,241	-	-
USD	145	-	-	-
	<u>9,052,209</u>	<u>1,137,403</u>	<u>188,689</u>	<u>817,614</u>

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****30 Market risk****(Continued)**

The Group is mainly exposed to the Euro and to a lesser extent, the NOK and the USD.

In addition to the current assets noted above, the Group holds investment properties located in Germany totaling €11m. At each year end, the impact of foreign currency fluctuations are recorded in other comprehensive income as noted in Note 25. In 2022, this amounted to a gain of £2.2m (2022: £40K loss).

The following table details the Group's sensitivity to a 3% increase and decrease in the pound sterling against the relevant foreign currencies. 3% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 3% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in profit or equity where the pound sterling strengthens 3% against the relevant currency. For a 3% weakening of the pound sterling against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

	Euro Impact	
	2023	2022
	£	£
Loss	(252,632)	(68,967)
	<u>(252,632)</u>	<u>(68,967)</u>
	<u><u>(252,632)</u></u>	<u><u>(68,967)</u></u>

Interest rate risk

The Group's exposure to interest rate risk on borrowings is limited as there is no outstanding debt within the Group. The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

31 Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities through share issuance, and by continuously monitoring forecast and actual cash flows.

32 Capital risk management

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing investment properties

The Group monitors 'adjusted capital' which comprises all components of equity (i.e. share capital, share premium and retained earnings). Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the return capital to shareholders or issue new shares.

VORDERE LIMITED**NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****33 Related party transactions****Remuneration of key management personnel**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, including the Directors of the Company.

	2023	2022
	£	£
Short-term employee benefits	95,417	101,200
	<u> </u>	<u> </u>

Other transactions with related parties**Other information**

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

Other related party transactions are as follows:

Directors fees of £22,914 (2022: £25,000) were paid during the year to M Fernandes, a director of the company.

At the year end £nil (2022: £2,083) was outstanding and due to M Fernandes.

Amounts owed by related parties is comprised of 2 loans owed by Manustin Holdings Limited, a company incorporated in Ireland. The loan totalling €1,400,000 (£1,234,074) attracts interest at a rate of 7%, this loan was originally due for repayment on March 2023 however, the entire loan has been extended and the revised repayment date is March 2024. The second loan totalling €3,000,000 (£2,651,814) attracts interest at a rate of 5% which is due for repayment in February 2026. Manustin Holdings Limited is related by virtue of having directors in common. The directors of the company, M Fernandes and D Healy have personal guarantees over the loaned amount. The interest rates attached the loan of 7% and 5% were deemed to be below market rate and an accounting adjustment has been made in the current year to bring the loans to their deemed fair value. The adjustment made will be unwound over the term of loans which will result in a £nil impact in retain earnings over the life of the loan.

Subsequent to the year end, two loans were issued to Manustin Holdings Limited (see note 27).