

Registered number: 12130136

Expert Bidco Limited

Annual report and financial statements

For the year ended 31 December 2021

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Expert Bidco Limited

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Expert Bidco Limited

Company information

Directors

Mr P Clark
Mr D Francis
Mr T Richardson

Company secretary

London Registrars Ltd

Registered number

12130136

Registered office

Suite A
6 Honduras Street
London
England
EC1Y 0TH

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Expert Bidco Limited

Strategic report For the year ended 31 December 2021

The directors present their Strategic report on the company for the year ended 31 December 2021.

Fair review of the business

The principal activity of the company is that of a holding company, with the trading entity of the group, Hanson Wade Limited's principal activity being the production and delivery of conferences and associated services, including market intelligence on a subscription basis.

Key performance indicators

The company did not trade during the reporting period and there is no intention for it to trade in the future.

Future developments

The directors are not aware at the date of this report of any likely changes to the stated principal activity over the next reporting period.

Russia - Ukraine conflict

The invasion of Ukraine by Russia on 24 February 2022 has led to significant sanctions against Russia. The company has no ongoing exposures to Russian-related interests, and the conflict is not expected to have any impact on the company at this time.

COVID-19

There is no continued impact of COVID-19 on the company.

Principal risks and uncertainties

The company's activities expose it to a number of financial risks including foreign exchange and interest rate risk, which are detailed below. The company is also exposed to credit risk relating to intercompany debtors.

Foreign exchange risk

Foreign exchange risk arises on the US dollar denominated bank loan and the associated quarterly interest payments, which are in a different currency to the group's British pounds Sterling functional currency. This loan was issued by the company as part of the acquisition of Hanson Wade Limited and denominated in US dollar to create a partial hedge against US dollar denominated sales and cash in Hanson Wade Limited. No other hedging has been entered into.

Interest rate risk

The associated interest referenced above includes provision for a variable rate of interest dependent on US LIBOR. A cap and collar arrangement was explored but ultimately not executed, as a result of the interest rate environment that currently prevails.

This report was approved by the board on 28 March 2022

and signed on its behalf by.

Darren Francis

Mr D Francis
Director

Expert Bidco Limited

Directors' report

For the year ended 31 December 2021

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

Principal activities

The principal activity of the company is that of a holding company.

Results and dividends

The loss for the financial year amounted to £2,579,000 (17 month period ended 31 December 2020: profit of £1,136,000).

There were no dividends paid during the year (17 month period ended 31 December 2020: £Nil). The directors do not recommend the payment of a final dividend (17 month period ended 31 December 2020: £Nil).

Directors

The directors of the company who served during the year and up to the date of signing the financial statements were:

Mr P Clark
Mr D Francis
Mr T Richardson

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial period and is currently in force. The Expert Topco group also purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of the company and its directors.

Going concern

The directors confirm that having reviewed the company's cash requirements for the next 12 months from the date of signing the financial statements, they have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as and when they fall due for the foreseeable future. The company's status as a going concern is dependent on the continued support from its ultimate parent entity, Expert Topco Limited, which in turn relies on the viability of the Expert Topco group ('the group'). The directors have considered their current cash flow projections, financing costs of the term loan and the revolving credit facility within the group. Having due regard to these factors and the letter of support the company has received from Expert Topco Limited, the directors have adopted the going concern basis in preparing these financial statements.

Expert Bidco 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 financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

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

The directors are responsible for 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 also 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.

Directors' confirmations

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

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

Independent auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment as in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 28 March 2022 and signed on its behalf.

Darren Francis

Mr D Francis
Director

Independent auditors' report to the members of Expert Bidco Limited

Report on the audit of the financial statements

Opinion

In our opinion, Expert Bidco Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2021; the Statement of comprehensive income and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

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

Independent auditors' report to the members of Expert Bidco Limited (continued)

Reporting on other information (continued)

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

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and the Directors' report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, UK employment law and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management bias in accounting estimates.

Expert Bidco Limited

Independent auditors' report to the members of Expert Bidco Limited (continued)

Responsibilities for the financial statements and the audit (continued) **Auditors' responsibilities for the audit of the financial statements (continued)**

Audit procedures performed by the engagement team included:

- Enquiries with management, including consideration of known or suspected instances of non compliance with laws and regulations and fraud;
- Reviewing Board meeting minutes;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations and words; and
- Reviewing the financial statements for compliance with the Companies Act 2006.

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

Use of this report

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


Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Jonathan Ford (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 28 March 2022

Expert Bidco Limited

**Statement of comprehensive income
For the year ended 31 December 2021**

		Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
	Note		
Administrative expenses		(467)	(409)
Operating loss	5	(467)	(409)
Dividend income	7	-	5,176
Interest receivable and similar income	8	2,363	3,238
Interest payable and similar expenses	9	(4,475)	(6,869)
(Loss)/profit before taxation		(2,579)	1,136
Tax on (loss)/profit	10	-	-
(Loss)/profit for the financial year/period		(2,579)	1,136

There were no recognised gains and losses for 2021 or the 17 month period ended 31 December 2020 other than those included in the Statement of comprehensive income.

The notes on pages 11 to 21 form part of these financial statements.

Expert Bidco Limited
Registered number: 12130136

Balance sheet
As at 31 December 2021

	Note	2021 £000	2021 £000	2020 £000	2020 £000
Fixed assets					
Investments	11		102,119		102,119
			<u>102,119</u>		<u>102,119</u>
Current assets					
Debtors	12	35,114		31,964	
		<u>35,114</u>		<u>31,964</u>	
Creditors: amounts falling due within one year	13	(110,899)		(106,242)	
Net current liabilities			<u>(75,785)</u>		<u>(74,278)</u>
Total assets less current liabilities			<u>26,334</u>		<u>27,841</u>
Creditors: amounts falling due after more than one year	14		(27,777)		(26,705)
Net (liabilities)/assets			<u>(1,443)</u>		<u>1,136</u>
Capital and reserves					
Called up share capital	16		-		-
(Accumulated losses)/retained earnings			(1,443)		1,136
Total shareholders' (deficit)/funds			<u>(1,443)</u>		<u>1,136</u>

The financial statements on pages 8 to 21 were approved and authorised for issue by the board and were signed on its behalf on 28 March 2022

Darren Francis

Mr D Francis
Director

The notes on pages 11 to 21 form part of these financial statements.

Expert Bidco Limited

**Statement of changes in equity
For the year ended 31 December 2021**

	Called up share capital £000	Retained earnings/ (accumulated losses) £000	Total shareholders' funds/(deficit) £000
At 30 July 2019 (incorporation)	-	-	-
Comprehensive income for the period			
Profit for the financial period	-	1,136	1,136
Total comprehensive income for the period	-	1,136	1,136
At 31 December 2020 and 1 January 2021	-	1,136	1,136
Comprehensive expense for the year			
Loss for the financial year	-	(2,579)	(2,579)
Total comprehensive expense for the year	-	(2,579)	(2,579)
At 31 December 2021	-	(1,443)	(1,443)

The notes on pages 11 to 21 form part of these financial statements.

Expert Bidco Limited

Notes to the financial statements For the year ended 31 December 2021

1. General information

The principal activity of the company is that of a holding company. The company was incorporated on 30 July 2019.

The company is a private company limited by shares and is incorporated, domiciled and registered in England and Wales, within the United Kingdom. The address of its registered office is Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

2. Statement of compliance

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

3. Accounting policies

3.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 4).

The following principal accounting policies have been applied consistently throughout the year:

3.2 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:

- under FRS 102 paragraph 1.12(b) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Expert Topco Limited, includes the company's cash flows in its own consolidated financial statements;
- from the disclosure of financial instruments, required under FRS 102 paragraphs, 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statements disclosures;
- from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7; and
- from disclosing related party transactions that are wholly owned within the same group under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31 December 2021 it was a wholly owned subsidiary.

3.3 Consolidation

The company is a wholly owned subsidiary of Expert Midco 2 Limited and of its ultimate parent, Expert Topco Limited. It is included in the consolidated financial statements of Expert Topco Limited which are publicly available. The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company's separate financial statements.

**Notes to the financial statements
For the year ended 31 December 2021**

3. Accounting policies (continued)

3.4 Going concern

The directors confirm that having reviewed the company's cash requirements for the next 12 months from the date of signing the financial statements, they have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as and when they fall due for the foreseeable future. The company's status as a going concern is dependent on the continued support from its ultimate parent entity, Expert Topco Limited, which in turn relies on the viability of the Expert Topco group ('the group'). The directors have considered their current cash flow projections, financing costs of the term loan and the revolving credit facility within the group. Having due regard to these factors and the letter of support the company has received from Expert Topco Limited, the directors have adopted the going concern basis in preparing these financial statements.

3.5 Interest receivable and similar income

Interest receivable and similar income relate to interest received on amounts due from group undertakings and is recognised in the Statement of comprehensive income using the effective interest method.

3.6 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

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

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

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

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'interest receivable and similar income'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'administrative expenses'.

3.7 Interest payable and similar expenses

Interest payable and similar expenses relate to the interest charged on loans and are recognised in the Statement of comprehensive income in the period in which they are incurred.

3.8 Borrowing costs

Borrowing costs in respect of the arrangement of external loan facilities are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**Notes to the financial statements
For the year ended 31 December 2021**

3. Accounting policies (continued)

3.9 Dividend income

Dividend income is recognised when the right to receive payment is established.

3.10 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

3.11 Financial instruments

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

i. Financial assets

Basic financial assets, including amounts owed by group undertakings, 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 the Statement of comprehensive income.

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 the Statement of comprehensive income.

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 or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii. Financial liabilities

Basic financial liabilities, including other creditors, bank loans and amounts owed to group undertakings 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. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

**Notes to the financial statements
For the year ended 31 December 2021**

3. Accounting policies (continued)

3.11 Financial instruments (continued)

iii. Offsetting

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

3.12 Current and deferred taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance sheet date.

3.13 Share capital

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

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

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.

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

There are no critical judgements in applying the entity's accounting policies.

(b) Critical accounting estimates and assumptions

There are no critical accounting estimates and assumptions.

Expert Bidco Limited

Notes to the financial statements For the year ended 31 December 2021

5. Operating loss

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

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
Exchange losses/(gains)	787	(723)
Fees payable to the company's auditors for the audit of the company's financial statements	5	10

During the year, the audit fees relating to the company were borne by Hanson Wade Limited, a direct subsidiary of the company (note 11).

In accordance with SI 2008/489 the company has not disclosed the fees payable to the company's auditors for 'Other services' as this information is included in the consolidated financial statements of Expert Topco Limited.

6. Employees and directors

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

	Year ended 31 December 2021 Number	17 month period ended 31 December 2020 Number
Executive	3	3

The directors of the company have not been remunerated for their services to the company which are deemed to be of negligible value. The directors of the company are also directors of Expert Topco Limited and their remuneration has been disclosed in the group's financial statements.

7. Dividend income

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
Dividend income	-	5,176

Expert Bidco Limited

**Notes to the financial statements
For the year ended 31 December 2021**

8. Interest receivable and similar income

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
Interest received on preference shares	2,363	3,238

9. Interest payable and similar expenses

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
Bank interest payable	1,790	3,387
Interest payable to group undertakings	2,685	3,482
	4,475	6,869

10. Tax on (loss)/profit

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
Deferred tax		
Origination and reversal of timing differences	-	89
Adjustment in respect of prior corporation tax periods	-	(79)
Effect of changes in tax rates	-	(10)
Total deferred tax	-	-
Total tax charge for the year/period	-	-

Notes to the financial statements
For the year ended 31 December 2021

10. Tax on (loss)/profit (continued)

Factors affecting tax charge for the year/period

The tax assessed for the year/period is higher than (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	Year ended 31 December 2021 £000	17 month period ended 31 December 2020 £000
(Loss)/profit before taxation	<u>(2,579)</u>	<u>1,136</u>
(Loss)/profit before taxation multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(490)	216
Effects of:		
Expenses not deductible for tax purposes	(448)	(514)
Income not taxable	-	(983)
Effects of group/other relief	2,729	1,535
Adjustment in respect of prior corporation tax periods	-	(79)
Tax rate changes	-	(9)
Transfer pricing adjustments	(1,565)	(256)
Losses	(226)	-
Deferred tax not provided	-	90
Total tax charge for the financial year/period	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

Changes to UK corporation tax rates were substantively enacted by the Finance Bill 2021 (on 24 May 2021). These included an increase in the corporation tax rate from 19% to 25% from 1 April 2023. Deferred tax balances have been remeasured accordingly where appropriate.

Expert Bidco Limited

Notes to the financial statements For the year ended 31 December 2021

11. Investments

	Investments in subsidiary undertakings £000
Cost and net book value	
At 1 January 2021	102,119
At 31 December 2021	<u>102,119</u>

Subsidiary undertakings

The following are subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Expert FX Limited	United Kingdom	Ordinary	100%	FX Management company
Hanson Wade Limited	United Kingdom	Ordinary	100%	Production and delivery of conferences and associated services

The address of the above subsidiaries is Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

12. Debtors

	2021 £000	2020 £000
Preference shares receivable from a group undertaking	<u>35,114</u>	<u>31,964</u>

The USD preference shares carry a 6.25% plus US LIBOR coupon, are mandatorily redeemable on demand and at the option of the company and are non-voting. At the year/period end, the amount meeting the definition of an asset was £29,512,350 (2020: £28,725,354) in addition to accrued coupons receivable on this asset of £5,601,501 (2020: £3,238,844).

Expert Bidco Limited

Notes to the financial statements For the year ended 31 December 2021

13. Creditors: amounts falling due within one year

	2021 £000	2020 £000
Amounts owed to group undertakings	110,856	105,064
Deferred consideration on the cost of investment into a subsidiary	-	1,172
Other creditors	6	5
Accruals	37	1
	<u>110,899</u>	<u>106,242</u>

Amounts owed to group undertakings include amounts owed to Expert Midco 2 Limited and Hanson Wade Limited, which are unsecured, interest free and repayable on demand. Amounts owed to group undertakings also include a loan payable to Expert FX Limited, which is unsecured and repayable on demand. Interest on the loan is charged at is charged at 8.5%.

The deferred consideration was payable only upon receipt of tax receivable from HMRC to which it relates. This was received from HMRC during the year ended 31 December 2021, following which the deferred consideration was settled.

14. Creditors: amounts falling due after more than one year

	2021 £000	2020 £000
Bank loans (note 15)	<u>27,777</u>	<u>26,705</u>

On 14 August 2019, a Term and Multicurrency Revolving Facilities agreement was entered into by Expert Bidco Limited in order to finance the purchase of Hanson Wade Limited on this date.

The facilities included:

- i. A unitranche facility commitment issued in British Pounds Sterling and immediately redenominated into US Dollar for \$39,349,800. Interest of LIBOR plus an applicable margin is payable on this facility under a selection notice for either a three month or six-month interest period basis. The principal amount is repayable in full on the 7th anniversary date of the closing date of the agreement. Transaction costs of £2,371,283 were incurred on negotiating this facility. These costs were capitalised against the principal balance at the issue date and are being amortised over the 7-year term of the loan. The total amortised fees for the year/period ended 31 December 2021 was £284k (2020: £351k) and the balance at 31 December 2021 was £1,736k (2020: £2,020k); and
- ii. A £2m multi-currency revolving credit facility - during the prior period, the company utilised the multicurrency revolving credit facility to maximise liquidity in response to the impact of COVID-19. The facility was drawn down in full in March 2020 and repaid in full in September 2020. This was subsequently not drawn down during the year ended 31 December 2021.

The company has given security to the lenders through a fixed charge over the assets of the company and its subsidiaries.

Notes to the financial statements
For the year ended 31 December 2021

14. Creditors: amounts falling due after more than one year (continued)

The unitranche facility has several financial and non-financial covenant requirements. On 29 July 2020, the group negotiated a temporary amendment to the covenant terms under the existing facilities agreement in effect up to June 2021. This was done to provide maximum financial flexibility to the group in response to the impact of the COVID-19 pandemic. The main changes to the facilities agreement were (a) revised financial covenants and an additional minimum liquidity covenant of £2m with 13-week look forward test and (b) monthly covenant compliance reporting requirements up until June 2021. As part of these revised terms, Graphite Capital Management LLP had also agreed to provide an equity cure equal to £5m of equity into the group up until June 2021. The original covenants per the existing facilities agreement continued to be in force after June 2021.

The bank loan facilities are secured by a charge over the assets of the company and its subsidiaries.

15. Loans

Analysis of the maturity of loans is given below:

	2021 £000	2020 £000
Amounts falling due after more than 5 years		
Bank loans (note 15)	<u>27,777</u>	<u>26,705</u>

16. Called up share capital

	2021 £	2020 £
Allotted and fully paid		
1 (2020: 1) Ordinary share of £1	<u>1</u>	<u>1</u>

The Ordinary shares have full rights in the company with respect to voting, dividends and distributions of capital on winding up or otherwise. There are no restrictions on the distribution of dividends and the repayment of capital.

17. Related party transactions

The company has taken advantage of the exemption under FRS 102 paragraph 33.1A "Related party disclosures" from disclosing transactions and balances with wholly owned group undertakings.

During the year/period the company incurred management fees of £150,823 (2020: £207,397) and capitalised arrangement fees of £Nil (2020: £1,000,000) payable to funds managed by Graphite Capital Management LLP.

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Notes to the financial statements For the year ended 31 December 2021

18. Ultimate parent undertaking and controlling party

The company's immediate parent company is Expert Midco 2 Limited whose registered address is the same as the company.

The company's ultimate parent company is Expert Topco Limited whose registered address is the same as the company.

At the year end, the smallest and largest group of undertakings which has produced consolidated financial statements, and of which the company is a member, is Expert Topco Limited, a company incorporated in England. Group financial statements for this company are available from Suite A, 6 Honduras Street, London, England, EC1Y 0TH.

The class A Ordinary shares in Expert Topco Limited are held by funds managed by Graphite Capital Management LLP. None of these funds individually hold an ultimate controlling stake in the company nor is there an intent or incentive for these individual funds to collectively combine their ownership stakes to exert control over the group or the company. Furthermore, none of the parties holding class A, B or C Ordinary shares in Expert Topco Limited have a shareholding which is equal to 25% or more of the total issued share capital of the company. Hence, the directors consider that there is no ultimate controlling party of the company.