Prime People

Prime People Limited

Annual Report and Financial Statements

for the year ended 31 March 2022

2022

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Chairman's Statement

Performance

2022 was an encouraging year for the Group and we closed with headline Revenue of £22.3m (2021: £17.8m) and Net Fee Income ("NFI") of £15.9m (2021 £10.9m), a 45.8% year-on-year increase.

NFI comprises the total fees for permanent candidates and the margin earned in the placement of contract staff.

The Group's Operating Profit was £2.45m compared to the prior year loss of £0.12m. The increase is a result of improved NFI generation.

Dividend

The Board will be recommending a final dividend of 4 pence per share for the year.

Tender Offer

In January 2022 the Group delisted from AIM and made a tender offer for 2,282,628 shares at a price of 87 pence per ordinary share.

We are pleased to report that the tender offer was fully subscribed and the Group purchased 18.78% of the issued ordinary share capital at a cost of £2m.

The Group expects to announce further tender offers as cash and trading expectations allow.

Current trading and outlook

The current trading environment continues to be favourable and our main performance indicators are in line with the final quarter of 2022 across our main geographic regions.

However, as a result of volatile macro-economic forces and geopolitical uncertainty we are cautious about the resilience of demand through the remainder of 2023.

The Group maintains a healthy cash position and we intend to continue to invest in our growth areas while offering good returns to shareholders.

Robert Macdonald
Executive Chairman

Strategic Report

Overview

The Group provides Permanent and Contract recruitment services to selected, niche industry sectors.

Real Estate continues to be the Group's largest market, served through its main subsidiary, Macdonald & Company. In addition, the Group also serves infrastructure, construction, and design sectors through its Command brand.

Our business model is built around our people, all of whom are specialists in their industry verticals.

The Group has two locations in the UK (the London head office and Manchester) with international offices in Hong Kong (established in 2007), Singapore (established in 2012), Frankfurt (established in 2019), Düsseldorf (established in 2021), Riyadh (established in 2021), Houston (established in 2021) and a franchise in South Africa (established in 2008).

Regional Performance

United Kingdom

	2022 £m	**2021 £m**
Revenue	**13.27**	11.67
Net Fee Income (NFI)	**6.84**	4.89
Operating Profit /(Loss)	**1.01**	(0.02)
Operating Profit /(Loss) as % of NFI	**14.8%**	(0.4%)
Average number of employees	**50**	61

Revenue increased by 13.7% to £13.27m (2021: £11.67m) with NFI increasing by 39.9% to £6.84m (2021: £4.89m).

Asia Pacific

	2022 £m	**2021 £m**
Revenue	**6.25**	5.11
Net Fee Income (NFI)	**6.25**	5.01
Operating Profit	**0.95**	0.05
Operating Profit as % of NFI	**15.20%**	9.23%
Average number of employees	**41**	50

Rest of the World

	2022 £m	**2021 £m**
Revenue	**2.79**	1.03
Net Fee Income (NFI)	**2.79**	1.03
Operating Profit/(Loss)	**0.50**	(0.13)
Operating Profit/(Loss) as % of NFI	**17.92%**	(12.73%)
Average number of employees	**12**	3

The region now covers our offices in Frankfurt, Düsseldorf, Houston, and a franchise in South Africa.

Financial Review

Revenue
The Group's Revenue was £22.3m, which represents a 25.3% increase compared to 2021 (£17.8m).

Net Fee Income (NFI)
Overall Group NFI was £15.88m which is an increase of 45.3% compared to the prior year.

The split of net fee income was 96.3% from Permanent Sales (2021: 94.0%) and 3.7% from Contract Sales (2021: 6.0%).

The Group generated 56.9% of its Net Fee Income from outside the UK (2021: 55.3%).

Administration Costs
Administration costs for the year were £13.4m, an increase of 13.6% on 2021 due to the end of the furlough scheme and increased commission costs which are associated with higher NFI.

Profit before Taxation
Profit before taxation was £2.44m (2021: loss before taxation of £0.17m).

Taxation
The taxation expense is £0.48m on profit before taxation of £2.42m (2021: credit of £0.00m on loss before taxation of £0.17m) which gives an effective tax rate of 18.6% (2021: 2.8%). The reasons for the difference from the standard UK corporation tax rate of 19% are detailed in note 7.

Balance Sheet
Net Assets at 31 March 2022 were £9m compared to the prior year net assets of £8.8m. Trade Receivables net of provisions for doubtful debts at the year end were £3.5m (2021: £2.2m). The increase reflects higher invoicing in March 2022. The average credit period taken by clients reduced to 40 days (2021: 48 days).

Treasury Management and Currency Risk
Approximately 59% of the Group's revenue in 2022 (2021: 65.6%) was denominated in Sterling. Consequently, the Group has a currency exposure in accounting for overseas operations.

Currently the Group policy is not to hedge against this exposure, but it does seek to minimise the effect by converting into Sterling all cash balances in foreign currency that are not required for local short-term working capital needs.

Cash Flow and Cash Position
At the start of the year the Group had Cash of £3.98m. After net taxation payments of £0.03m (2021: £0.13m), cash generated from operations was £2.1m (2021: £1.0m). At the end of the year, after share purchase payments of £1.99m (2021: £0.00m), the Group had Cash of £2.68m.

Strategic Report *(Continued)*

Financial Review

Principal Risks and Uncertainties

The Board reviews the principal risks and uncertainties facing the Group on a regular basis. The Board's approach is to ascertain the key risks and develop plans to reduce the potential effects of these risks on the business. The principal risks identified are as follows:

Dependence on Key People
The sustainable success of the Group is dependent on recruiting and retaining key staff. The loss of the services of key people could impact trading and profitability. The Group is fortunate to have the loyalty of the senior management team which allows the business to progress, even in uncertain markets.

Macro-economic factors
There is strong correlation between the business performance and that of the economies in which the Group operates. High inflation and rising central bank interest rates will impact our clients and may affect demand. However, Group is geographically diversified, spanning over different countries which reduces the reliance on the success of any single market and, moreover, the board sees opportunities in the continued shortage of talent in the markets we serve.

Regulatory position
The increase in regulatory scrutiny and demands on compliance are influencing hiring. The Group is aware of continuing challenges as procurement practice evolves but remains committed to being fully compliant in each of the regions in which it operates.

Cyber Security and data protection
The risk of sensitive information being accessed without authorisation has grown in the wider business environment. We have invested resources in cyber security with close controls over personal information and training to ensure we meet appropriate standards of security. As technology becomes more advance we continue to monitor cyber security trends and adopt new measures and policies that reflect the changing environment.

Treasury Policies, Liquidity and Financial Risk
Surplus funds are held to support short term working capital requirements whilst providing the flexibility required to fund on-going operations and to invest cash safely and profitably.

Although the financial risks to which the Group is exposed are currently considered to be minor, future interest rate, liquidity and foreign currency risks could arise. The Board continues to focus on cash flow forecasting and to manage financial and foreign exchange risk.

Credit Risk Management
The principal credit risks arise from the Group's trade receivables. Client credit terms and cash collections are managed carefully, and cash balances and cash flow forecast are reviewed weekly. Monthly credit evaluation is performed on the financial condition of accounts receivable based on payment history and third-party credit references with appropriate provisions being made.

Dugald Macdonald
Group Commercial Director

21 July 2022

Report of the Directors for the Year Ended 31 March 2022

Directors

The Directors who served during the year were:
Robert Macdonald
Peter Moore
Dugald Macdonald
Chris Heayberd
Sir John Lewis OBE

As permitted by legislation, the Group has chosen to set out the information regarding likely financial risk management objectives and policies and future developments in the business of the company, which would otherwise be required to be contained in the Director's Report, within the Strategic Report.

Going concern

The Group has two revenue streams, Permanent and Contract recruiting, and provides these services across several established international markets.

Trading and cash flow forecasts for a period of at least 12 months from the date of approval of the financial statements have been prepared for, and are reviewed and challenged monthly by, a sub-committee of the Board. The sub-committee reviews the monthly cash collection forecast, debtor collection assumptions for the upcoming three months, disbursement control and change in cash balances 12 months forward. The forecast models revenues and cash collections and cost outflows across the Group for the period July 2022 to July 2023.

After reviewing these forecasts, including careful consideration of downside risk trading scenarios, and having made appropriate enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue operating for a period of at least 12 months. Consequently, the Board continues to adopt the going concern basis when preparing the financial statements.

The Group continues to have access to an Invoice Discounting facility of up to £2m in the UK, which provides working capital underpinned by the receivables ledger.

Environmental Policy

The Group recognises its responsibilities for the environment and gives due consideration to the possible effects of its activities on the environment. As such, our environmental impact comes from the running of our business generating carbon emissions through the consumption of gas and electricity, transport activities and commuting, as well as office-based waste such as paper and toners. We do not consider that the Group's activities have a major effect on the environment.

Dividend

During the year no dividend was paid (2021: 0.0p).

Report of the Directors for the Year Ended 31 March 2022

Annual General Meeting ("AGM")

The 2021 AGM was held on 1 September 2021 at 11:00am at 2 Harewood Place, London, W1S 1BX. All resolutions put to Shareholders (as detailed in Note 17) were duly passed on a show of hands.

This year's AGM will be held at 2 Harewood Place, London, W1S 1BX on 7 September 2022 at 10:00am. All shareholders are encouraged to attend. The resolutions to be put forward to the AGM are detailed in the Notice of AGM, which is being circulated separately to all shareholders.

Statement as to disclosure of information to auditors

The Directors, who were in office on the date of approval of these financial statements, have confirmed that, as far as they are aware, there is no relevant audit information of which the auditors are unaware. The Directors have confirmed that they have taken appropriate steps to make them aware of any relevant audit information and to establish that it has been communicated to the auditors.

Auditor

Crowe U.K. LLP has expressed its willingness to continue in office and a resolution to re-appoint the firm as Auditor and authorising the Directors to set their remuneration will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Peter Moore
Managing Director

21 July 2022

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Strategic Report, the Directors' 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 financial statements in accordance with UK adopted International Accounting Standards and applicable law.

Under Company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the Company and the Group profit or loss for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgments and accounting estimates that are reasonable and prudent.
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are enough 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. 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.

They are further responsible for ensuring that the Strategic Report and the Report of the Directors and other information included in the Annual Report and Financial Statements is prepared in accordance with applicable law in the United Kingdom.

Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Independent Auditor's Report to the Members of Prime People Ltd

Opinion

We have audited the financial statements of Prime People Ltd (the "parent company") and its subsidiaries (the "group") for the year ended 31 March 2022 which comprise

- the Group statement of comprehensive income for the year ended 31 March 2022;
- the Group and parent company statements of changes in equity for the year then ended
- the Group and parent company statements of financial position as at 31 March 2021;
- the Group and parent company statements of cash flows for the year then ended; and
- the notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006.

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 2022 and of the group's profit for the year then ended;

- the group financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;

- the parent company financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 as applied in accordance with the provisions of the Companies Act 2006; 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 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.

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 [entity]'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 directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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 is materially inconsistent with the financial statements or our knowledge obtained in 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.

Opinion on other matter 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 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 set out on page 7, 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 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.

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.

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:

- We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements through testing a sample of material and non-material journal entries;
- We made inquiries of individuals involved in the financial reporting process about inappropriate or unusual activity relating to processing of journal entries and other adjustments
- We reviewed accounting estimates for biases and evaluate whether the circumstances producing the bias, if any, represent a risk of material misstatement due to fraud;
- We perform a retrospective review of management judgements and assumptions related to significant accounting estimates; and
- We reviewed significant transactions outside the normal course of business, or those that appear unusual.

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at: 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.

Matthew Stallabrass
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

26 July 2022

Consolidated Statement of Comprehensive Income
For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Revenue	2, 3	**22,308**	17,802
Cost of sales		**(6,429)**	(6,870)
Net Fee Income	2, 3	**15,879**	10,932
Administrative expenses		**(13,436)**	(11,756)
Other operating income (Covid related Governmental support)		**-**	707
Operating profit/(loss)	4	**2,443**	(117)
Net interest payable		**(26)**	(56)
Profit/(loss) before taxation		**2,417**	(173)
Income tax (expense)/credit	7	**(479)**	5
Profit/(loss) for the year		**1,938**	(168)
Other comprehensive income			
Items that will or may be reclassified to profit or loss:			
Exchange gain/(loss) on translating foreign operations		**125**	(267)
Other Comprehensive gain/(loss) for the year, net of tax		**125**	(267)
Total comprehensive profit/(loss) for the year		**2,063**	(435)
Profit/(loss) attributable to:			
Equity shareholders of the parent		**1,879**	(36)
Non-controlling interest		**59**	(132)
Total comprehensive profit/(loss) attributable to:			
Equity shareholders of the parent		**2,004**	(303)
Non-controlling interest		**59**	(132)

The above results relate to continuing operations.

Consolidated Statement of Changes in Equity
For the year ended 31 March 2021

	Called up share capital £'000	Capital Redemption reserve £'000	Treasury shares £'000	Share premium account £'000	Merger reserve £'000	Share option reserve £'000	Translation reserve £'000	Retained Earnings £'000	Total attributable to equity holders of the parent £'000	Non-controlling interest £'000	Total equity £'000
At 31 March 2020	**1,231**	**9**	**-**	**3,376**	**173**	**187**	**491**	**3,314**	**8,781**	**664**	**9,445**
Loss for the year	-	-	-	-	-	-	-	(36)	(36)	(132)	(168)
Other comprehensive loss	-	-	-	-	-	-	(267)	-	(267)	-	(267)
Total Comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**	**-**	**(267)**	**(36)**	**(303)**	**(132)**	**(435)**
Transactions with owners of the company											
Adjustment in respect of minority dividend	-	-	-	-	-	-	-	(152)	(152)	-	(152)
Adjustment in respect of share schemes	-	-	-	-	-	76	-	-	76	-	76
Shares purchased for treasury	-	-	(103)	-	-	-	-	-	(103)	-	(103)
Adjustment in respect of share options	-	-	-	-	-	(24)	-	24	-	-	-
At 31 March 2021	**1,231**	**9**	**(103)**	**3,376**	**173**	**239**	**224**	**3,150**	**8,299**	**532**	**8,831**

Consolidated Statement of Changes in Equity
For the year ended 31 March 2022

	Called up share capital	Capital Redemption reserve	Treasury shares	Share premium account	Merger reserve	Share option reserve	Translation reserve	Retained Earnings	Total attributable to equity holders of the parent	Non-controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 March 2021	**1,231**	**9**	**(103)**	**3,376**	**173**	**239**	**224**	**3,150**	**8,299**	**532**	**8,831**
Profit for the year	-	-	-	-	-	-	-	1,879	1,879	59	1,938
Other comprehensive profit	-	-	-	-	-	-	125	-	125	-	125
Total Comprehensive profit for the year	**-**	**-**	**-**	**-**	**-**	**-**	**125**	**1,879**	**2,004**	**59**	**2,063**
Shares bought back and cancelled	(228)	228	-	-	-	-	-	(1,986)	(1,986)	**-**	(1,986)
Adjustment in respect of share schemes	-	-	-	-	-	97	-	51	148	-	148
Shares issued from treasury	-	-	4	-	-	-	-	-	4	-	4
At 31 March 2022	**1,003**	**237**	**(99)**	**3,376**	**173**	**336**	**349**	**3,094**	**8,469**	**591**	**9,060**

Consolidated Statement of Financial Position
As at 31 March 2022

	Note	2022 £'000	2021 £'000
Assets			
Non – current assets			
Goodwill	10	**6,509**	6,509
Property, plant and equipment	9	**751**	1,284
		7,260	7,793
Current assets			
Trade and other receivables	12	**4,281**	3,061
Deferred tax asset	16	**40**	40
Cash at bank and in hand	21	**2,683**	3,980
		7,004	7,081
Total assets		**14,264**	14,874
Liabilities			
Current liabilities			
Trade and other payables	14	**3,592**	3,140
Lease liabilities		**396**	533
Current tax liability		**490**	95
Deferred tax liability	16	**22**	22
		4,500	3,790
Non-current liabilities			
Borrowings	15	**611**	1,733
Lease liabilities		**93**	520
Total liabilities		**5,204**	6,043
Net assets		**9,060**	8,831

Consolidated Statement of Financial Position
As at 31 March 2022

	Note	2022 £'000	2021 £'000
Capital and reserves attributable to the Company's equity holders			
Called up share capital	17	**1,003**	1,231
Capital redemption reserve	18	**237**	9
Treasury shares	18	**(99)**	(103)
Share premium account	18	**3,376**	3,376
Merger reserve	18	**173**	173
Share option reserve	18	**336**	239
Translation reserve	18	**349**	224
Retained earnings	18	**3,094**	3,150
		8,469	8,299
Non-controlling interest		**591**	532
Total equity		**9,060**	8,831

The financial statements on pages 11 to 51 were approved by the Board of Directors and authorised for issue on 21 July 2022 and are signed on its behalf by:

D J G Macdonald P H Moore

Company Statement of Financial Position
As at 31 March 2022

	Note	2022 £'000	2021 £'000
Assets			
Non-current assets			
Investment in subsidiaries	11	**7,286**	7,189
		7,286	7,189
Current assets			
Trade and other receivables	12	**5,562**	4,054
Cash and cash equivalents	22	**54**	556
		5,616	4,610
Total assets		**12,902**	11,799
Liabilities			
Current liabilities			
Trade and other payables	14	**5,079**	2,580
Current tax liability			
		5,079	2,580
Non-current liabilities			
Borrowings	15	**611**	1,733
		611	1,733
Total liabilities		**5,690**	4,313
Net assets		**7,212**	7,486
Called up share capital	17	**1,003**	1,231
Capital redemption reserve fund	18	**237**	9
Treasury shares	18	**(99)**	(103)
Share premium account	18	**3,376**	3,376
Merger reserve	18	**173**	173
Share option reserve	18	**336**	239
Retained earnings	18	**2,186**	2,561
Total equity		**7,212**	7,486

Company Statement of Financial Position
As at 31 March 2022

The Company's retained earnings includes profit for the year of £1,610,740 (2021: £294,034).

The financial statements of Prime People Limited, Company Number 01729887 were approved by the Board and authorised for issue on 21 July 2022 and are signed on its behalf by:

D J G Macdonald P H Moore

Company Statement of Changes in Equity
For the year ended 31 March 2022

Company	Called-up share capital £'000	Capital Redemp-tion reserve £'000	Treasury shares £'000	Share premium account £'000	Merger reserve £'000	Share option reserve £'000	Retained earnings £'000	Total £'000
At 31 March 2020	**1,231**	**9**	**-**	**3,376**	**173**	**187**	**2,267**	**7,243**
Total comprehensive profit for the year	-	-	-	-	-	-	294	294
Shares purchased for treasury	-	-	(103)	-	-	-	-	(23)
Adjustment in respect of share options	-	-	-	-	-	52	-	52
At 31 March 2021	**1,231**	**9**	**(103)**	**3,376**	**173**	**239**	**2,561**	**7,486**
Total comprehensive profit for the year	-	-	-	-	-	-	1,611	1,611
Shares bought back and cancelled	(228)	228	-	-	-	-	(1,986)	(1,986)
Shares purchased for treasury	-	-	4	-	-	-	-	4
Adjustment in respect of share options	-	-	-	-	-	97	-	97
At 31 March 2022	**1,003**	**237**	**(99)**	**3,376**	**173**	**336**	**2,186**	**7,212**

Group and Company Cash Flow Statement
For the year ended 31 March 2022

		Group		Company	
		2022	2021	2022	2021
	Note	£'000	£'000	£'000	£'000
Cash generated from (used in) underlying operations	20	**2,118**	2,016	**(61)**	10
Corporation tax (paid)/received		**(26)**	(125)	**11**	(9)
Net cash from/ (used in) operating activities		**2,092**	1,891	**(50)**	1
Cash flows (used in)/ from investing activities					
Interest received		**-**	5	**-**	5
Purchase of property, plant and equipment, and software		**(190)**	(75)	**-**	-
Dividend received		**-**	-	**1,600**	300
Net cash (used in)/from investing activities		**(190)**	(70)	**1,600**	305
Cash flows from financing activities					
Interest paid		**1**	(13)	**-**	-
Purchase of ordinary share capital		**(1,986)**	-	**(1,986)**	-
Shares issued from treasury		**4**	-	**4**	-
Shares purchased for treasury		**-**	(103)	**-**	(103)
Dividend paid to non-controlling interest		**-**	(152)	**-**	-
Increase in / (repayment of) intercompany debt		**-**	-	**958**	(2,523)
Increase in / (repayment of) invoice discounting loan		**301**	(822)	**-**	-
Coronavirus Business Interruption Loan		**(2,000)**	2,000	**(2,000)**	2,000
Bank loan		**972**	-	**972**	-
Lease payments including interest		**(591)**	(519)	**-**	-
Net cash (used in) / from financing activities	**21**	**(3,299)**	391	**(2,501)**	(626)
Net (decrease)/ increase in cash and cash equivalents		**(1,397)**	2,212	**(501)**	(320)
Cash and cash equivalents at beginning of the year		**3,980**	2,055	**556**	876
Effect of foreign exchange rate changes		**100**	(287)	**-**	-
Cash and cash equivalents at the end of the year	**22**	**2,683**	3,980	**55**	556

Notes to the Financial Statements
For the year ended 31 March 2022

1 Nature of Operations

Prime People Limited ('the Company') and its subsidiaries (together 'the Group') is an international recruitment services organisation with offices in the United Kingdom, Europe, the United States, the Middle East and the Asia Pacific region from which it serves an international client base. The Group offers both Permanent and Contract specialist recruitment consultancy for large and medium sized organisations.

The Company is a private limited company which delisted from AIM on 25 January 2022 and is incorporated and domiciled in the UK. The address of the registered office and the principal place of business is 2 Harewood Place, London W1S 1BX. The registered number of the Company is 01729887.

2 Summary of Significant Accounting Policies

Basis of Preparation

The financial statements of Prime People Limited consolidate the results of the Company and all its subsidiary undertakings. As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the Company has not been included as part of these financial statements. The financial statements have been prepared on a going concern basis.

The consolidated financial statements of the Group and Company have been prepared on going concern basis, and in accordance with UK adopted International Accounting Standards. They are consistent with the previous period, in conformity with the requirement of the Companies Act 2006 and comply with IFRIC interpretations and company law applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention modified as necessary to include certain items at fair value, as required by accounting standards.

The Parent Company's Financial Statements have also been prepared in accordance with IFRS and the Companies Act 2006. The consolidated financial statements for the year ended 31 March 2022 (including comparatives) are presented in GBP '000.

The accounting polices applied by the Group in these consolidated financial statements are the same as those applied in its consolidated Financial Statements as at and for the year ended 31 March 2021.

International Accounting Standards (IAS/IFRS) and Interpretations in issue but not yet UK approved
At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective. These have not been adopted early by the Group and the initial assessment indicates that either they will not be relevant or will not have a material impact on the Group. The effective dates below are for reporting periods beginning on or after that point:

International Accounting Standards (IAS/IFRS) and Amendments adopted by the UK but not yet effective in the UK

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (issued on 23 January 2020) and Classification of Liabilities as Current or Non-current (issued on 15 July 2020), deferral of effective date to 1 January 2023

Summary of Significant Accounting Policies (continued)

- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (issued on 12 February 2021), effective 1 January 2023
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (issued on 7 May 2021), effective 1 January 2023

The Group does not believe that the amendments to IAS 1 will have a significant impact on the classification of its liabilities.

Consolidation

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Business combinations are accounted for using the acquisition method of accounting. The cost of an acquisition is measured at the aggregate of the fair value of the assets given, equity instruments issued, and liabilities incurred or assumed at the date of exchange. Acquisition related costs are recognised in profit or loss as incurred. Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition date fair value. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

Inter-company transactions and balances on transactions between Group companies are eliminated in preparing the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Summary of Significant Accounting Policies (continued)

Going Concern

The Directors have prepared cash flow forecasts for a period of at least 12 months from the date of issue of the Annual Report and Accounts. The Directors also note that the Group is trading adequately and has sufficient working capital and other finance available to continue trading for a period of at least 12 months from the date of issue of the Annual Report and Accounts. As such, the Directors consider it appropriate to continue to prepare the financial statements on a Going Concern basis.

Revenue recognition

a) Revenue

Revenue, which excludes value added tax ("VAT"), constitutes the value of services undertaken by the Group from its principal activities, which are recruitment consultancy and other ancillary services. These consist of:

- Revenue from Contract placements, which represents amounts billed for the services of contract staff, including the salary of these staff. This is recognised over the duration of the placement contract as the service is provided; and

- Revenue from Permanent placements, which is based on a percentage of the candidate's remuneration package and is derived from retained assignments (income is recognised after an offer is accepted and candidate commences employment). Revenue is recognised once value has been received by the customer and when the above performance obligation has been satisfied. A provision is made for certain circumstances where a client may be entitled to a refund based on variable consideration if a candidate that has been placed leaves the role within 3 months; and

- Revenue from franchise, is recognised on an accruals basis in line with the period to which it relates

b) Cost of Sales

Cost of sales consists of the salary cost of contract staff and costs incurred on behalf of clients, principally advertising costs.

c) Net Fee Income

Net Fee Income represents Revenue less Cost of Sales and consists of the total placement fees of Permanent candidates and the margin earned on the placement of Contract candidates.

Summary of Significant Accounting Policies (continued)

d) Foreign Currency Translation

(i) Functional and Presentation Currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Sterling, which is the Company's functional and presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

(iii) Group Companies

On consolidation the results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each year end presented are translated at the closing rate of that year end;
- income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- all resulting exchange differences are recognised in other comprehensive income.

e) Government grants

Grants are accounted for under the accruals model. Grants of a revenue nature are recognised in the statement of comprehensive income in the same period as the related expenditure and are shown within other operating income.

f) Intangible Assets

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible' assets.

Separately recognised goodwill is reviewed annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value.

Summary of Significant Accounting Policies (continued)

Intangible assets that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful life. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with any changes being accounted for on a prospective basis.

g) Property, Plant and Equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation less provisions for impairment. Depreciation is provided on all property, plant and equipment using the straight-line method at rates calculated to write off the cost less estimated residual values over their estimated useful lives, as follows:

- Furniture, fittings and computer equipment 25% – 33%

The gain or loss arising on disposal or retirement of an asset is determined by comparing the sales proceeds with the carrying amount of the asset and is recognised within profit and loss.

h) Impairment of Assets

Assets that have an indefinite useful economic life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

i) Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income 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 statement of financial position reporting date.

Deferred income tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Notes to the Financial Statements

For the year ended 31 March 2022

Summary of Significant Accounting Policies (continued)

j) Leases

The Group recognises within the balance sheet a right-of-use asset and a corresponding lease liability for all applicable leases except for short term leases (lease term of 12 months or less) and leases of low value assets (less than £5,000). For those leases the Group has opted to recognise a leases expense on a straight line basis.

New right-of-use assets are measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease.
- initial direct costs incurred; and
- the amount of any provision recognised where the group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).
- using hindsight in determining the lease term where the lease agreement contains options to extend or terminate the contract

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case applying a single discount rate to leases with reasonably similar characteristics. The Group does not have any leases with variable lease payments.

Subsequent to initial measurement, lease liabilities increase as a result of interest charged at a constant rate of return on the balance outstanding and are reduced for lease payments made. Right of use assets are depreciated on a straight line basis over the remaining term of the lease.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being depreciated over the revised remaining lease term.

k) Pension Costs

The Group operates a defined contribution pension scheme in the United Kingdom. The Group adopts both the minimum legally required employer contribution rate of 3% of qualifying earnings, and the maximum earning threshold for automatic enrolment for 2021-22, as set by the Pension Regulator.

The assets of the scheme are held separately from those of the Group in independently administered workplace pension - NEST. The pension costs charged to the income statement represent the contributions payable by the Group to NEST during the year.

The Pension liabilities at the Balance Sheet date represent employer and employee pension contributions, that are payable to the pension provider by the 22nd day of each month.

Summary of Significant Accounting Policies (continued)

l) Segmental Reporting

IFRS 8 requires operating segments to be identified based on internal reports that are regularly reviewed by the Board of Directors to allocate resources to the segment and to assess their performance.

m) Financial instruments

Financial assets and liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provision of the instrument.

n) Financial assets

The Group's financial assets comprise cash and various other receivable balances that arise from its operations. This includes the Group's trade and other receivables. They are initially recorded at fair value and subsequently measured at amortised cost. For trade receivables amortised cost includes an allowance for expected credit losses. This is assessed applying a provision percentage of expected loss to each of these which is assessed by reference to past default experience. Trade receivables are only written off once the potential of collection is considered to be nil and any local requirements such as withholding sales taxes are met.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets except for trade receivables, where the carrying amount is reduced using an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the profit or loss account.

Cash and cash equivalents include cash in hand and bank deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts are classified with current liabilities in the statement of financial position.

o) Financial liabilities and equity

The Group's operating activities in the UK are part funded by Invoice Financing facilities. Movements in the Invoice Discounting balance are shown within financing activities in the Group's Cash flow Statement. Interest charges on invoice discounting are included in finance costs and service charges are included in administrative costs in the Group's Income Statement.

Financial liabilities and equity instruments are initially measured at fair value and are classified according to the substance of the contractual arrangements entered. Financial liabilities are subsequently measured at amortised cost. The Group's financial liabilities comprise trade payables, bank overdrafts and other payable balances that arise from its operations. They are classified as 'financial liabilities measured at amortised cost'.

p) Share-Based Compensation

The Group operates equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). At the balance sheet date, the number of outstanding options is adjusted to reflect those options that have been granted during the year or have lapsed in the year.

Notes to the Financial Statements
For the year ended 31 March 2022

Summary of Significant Accounting Policies (continued)

q) Dividend Distribution

A final dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. Interim dividend distributions are recognised in the period in which they are approved and paid.

r) Critical Accounting Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the Company's accounting policies.

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.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described below:

Critical judgements in applying the Group's policies

Revenue Recognition

Revenue from permanent placements is recognised when a candidate commences employment as management considers that to be when the performance obligation is satisfied.

Key sources of estimation uncertainty

Goodwill Impairment

The Group tests goodwill for impairment at least annually. The recoverable amount is determined based on value-in-use calculations. This method requires the estimation of future cash flows and the assessment of a suitable discount rate in order to calculate their present value. Details of the impairment review are disclosed in note 10.

Trade Receivables

There is uncertainty regarding customers who may not be able to pay as their debts fall due. In reviewing the appropriateness of the provisions in respect of recoverability of trade receivables, consideration has been given to the ageing of the debt and the potential likelihood of default, considering current economic conditions. Details of the total amount of receivables past due and the movement in allowance for doubtful debts are disclosed in note 12.

Notes to the Financial Statements
For the year ended 31 March 2022

3 Segment Reporting

a) Revenue and Net Fee Income, by Geographical Region

Information provided to the Board is focused on regions and as a result, reportable segments are on a regional basis.

	Revenue		Net fee income	
	2022 £'000	**2021 £'000**	**2022 £'000**	**2021 £'000**
UK	**13,273**	11,668	**6,844**	4,894
Asia	**6,248**	5,105	**6,248**	5,009
Rest of World	**2,787**	1,029	**2,787**	1,029
	22,308	17,802	**15,879**	10,932

All revenues disclosed by the Group are derived from external clients and are for the provision of recruitment services. The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 2. Segment profit before taxation shown below represents the profit earned by each segment after allocations of central administration costs.

b) Revenue and Net Fee Income, by Classification

	Revenue		Net fee income	
	2022 £'000	**2021 £'000**	**2022 £'000**	**2021 £'000**
Permanent				
- UK	**6,255**	4,257	**6,255**	4,257
- Asia	**6,248**	4,995	**6,248**	4,995
- Rest of World	**2,787**	1,029	**2,787**	1,029
Contract				
- UK	**7,018**	7,411	**589**	637
- Asia	**-**	110	**-**	14
Total	**22,308**	17,802	**15,879**	10,932

Notes to the Financial Statements
For the year ended 31 March 2022

3 Segment Reporting (continued)

c) Profit before Taxation by Geographical Region

	2022 £'000	2021 £'000
UK	**1,000**	(33)
Asia	**948**	47
Rest of World	**495**	(131)
Operating profit/(loss)	**2,443**	(117)
Net finance income/(loss)	**(26)**	(56)
Profit/(loss) before taxation	**2,417**	(173)

Operating profit is the measure of profitability regularly reviewed by the Board, which collectively acts as the Chief Operating Decision Maker. Consequently, no segmental analysis of interest or tax expenses is provided.

Segment operating profit is the profit earned by each operating unit and includes inter-segment revenues totalling £1.64m (2021: £1.29m) for the UK, and charges of £1.24m (2021: £1.11m) for Asia and £0.40m for the rest of the world (2021: £0.18).

Intersegmental revenue and charges relate to transfer of services from one subsidiary of the Group to another. They are based on arm's-length calculations and in proportion to segmental headcount as percentage of the total Group headcount.

d) Segment Assets and Liabilities by Geographical Region

	Total assets		Total liabilities	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
UK	**4,728**	9,288	**1,781**	3,768
Asia	**7,859**	5,363	**2,529**	1,910
Rest of World	**1,677**	223	**895**	365
Total	**14,264**	14,874	**5,205**	6,043

The analysis above is of the carrying amount of reportable segment assets and liabilities. Segment assets and liabilities include items directly attributable to a segment and include income tax assets and liabilities.

Notes to the Financial Statements
For the year ended 31 March 2022

4 Loss on ordinary activities before taxation

	2022 £'000	2021 £'000
Operating loss for the year is arrived at after charging:		
Depreciation - owned assets and leased assets	**706**	701
Loss/(profit) on disposal of fixed assets	**-**	-
Exchange rate (gain)/loss	**(70)**	49

	2022 £'000	2021 £'000
The analysis of auditor's remuneration is as follows:		
Audit of Company	**26**	31
Audit of subsidiaries	**55**	53
Total audit fees	**81**	84

5 Directors' emoluments

	2022 £'000	2021 £'000
Emoluments for qualifying services	**734**	521
Loss of office	**-**	80
	734	601
Highest paid Director:		
Emoluments for qualifying services	**314**	208

Notes to the Financial Statements
For the year ended 31 March 2022

6 Employees

Group	2022 Number	2021 Number
The average monthly number of employees of the Group during the year, including Directors, was as follows:		
Consultants	**76**	87
Management and administration	**27**	30
Temporary staff	**8**	23
	111	140

Company	2022 Number	2021 Number
The average monthly number of employees of the Company during the year, including Directors, was as follows:		
Management	**5**	6

Staff costs for all employees, including Directors, but excluding contract staff placed with clients are as follows and have been included in Administration expenses in the Consolidated statement of comprehensive income:

Group	2022 £’000	2021 £’000
Wages and salaries	**8,850**	6,973
Social security costs	**768**	608
Pension contributions	**66**	43
Share option charge	**147**	76
	9,831	7,700

Remuneration of key management	2022 £’000	2021 £’000
Short-term employee benefits	**1,682**	1,283
Social security costs	**168**	119
Share-based payments	**132**	76
Pension contributions	**9**	9
	1,991	1,487

Key management includes executive Directors and senior divisional managers.

Notes to the Financial Statements
For the year ended 31 March 2022

7 Taxation on Profits on Ordinary Activities

	2022 £'000	2021 £'000
a) Analysis of tax charge in the year		
Current tax		
UK Corporation tax	**325**	50
Over provision in prior year	**(11)**	(41)
Foreign tax	**165**	(14)
Foreign tax over-provision in prior years	**-**	-
Total current tax	**479**	(5)
Deferred tax		
Deferred tax on fair value share option charge	**-**	-
Total charge/(credit) on profit/(loss) for the year	**479**	(5)

UK corporation tax is calculated at 19% (2021: 19%) of the estimated assessable profits for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

b) The charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

	2022 £'000	2021 £'000
Profit/(loss) before taxation	**2,443**	(173)
Tax at UK corporation tax rate of 19% (2021: 19%) on profit on ordinary activities	**464**	(33)
Effects of:		
Expenses not deductible for tax purposes	**24**	4
Decelerated / (accelerated) capital allowances	**-**	19
Depreciation on non-qualifying assets	**48**	-
Increase in general debt provision	**-**	-
Difference on Right of use asset	**-**	22
Tax rate differences	**(12)**	-
Exchange rate differences	**-**	-
Tax losses carried forward	**(84)**	24
Temporary differences recognised	**-**	-
Permanent timing differences	**-**	-
Share option charge/exercised	**28**	14
	468	50
Over provision in prior year	**11**	(55)
Tax charge/(credit) for the year	**479**	(5)

Notes to the Financial Statements
For the year ended 31 March 2022

8 Dividends

	2022 £'000	2021 £'000
Final dividend for 2021: 0.00p per share (2020: 0.00p per share)	-	-
Interim dividend for 2022: 0.00p per share (2021: 0.00p per share)	-	-
Command Recruitment Group (HK) Limited dividend to non-controlling shareholders	-	-
	-	-

An interim dividend of 2p was paid on 1 June 2022 to shareholders on the register at the close of business on 20 May 2022. The interim dividend was approved by the Board on 5 May 2022.

The Board has recommended a final dividend of 4p per share (2021: 0p) to be paid in October 2022, subject to shareholder approval at the Annual General Meeting, making a total dividend paid to shareholders for the year of 6p per ordinary share (2021: 0p).

Notes to the Financial Statements
For the year ended 31 March 2022

9 Property, Plant and Equipment

Group	Fixtures, fittings, and equipment £'000	Right-of-use assets - Land and buildings £'000	Total £'000
Cost			
At 1 April 2020	2,111	3,206	5,317
Additions	75	107	182
Disposals	-	(93)	(93)
Exchange difference	(64)	(104)	(168)
At 1 April 2021	2,122	3,116	5,238
Additions	190	-	190
Disposals	(748)	(80)	(828)
Exchange difference	26	40	66
At 31 March 2022	**1,590**	**3,076**	**4,666**
Depreciation			
At 1 April 2020	1,505	1,922	3,427
Provision for the year	258	443	701
Disposals	-	(93)	(93)
Exchange difference	(34)	(47)	(81)
At 1 April 2021	1,729	2,225	3,954
Provision for the year	253	415	668
Disposals	(748)	-	(748)
Exchange difference	18	23	41
At 31 March 2022	**1,252**	**2,663**	**3,915**
Net book value			
At 31 March 2022	**338**	**413**	**751**
At 31 March 2021	**393**	**891**	**1,284**
At 31 March 2020	606	1,284	1,890

Notes to the Financial Statements
For the year ended 31 March 2022

10 Goodwill

	£'000
Cost	
At 1 April 2021	**6,509**
Goodwill impairment	**-**
At 31 March 2022	**6,509**

The total carrying value of goodwill is £6.51m, which relates to the acquisition of the Macdonald & Company Group in January 2006 and Command Recruitment Group (H.K.) Limited in October 2017. Goodwill is reviewed and tested for impairment on an annual basis or more frequently if there is an indication that goodwill might be impaired. Goodwill has been tested for impairment by comparing the carrying amount of the group of cash generating units (CGUs) the goodwill has been allocated to, with the recoverable amount of those CGUs. The recoverable amounts of the CGUs are their value in use.

The assessment for Macdonald & Company Group is based on UK projected operating profit. The recoverable amount is determined on a value-in-use basis utilising the value of cash flow projections over four years with a terminal value based on a growth rate in perpetuity. The first year of the projections is based on detailed budgets prepared and approved by management. Subsequent years are based on extrapolations.

The key assumption in calculating the value in use was the Group would meet its budgeted growth in the UK. For the year after the end of the period covered by the budget a growth rate of 5.00% is applied. This is deemed reasonable and represents the average rate of growth in the markets in which the Group operates. A discount rate of 11.81% has been applied, representing the weighted average cost of capital for the Group.

As a result of the impairment reviews carried out at 31 March 2022, no impairment charge (2021: £Nil) has been recognised for the UK business segment, since the ‘recoverable amount’ (being the greater of the net realisable value and the value in use) exceeds the carrying amount. A few potential sensitivity scenarios have been considered. One of the scenarios would indicate impairment if the discount rate were to increase to 17%. On the other hand if only 70% of the budgeted revenue for year ending 31 March 2023 is achieved then this would not result in an impairment. Management are confident the assessment is reasonable as the NFI generated in the first three months post 31 March 2022 is in line with the assumptions applied.

Goodwill recognised on the business combination in 2018 with Command recruitment Group (HK) limited was £758k. The assessment of Command Recruitment Group (H.K) Limited is based on projected results in Hong Kong. The approach is the same as that used for Macdonald & Company Group. In assessing value in use, the estimated future cash flows are calculated by preparing cash flow forecasts derived from the most recent financial forecasts for four years. This analysis does not indicate any impairment. Multiple sensitivity scenarios have been considered and, Command does not show an impairment if either the cost of capital increases to 17%, or if only 70% of the budgeted revenue for year ending 31 March 2023 is achieved.

Notes to the Financial Statements
For the year ended 31 March 2022

11 Investments

Company shares in subsidiary undertakings	**2022** **£'000**	**2021** **£'000**
Cost		
At 1 April 2021	**7,189**	7,137
Impairment of investment asset	**-**	-
Increase in shares from subsidiary from share option reserve	**97**	52
At 31 March 22	**7,286**	7,189

The investment value is linked to the Goodwill. The model and assumptions applied to assessing the Goodwill impairment have been applied to the carrying value of the investment and based on that no impairment has been recognised in the period.

Non-Controlling Interest

The following table summarises the information relating to Command Recruitment Group (HK) Limited, that is a subsidiary with material non-controlling interest ("NCI"), before any intra-group eliminations.

	2022 **£'000**	2021 £'000
NCI percentage	**40%**	40%
Non-current assets	**80**	175
Current assets	**2,587**	1,749
Current liabilities	**(1,345)**	(753)
Non-current liabilities	**-**	(64)
Net assets	**1,321**	1,107
Net assets attributable to NCI	**528**	443
Revenue	**2,140**	1,700
Operating profit/(loss)	**147**	(322)
Profit/(loss) after interest and tax	**147**	(330)
Other comprehensive income/(loss)	**67**	(158)
Total comprehensive income	**214**	(448)
Profit after interest and tax allocated to NCI	**59**	(132)
Other comprehensive income/(loss) allocated to NCI	**27**	(63)
Cash flows from operating activities	**109**	(300)
Cash flows from financing activities	**-**	-
Net increase/(decrease) in cash and cash equivalents	**109**	(300)

Notes to the Financial Statements
For the year ended 31 March 2022

11 Investments (Continued)

The following are subsidiary undertakings at the end of the year and have all been included in the consolidated financial statements:

	Country of incorporation	**Principal activity**	**Registered address**
Macdonald & Company Group Limited	England and Wales	Holding Company	2 Harewood Place, Hanover Square, London, W1S 1BX
Macdonald & Company Property Limited	England and Wales	Recruitment	2 Harewood Place, Hanover Square, London, W1S 1BX
Macdonald and Company Freelance Limited	England and Wales	Recruitment	2 Harewood Place, Hanover Square, London, W1S 1BX
Macdonald & Company (Overseas) Limited	England and Wales	Dormant	2 Harewood Place, Hanover Square, London, W1S 1BX
Macdonald & Company Ltd	Hong Kong	Recruitment	29th Floor 3 Lockhart Road Wan Chai, Hong Kong
Ru Yi Consulting Limited	Hong Kong	Dormant	29th Floor 3 Lockhart Road Wan Chai, Hong Kong
Macdonald & Company (Shenzhen) Limited	P.R. China	Recruitment	1503M, 15/F, Tower 2, Kerry Plaza, No.1 Zhong Xin Si Road, Futian District, Shenzhen 518048, P.R. China
Macdonald and Company Pte Limited	Singapore	Recruitment	63 Market Street #05-02, Bank of Singapore Centre, Singapore 048942
Macdonald & Company Pty Ltd	Australia	Dormant	Storey Blackwood & Co, Level 4, 222 Clarence Street, Sydney NSW 2000 Australia
Macdonald & Company Recruitment Proprietary Ltd	South Africa	Dormant	1 Emfuleni, 79 Crassula Crescent, Woodmead, Johannesburg, 2052 South Africa
The Prime Organisation Ltd	England and Wales	Dormant	2 Harewood Place, Hanover Square, London, W1S 1BX
Command Recruitment Group (H.K.) Limited	Hong Kong	Recruitment	29th Floor 3 Lockhart Road Wan Chai, Hong Kong
Prime People Inc.	U.S.A.	Recruitment	1209 Orange Street, Wilmington, New Castle County, Delaware 19801
Macdonald Consulting GmbH	Germany	Dormant	District Court, Frankfurt am Main, HRB 121950

For all undertakings listed above, the country of operation is the same as its country of incorporation.

The Group holds 100% of all classes of issued share capital except in the case of Command Recruitment Group (H.K.) Limited, where it owns 60%, The percentage of the issued share capital held is equivalent to the percentage of voting rights for all companies.

12 Trade and other receivables

	Group		Company	
	2022	**2021**	**2022**	**2021**
	£'000	**£'000**	**£'000**	**£'000**
Current				
Trade receivables	**3,890**	2,582	**-**	-
Allowance for doubtful debts	**(410)**	(380)	**-**	-
Other receivables	**301**	453	**176**	159
Amounts owed by subsidiary company	**-**	-	**5,350**	3,868
Prepayments and accrued income	**500**	406	**36**	27
	4,281	3,061	**5,562**	4,054

At 31 March 2022 the average credit period taken on sales of recruitment services was 40 days (2021: 48 days) from the date of invoicing. An allowance of £409,541 (2021: £380,000) has been made for estimated irrecoverable amounts. Due to the short-term nature of trade and other receivables, the Directors consider that the carrying value approximates to their fair value.

A provision for impairment of trade receivables has been made. In reviewing the appropriateness of the provision, consideration has been given to the ageing of the debt and the potential likelihood of default, taking into account current economic conditions.

The ageing of group trade receivables at the reporting date was:

	Gross trade receivables	Provisions	Expected Loss rate	Gross trade receivables	Provisions	Expected Loss rate
	2022	**2022**	**2022**	**2021**	**2021**	**2021**
	£'000	**£'000**	**%**	**£'000**	**£'000**	**%**
Not past due 0 -30 days	**2,468**	**76**	**3.1%**	1,475	71	4.8%
Past due 30-90 days	**1,023**	**56**	**5.4%**	631	18	2.9%
Past due more than 90 days	**399**	**278**	**69.5%**	476	291	61.1%
	3,890	**410**		2,582	380	

The expected loss rates for trade receivables are based on the payment profile and the shared credit risk characteristics arising in the different industries in which the Group operates. The Company has incorporated forward-looking information based on the clients' industries and financial position, including the assessment of any perceived impact of Covid-19.

Notes to the Financial Statements
For the year ended 31 March 2022

12 Trade and other Receivables (continued)

Movement in allowance for doubtful debts:

	2022 £'000	2021 £'000
1 April 2021	**380**	340
Impairment losses recognised	**230**	164
Amounts written off as uncollectable	**(13)**	(63)
Amounts paid by the client	**(49)**	(22)
Impairment losses reversed	**(138)**	(39)
31 March 2022	**410**	380

13 Financial Instruments

		Group		Company	
	Note	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Financial assets at amortised cost					
Trade and other receivables	12	**3,781**	2,655	**176**	159
Amounts owed by subsidiary company	12	**-**	-	**5,350**	3,868
Cash and cash equivalents		**2,683**	3,980	**54**	556
		6,464	6,646	**5,580**	4,583

Cash is held either on current account or on short-term deposits at floating rates of interest determined by the relevant bank's prevailing base rate.

		Group		Company	
	Note	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Financial liabilities at amortised cost					
Trade and other payables	14	**798**	742	**4,685**	2,247
Accruals	14	**1,776**	1,335	**32**	65
Bank loan		**972**		**972**	
Coronavirus Business Interruption Loan			2,000		2,000
		3,546	4,077	**5,689**	4,312

There is no material difference between the book values of the Group's financial assets and liabilities and their fair values.

Neither the Group nor the Company hold any derivative financial instruments.

Notes to the financial statements
For the year ended 31 March 2022

14 Trade and other Payables

	Group		Company	
	2022 £'000	**2021 £'000**	**2022 £'000**	**2021 £'000**
Current				
Trade payables	**304**	203	**28**	30
Other payables	**494**	539	**-**	-
Amount owed to subsidiary undertakings	**-**	-	**4,657**	2,217
Taxation and social security	**657**	796	**1**	1
Coronavirus Business Interruption Loan	**-**	267	**-**	267
Bank loan	**361**	-	**361**	-
Accruals	**1,776**	1,335	**32**	65
	3,592	3,140	**5,079**	2,580

Due to the short-term nature of the trade and other payables, the Directors consider that the carrying value approximates to their fair value. Trade payables are generally on 30–60-day terms. No payables are past their due date.

15 Borrowings due after more than one year

	Group		Company	
	2022 £'000	**2021 £'000**	**2022 £'000**	**2021 £'000**
Borrowings due after more than one year				
Coronavirus Business Interruption Loan	**-**	1,733	**-**	1,733
Bank loan	**611**	-	**611**	-
	611	1,733	**611**	1,733

The loan is repaid in 36 equal instalments from March 2022 to February 2025.

Notes to the Financial Statements
For the year ended 31 March 2022

16 Deferred Tax

Group (Liability)	Other temporary differences £'000	Total £'000
At 1 April 2020	22	22
Credit to income	-	-
At 31 March 2021	22	22
Debit to income	-	-
At 31 March 2022	**22**	**22**

Group (Asset)	Share Options £'000	Total £'000
At 1 April 2020	40	40
Debit to income	-	-
At 31 March 2021	40	40
Debit to income	-	-
At 31 March 2022	**40**	**40**

17 Share Capital

	2022		2021	
	Number	£'000	Number	£'000
ALLOTTED CALLED UP				
Ordinary shares of 10p each				
As at 1 April	**12,307,273**	**1,231**	12,307,273	1,231
Shares bought back and cancelled	**(2,282,628)**	**(228)**	-	-
At 31 March	**10,024,645**	**904**	12,307,273	1,231

Share capital includes unpaid shares of nil (2021: nil).

The Company has one class of ordinary shares which carries no right to fixed income and which represents 100% of the total issued nominal value of all share capital.

Each share carries the right to one vote at general meetings of the Company. No person has any special rights of control over the company's share capital and all its issued shares are fully paid.

17 Share Capital (continued)

Pursuant to shareholder resolutions at the AGM of the Company on 1 September 2021, the Company has the following authorities during the period up to the next AGM:

- to issue new/additional ordinary shares to existing shareholders through a rights issue up to a maximum nominal amount of £405,242 representing one- third of the Company's issued share capital;

- to issue new/additional ordinary shares to new shareholders up to a maximum nominal amount of £405,242 representing one third of the issued shares capital of the Company;

- to allot equity securities for cash, without the application of pre-emption rights, up to a maximum nominal amount of £121,573 representing 10% of the Company's issued share capital of the Company;

- to purchase its ordinary shares through the market up to a maximum of 1,823,590, representing 15% of the Company's issued share capital, subject to certain restrictions on price; and

- to make off-market purchases of its ordinary shares for the purposes of or pursuant to an employee 'share scheme with the maximum aggregate number of ordinary shares authorised to be purchased is 4,052,424 representing approximately one-third of the Company's issued ordinary share capital.

Capital Risk Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising returns to shareholders through the optimisation of debt and equity balances. The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent comprising issued capital reserves and earnings.

The Group manages the capital structure and adjusts it in the light of changes to economic conditions and risks. In order to manage capital, the Group has continued to consider and adjust the level of dividends paid to shareholders and made purchases of its own shares which are held as Treasury Shares.

Employee Share Schemes

The Company operates two share options schemes with one of them, the Save as You Earn scheme, being dormant.

Notes to the Financial Statements
For the year ended 31 March 2022

17 Share Capital (continued)

Enterprise Management Incentive Share Option Scheme

At 31 March 2022 the following options had been granted and remained outstanding in respect of the Company's ordinary shares:

Year of grant	Exercise Price Pence	Exercise Period*	Number of options 31 March 2021	Granted	Exercised	Cancelled	**Number of Options 31 March 2022**
2011/12	68.00	2014-2019	3,000	-	-	(3,000)	**-**
2013/14	10.00	2016-2021	9,000	-	-	-	**9,000**
	10.00	2019-2021	6,000	-	-	-	**6,000**
2014/15	10.00	2016-2021	10,000	-	-	-	**10,000**
	10.00	2019-2021	25,000	-	-	-	**25,000**
2015/16	10.00	2020-2022	30,000	-	(30,000)	-	**-**
	58.00	2017-2022	15,000	-	-	-	**15,000**
	58.00	2020-2022	40,000	-	-	-	**40,000**
2016/17	50.00	2022-2027	10,000	-	-	-	**10,000**
	90.00	2019-2024	15,000	-	-	-	**15,000**
	90.00	2022-2027	20,000	-	-	-	**20,000**
2018/19	10.00	2020-2028	50,000	-	(10,000)	-	**40,000**
2019/20	50.00	2022-2029	15,000	-	-	-	**15,000**
	50.00	2024-2029	50,000	-	-	-	**50,000**
	42.50	2022-2029	30,000	-	-	(30,000)	**-**
2020/21	50.00	2022-2029	20,000	-	-	-	**20,000**
	10.00	2023-2033	725,000	-	-	-	**725,000**
2021/22	50.00	2021-2028	0	30,000			**30,000**
Total 2022			**1,073,000**	**30,000**	**(40,000)**	**(33,000)**	**1,030,000**
Weighted average exercise price 2022			**19.68p**	**50.00p**	**10.00p**	**44.82p**	**20.14p**
Total 2021			368,000	745,000	-	(40,000)	1,073,000
Weighted average exercise price 2021			35.73p	11.07p	-	22.00p	19.68p

* These options have fully vested

Notes to the Financial Statements
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17 Share Capital (continued)

There were 1,030,000 options outstanding at 31 March 2022 (2021: 1,073,000) which had a weighted average price per share of 20.14p (2021: 19.68p) and a weighted average contractual life of 2.4 years. The options vest over a period of two to four years conditional upon the option holders continued employment with the Company.

The conditions applying to those options which are fully vested have been achieved. The number of outstanding options that will vest is dependent on the achievement of several key performance measures of the group, measured at a regional and consolidated level for the financial years 2021 and 2022. The fair value of the employee services received in exchange for the grant of the share options is charged to the profit and loss account over the vesting period of the share option, based on the number of options which are expected to become exercisable.

	2022	2021
Option pricing model used	**Black-Scholes**	Black-Scholes
Weighted average share price at grant date (in pence)	**68.5**	57.50 & 61.00
Exercise price (in pence)	**50**	50.00 & 10.00
Fair value of options granted during the year	**19.79**	25.53 & 51.29
Expected volatility (%)	**15**	67 & 40
Risk-free interest rate (%)	**1**	1
Vesting period of options (years)	**2**	2 & 2.7

Expected volatility was determined by reference to historical volatility of the Company’s share price.

The share-based payment expense recognised within the income statement during the period was £147,425 (2021: expense £75,974).

18 Reserves

Capital Redemption Reserve Fund

The capital redemption reserve relates to the cancellation of the Company's own shares.

Treasury Shares

At 31 March 2022, the total number of ordinary shares of 10p held in Treasury and their values were as follows:

	2022 Number	2022 £'000	2021 Number	2021 £'000
As at 1 April	190,000	103	-	-
Shares purchased for treasury	-	-	190,000	103
Shares issued from treasury	(40,000)	(4)	-	-
Loss on treasury shares disposal		-		-
As at 31 March	**150,000**	**99**	190,000	103

The maximum number of shares held in treasury during the year was 190,000 shares representing 1.6% of the called-up ordinary share capital of the Company (2021: 190,000 representing 1.6% of the called-up ordinary share capital of the Company).

Merger Reserve

The merger reserve represents the fair value of the consideration given in excess of the nominal value of ordinary shares issued to acquire subsidiaries.

Share Option Reserve

The reserve represents the cumulative amounts charged to profit in respect of employee share option arrangements where the scheme has not yet been settled by means of an award of shares to an individual.

Share Premium Account

The balance on the share premium account represents the amounts received in excess of the nominal value of the ordinary shares.

Translation Reserve

The foreign currency translation reserve comprises all presentation foreign exchange differences arising from translation of the financial statements of foreign operations into the presentation currency of the Group accounts.

Retained Earnings

The balance held on this reserve is the accumulated retained profits of the Group/Company.

Notes to the Financial Statements
For the year ended 31 March 2022

19 Leases

The Group measure its lease liabilities under IFRS 16 Leases. The Group's leases are property leases. These include leases for the offices from which the businesses across the Group operate and these have terms of typically 1 to 10 years. The movements in the carrying value of right-of-use assets is provided below.

Right-of-use asset - Property	**2022 £'000**	**2021 £'000**
Cost		
At 1 April 2021	**3,116**	3,206
Exchange differences	**40**	(104)
Additions	**-**	107
Disposals	(80)	(93)
At 31 March 2022	**3,076**	3,116
Accumulated depreciation		
At 1 April 2021	**2,225**	1,922
Exchange differences	**23**	(47)
Depreciation	**415**	443
Disposals	**-**	(93)
At 31 March 2022	**2,663**	2,225
Net Book Value as at 31 March 2022	**413**	891

Additional disclosures as required under IFRS 16 Leases are provided in the table below:

	2022 £'000	**2021 £'000**
Depreciation of right-of-use assets	415	443
Interest on lease obligations	27	48
Cash outflow for leases	530	562
Additions to right-of-use-assets	-	107
Disposals of right-of-use assets	(80)	(93)

Notes to the Financial Statements
For the year ended 31 March 2022

20 Reconciliation of Profit before Tax to Net Cash Inflow from Operating Activities

	Group		Company	
	2022	**2021**	**2022**	**2021**
	£'000	**£'000**	**£'000**	**£'000**
Profit/(loss) before taxation	**2,417**	(173)	**-**	**(5)**
Adjust for:				
Depreciation of property, plant and equipment and software amortisation	**253**	258	**-**	-
Depreciation of right-of-use assets	**415**	443	**-**	-
Impairment of goodwill	**-**	-	**-**	-
Share-based payment expense	**148**	76	**-**	-
Loss on sale of right-of-use assets	**80**	-	**-**	-
Interest receivable	**-**	(5)	**-**	-
Interest payable	**26**	61	**-**	-
Operating cash flow before changes in working capital	**3,339**	660	**-**	(5)
(Decrease)/increase in receivables	**(1,278)**	866	**(26)**	(41)
Increase/(decrease) in payables	**57**	(332)	**(35)**	56
Cash generated from / (used by) underlying operations	**2,118**	**1,194**	**(61)**	**10**

21 Reconciliation of movements of liabilities to cash flows arising from financing activities

Group	**At 1 April 2021**	**New loan**	**Net (repayments)/ withdrawals**	**At 31 March 2022**
	£'000	**£'000**	**£'000**	**£'000**
Coronavirus business interruption loan	2,000		(2,000)	**-**
Bank loan	-	1,000	(28)	**972**
Invoice finance	(16)		301	**285**
Lease liabilities	1,053		(564)	**489**
Total financing liabilities	3,037	1,000	(2,291)	**1,746**

Notes to the Financial Statements
For the year ended 31 March 2022

21 Reconciliation of movements of liabilities to cash flows arising from financing activities (continued)

Company	At 1 April 2021	New loan	Net Repayments	At 31 March 2022
	£'000	£'000	£'000	£'000
Coronavirus business interruption loan	2,000		(2,000)	-
Bank loan	-	1,000	(28)	**972**
Total financing liabilities	2,000	1,000	(2,028)	**972**

22 Analysis of Cash less overdrafts

Group	At 1 April 2021	Cash flow	Exchange	At 31 March 2022
	£'000	£'000	£'000	£'000
Cash at bank and in hand	3,980	(1,397)	100	**2,683**
Total cash	3,980	(1,397)	100	**2,683**

Company	At 1 April 2021	Cash flow	At 31 March 2022
	£'000	£'000	£'000
Cash at bank and in hand	556	(502)	**54**
Total cash	556	(502)	**54**

23 Financial Risk Management

The Board of Directors has overall responsibility for the risk management policies that are applied by the business to identify and control the risks faced by the Group. The Group has exposure from its use of financial instruments to foreign currency risk, credit risk and liquidity risk.

Foreign Currency

The Group publishes its consolidated financial statements in sterling. The functional currencies of the Group's main operating subsidiaries are sterling, the euro, the United States dollar, the Singapore dollar, the Hong Kong dollar, the Saudi Arabian Riyal and the UAE dirham.

The Group's international operations account for approximately 40.50% (2021: 34.46%) of revenue and approximately 66.85% (2021: 29.12%) of the Group's assets and consequently the Group has a degree of translation exposure in accounting for overseas operations.

Notes to the Financial Statements
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23 Financial Risk Management (continued)

Foreign Currency (continued)

The Group exposure to foreign currency risk is as follows:

As at 31 March 2022	**Euro £’000**	**AUD £’000**	**USD £’000**	**HK$ £’000**	**S$ £’000**	**AED £’000**	**CNY £’000**	**SAR £’000**
Cash at bank	189	77	1,230	154	295	79	366	190
Trade and other receivables	348	-	691	3,462	1,568	353	31	263
Trade and other payables	(557)	-	(830)	(4,023)	(1,625)	(5)	(85)	(500)
Net exposure	**(20)**	**77**	**1,091**	**(407)**	**238**	**427**	**312**	**(47)**

As at 31 March 2021	**Euro £’000**	**AUD £’000**	**USD £’000**	**HK$ £’000**	**S$ £’000**	**AED £’000**	**CNY £’000**	**SAR £’000**
Cash at bank	410	26	634	313	877	6	378	104
Trade and other receivables	46	-	28	952	293	28	-	-
Trade and other payables	(165)	-	(146)	(735)	(236)	(32)	-	-
Net exposure	**291**	**26**	**516**	**530**	**934**	**2**	**378**	**104**

Sensitivity analysis – currency risk

A 10% weakening or strengthening of Sterling against the above currencies at 31 March 2022 would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis is applied currency by currency in isolation, i.e. ignoring the impact of currency correlation, and assumes that all other variables, interest rates, remain constant. The amounts generated from the sensitivity analysis are forward-looking estimates of market risk assuming certain adverse market conditions occur. Actual results in the future may differ materially from those projected, due to developments in the global financial markets which may cause fluctuations in interest and exchange rates to vary from the hypothetical amounts disclosed in the table below, which therefore should not be considered a projection of likely future events and losses.

Foreign Currency

	Weakening		**Strengthening**	
	2022 equity	**2022 PBT**	**2022 equity**	**2022 PBT**
	£'000	**£'000**	**£'000**	**£'000**
Euro	**2**	**2**	**(2)**	**(2)**
US dollar	**(99)**	**(99)**	**109**	**109**
Hong Kong dollar	**37**	**37**	**(41)**	**(41)**
Singapore dollar	**(22)**	**(22)**	**24**	**24**
UAE dirham	**(39)**	**(39)**	**43**	**43**
Australian dollar	**(7)**	**(7)**	**8**	**8**
Chinese yuan renminbi	**(28)**	**(28)**	**31**	**31**
Saudi riyal	**4**	**4**	**(5)**	**(5)**

23 Financial Risk Management (continued)

Foreign Currency (continued)

Currently the Group's policy is not to hedge against this exposure, but it does seek to minimise this exposure by converting into sterling all cash balances in foreign currency that are not required for capital monetary needs. The settlement of intercompany balances held with foreign operations is neither planned nor likely to occur in the foreseeable future. Therefore, exchange differences arising from the translation of the net investments are recognised in Other Comprehensive income.

Credit Risk

The Group's principal financial assets are bank balances, trade and other receivables. The Group's credit risk is primarily in respect of trade receivables. Credit risk refers to the risk that a client will default on its contractual obligations resulting in financial loss to the Group. The Group's largest credit risk exposure to a single client is in the UK and represents 12.78% of the Group trade receivables balance. The amount owed by a client in Hong Kong represents a further 10.16% of the balance. Although there is no indication that either debt is uncollectable, the Directors are of the opinion that adequate provision is in place to cover any potential default by these clients. A public investment fund in Hong Kong accounted for 4.93% of the Group trade receivables balance. Apart from this exposure, at the year-end no other customer represented more than 2.39% (2021: 4.01%) of the total balance.

In reviewing the appropriateness of the provisions in respect of recoverability of trade receivables, consideration has been given to the ageing of the debt and the potential likelihood of default, considering current economic conditions.

It is the Directors' opinion that no further provision for doubtful debts is required.

Liquidity Risk

The Group manages its liquidity risk by maintaining adequate cash and or credit facilities to meet forecast cash requirements of the Group. Management monitors its forecasted cash flow requirements at a Group level based on monthly returns made by the Group's operating units.

The Group has short-term trade and other payables and accruals as disclosed in note 14, all due within one year of the year end. In addition it has lease liabilities and a loan under the Coronavirus Business Interruption Loan Scheme as set out below.

The Group has net funds of £2.58m (2021: £3.98m), which the Board considers are more than adequate to meet future working capital requirements and to take advantage of business opportunities.

As at 31 March 2022, the Group's financial liabilities have contractual maturities as follows:

At 31 March 22	Less than 6 months £'000	6 – 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
Trade payables and other payables	3,202	489	-	-	-
Lease liabilities	243	153	36	57	-
Bank loan	194	167	333	278	-
Total contractual cash flows	**3,639**	**809**	**369**	**335**	**-**

Notes to the Financial Statements
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23 Financial Risk Management (continued)

At 31 March 21	Less than 6 months £'000	6 – 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
Trade payables and other payables	2,676	197	-	-	-
Lease liabilities	281	281	437	99	-
CBILS	81	239	466	1,298	135
Total contractual cash flows	**3,038**	**717**	**903**	**1,397**	**135**

24 Related Party Transactions

The Company provides corporate guarantees on the subsidiary bank accounts. At 31 March 2022 amounts overdrawn by subsidiary bank accounts were £nil (2021: £nil).

The Group owes 2 directors £12,977 (2021: £40,330). There is no interest charged on this loan and no fixed date for repayment.

The Directors receive remuneration from the Group, which is disclosed in the Directors' Remuneration Report. As shareholders, the Directors also eligible to receive dividends from the Company. In the year these amounted to £nil (2021: £nil).

25 Subsequent events

The Group purchased the remaining 40% of the issued share capital of Command Recruitment Group (H.K.) Limited in April 2022.

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