

IAM CAPITAL GROUP LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

IAM CAPITAL GROUP LIMITED

COMPANY INFORMATION

Directors

E M Arbib
D F E Bierbaum
J D S Booth
L Marchesini
J A Perugia
M Segall

Company secretary

J W J Verkleij

Registered number

03359615

Registered office

4 Hill Street
London
W1J 5NE

Independent auditors

Sopher + Co LLP
Chartered Accountants & Statutory Auditors
5 Elstree Gate
Elstree Way
Borehamwood
Hertfordshire
WD6 1JD

IAM CAPITAL GROUP LIMITED

CONTENTS

	Page
Chairman's Report	1
Group Strategic Report	2 - 5
Directors' Report	6 - 7
Independent Auditors' Report	8 - 11
Consolidated Statement of Comprehensive Income	12
Consolidated Statement of Financial Position	13 - 14
Company Statement of Financial Position	15
Consolidated Statement of Changes in Equity	16
Company Statement of Changes in Equity	17
Consolidated Statement of Cash Flows	18 - 19
Consolidated Analysis of Net Debt	20
Notes to the Financial Statements	21 - 54

IAM CAPITAL GROUP LIMITED

**CHAIRMAN'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

On the back of our strong performance in 2021, we entered 2022 with a strategy to build on the momentum of the early successes of our second generation real estate fund, replicate the investments we made in renewable energy, and continue to diversify our balance sheet into investments that would create long term value.

The year started with the Russian invasion of Ukraine, a tragic and destabilising event which drove up energy prices, increasing inflation in Europe and across the world. In general, the macroeconomic challenges have meant a deterioration of the availability of credit, higher interest rates, higher building costs, and a general prudence on the part of banks to deploy their balance sheets. We have managed to limit the impact of this on our real estate portfolios and are confident we will continue to deliver a good return to our investors over the life of the fund.

The macro-economic challenges have delayed some of our solar pipeline acquisitions, however we managed to acquire three solar plants during the year and intend to increase the speed of further acquisitions during 2023. These acquisitions are already contributing to our increased year-on-year turnover.

On behalf of our shareholders, I would like to thank our whole team for successfully navigating such challenging market conditions. We remain committed to building on our achievements, remaining alert for opportunities, while remaining conscious of the headwinds and challenging political and economic environment.

Name **J D S Booth**
Chairman

Date 30 June 2023

IAM CAPITAL GROUP LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The Directors present the Group Strategic Report for iAM Capital Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2022.

iAM Capital Group Limited is the parent company of an asset management, renewable energy and consultancy group. The principal activities of the Group are fund management with a real estate focus, renewable energy, Fintech, and consultancy services. A review of the Group's business activities during 2022 along with future developments and risk management is given in the Chairman's Statement and this Group Strategic Report on pages 2 to 5.

CEO Business review

The year 2022 will be remembered as the year of the start of the Ukraine / Russia war, a war that we are unfortunately still far from knowing when (and how) it will end. It will also be known as the year where inflation reared its head in the western world and in many other countries, with headline numbers that haven't been seen for nearly 40 years.

Despite the significant macro-economic challenges, the Company and its subsidiaries managed to achieve a positive result for the financial year 2022 based on the foundations it has laid over the years.

The turnover for the year increased substantially, partly due to the revenue generated by the photovoltaic plants acquired by the Group during 2022 as part of its programmatic partnership with the US-based Bhn Group. The turnover from the investment management segment remained stable as the Group increased the commitments of its second-generation real-estate fund, while continuing with distributions to investors from its first-generation real-estate fund.

Our consolidated financial results for the year show a turnover of £1,930,000, operating profit of £2,320,000, compared to a turnover of £1,126,000 and operating loss of £647,000 in 2021, and net profit after tax of £1,700,000, compared to a net profit after tax of £2,762,000 in 2021. The profit for the year is mainly attributable to our fund management activities, income from our renewable energy assets, the increased valuation of our investment in Marex and the valuation uplift of our investment in our second-generation real estate fund. Please refer to the review of financial key performance indicators on page 4.

During 2022 the Company re-registered from a delisted public limited company to a limited company and as a result this year's financial statements are therefore prepared under FRS 102 instead of IFRS, please refer to Note 31 for an explanation of the changes.

Investment and asset management

The Group's Luxembourg platform is structured as a Reserved Alternative Investment Fund (the "RAIF"). This platform straddles the regulated structure of a Luxembourg SICAV with the flexibility of being able to rapidly add fund strategies at a lower cost than our SICAV-SIF fund (the "SIF"), for which iAM Invest Ltd., our FCA regulated subsidiary ("iAM Invest"), serves as investment manager.

Our current real-estate portfolio includes a combination of properties in Italy and France, which are the markets in which we intend to continue to concentrate. During 2022 our second-generation real estate fund acquired a trophy asset in Rome, that is currently being developed as a 5* lifestyle hotel, and this fund was nearly fully committed at the end of 2022, with the flexibility for one or two smaller acquisitions, while the remainder of the uncalled capital is reserved for Capex on the existing projects.

We are looking at opportunities to launch the third-generation real-estate fund by mid-2023.

During 2022 we generated further strategic exits from our first real-estate fund, with the goal of returning capital to investors as quickly as possible.

IAM CAPITAL GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Balance sheet investments

The Group is invested in the funds it manages and the overall allocation increases as we continue to fund the capital calls during the life of the fund. We further increased the holdings of our Luxembourg fund, with an opportunistic strategy, focused on hedge funds and other alpha creating opportunities.

Our remaining principal balance sheet investments are comprised of our investment in JRJ Partner 2 Limited Partnership, through which we hold our Marex investment; the continued investment into our third Italian solar portfolio, through Integrated Energy Holdings; and a small investment in Next Insurance. During the year 2022, Marex reported another year with record financial results and contributed significantly to the Group's profit via the Fair value movements line.

Principal risks and uncertainties

Operating in the financial services industry, the Group faces a number of risks which are inherent to its activities and which require active management. The principal risks for the Group have been identified as operational risk and financial risks and in relation to our fund management business and the investment assets held by the Group, investment risk.

Operational risk

Operational risk is the risk that the Group suffers a loss, either directly or indirectly, from inadequate or failed internal processes and systems or from external events. This risk manifests itself in slightly different ways across our business segments, fund management, renewable energy, and consultancy, but in summary would include:

- Loss of key investment professionals;
- Introduction of new products and related issues in the legal, fiscal, regulatory and accounting domains;
- Administrative error in the settlement of a transaction or in the instruction of a trade on behalf of a fund.

Given the nature of such risks, it is Group policy to continually review the controls in place to manage them, to ensure that such controls are appropriate, proportionate, and adequate in relation to these risks and that the controls have evolved and developed to reflect the changes, both from an external and internal point of view, while focusing on our underlying business segments and how these are carried out.

Financial risk

The Group operates in several countries and is exposed to a number of financial risks and particularly currency risk, mainly the fluctuation between the £ Sterling and the Euro rates from an operating point of view and between the £ Sterling and the US Dollar from a balance sheet point of view. The Group carefully monitors its exposure to the Euro and the US Dollar and may hedge its exposure where appropriate.

Both the Group and the funds it manages are exposed to interest rate risk, however, where possible the Group has taken measures to limit the negative impact of interest rate fluctuations as well as focusing on optimising the return on excess cash balances.

Investment Risk

Poor investment performance in our underlying funds, either absolute or relative to the particular fund's peer group, may result in a small decrease in management and but could potentially have a significant impact on the carried interest the Company could earn. Poor investment performance in the investment type assets we hold in our balance sheet, will result in losses for shareholders of the Company. Investment risk is mitigated by following a thorough investment process, including the consideration of various exit strategies for the respective investments. The Group monitors changes in the macro-economic environment closely in order to take action if and when required.

IAM CAPITAL GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Financial key performance indicators

The following table summarises the key performance indicators used by the directors to assess the performance of the Group as of the dates and years indicated:

	2022	2021	
	Existing Total £000s	Existing Total £000s	Change
Turnover	1,930	1,126	▲ +71%
Operating costs net of depreciation and FX	2,731	2,554	▲ +7%
Operating result	2,320	(647)	▲ +359%
Gain or (loss) on sale of investments	(398)	3,879	▲ -110%
Profit after tax	1,700	2,762	▲ -38%
Net assets	14,482	13,110	▲ +10%

Other key performance indicators

The directors believe that there are numerous non-financial performance indicators, but none are individually key to assessing the overall performance of the Group.

Creditor Payment Policy

The Group does not follow any code or standard on payment practice, but adopts the following policy regarding the payment of its suppliers:

1. To agree payment terms with suppliers in accordance with contractual or other legal obligations;
2. To ensure that suppliers are aware of the terms of payment; and
3. To make payment in accordance with the payment terms.

Directors' statement of compliance with duty to promote the success of the Group

- The board of directors of iAM Capital Group Ltd considers that the directors have acted in good faith and in the most likely way promote the success of the Company for the benefit of its members and the Group as a whole (having regard to the stakeholders and matters set out in S172(1)(a-f) of the Act) in the decisions taken during the financial year ended on 31 December 2022.
- The Group continues to focus on managing its investment funds, including its second-generation real-estate fund, including a co-investment by the Group, and is actively working to launch its third-generation real-estate fund on the back of the successful performance of its predecessor fund. The Group will invest its own balance sheet where it comes across attractive opportunities that fit its long-term strategy. The board of directors will closely monitor the ongoing developments in Europe and prepare the Group such that it can act quickly and decisively to mitigate any risk and take advantage of new opportunities.
- The Group operates a policy of equal opportunities in recruitment, promotion and training for all their employees. The Group believes that all individuals should be treated fairly, with respect and that they are appropriately valued for their contribution to the organisation.
- We, as board of directors, aim to act responsibly and fairly in how the Group engages with suppliers and service providers. Further information regarding the Group's Creditor Payment Policy can be found in the Group Strategic Report.

IAM CAPITAL GROUP LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Directors' statement of compliance with duty to promote the success of the Group (continued)

- The Group focuses on having a positive impact on the community and environment both through its focus on investing in renewable energy projects and as part of the investment process for the investment funds the Group manages. The integration of Environmental, Social and Governance (“ESG”) considerations into the Group’s investment decision making processes and ownership practices is part of the commitment of board of directors to act in the best long-term interest of the Group and all its stakeholders. The Group actively seeks to achieve improvements in its ESG practices and implementation across its investment strategies and its own operations. The ESG policy can be found on the Group’s website
- The Group has implemented compliance policies as per the regulatory requirements of its regulated entity iAM Invest Limited and provides annual training to all the staff to ensure they understand their obligation to act with integrity, due skill, care and diligence as well as paying due regard to the interests of customers and the requirement to treat them fairly. The board of directors believes it is of utmost importance to behave responsibly, to operate with high standards of business conduct and lead by example.
- The board of directors of the Company believes it is acting fairly towards and in the best interest of all its subsidiaries and other members of the Group.

This report was approved by the board on 30 June 2023 and signed on its behalf.

J D S Booth
Director

IAM CAPITAL GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

Results and dividends

The profit for the year, after taxation and minority interests, amounted to £1,700,451 (2021 - £2,762,148).

The directors do not propose the payment of a dividend for the year ended 31st December 2022 (2021 - £0.02 per share).

Directors

The directors who served during the year were:

E M Arbib
D F E Bierbaum
J D S Booth
L Marchesini
J A Perugia
M Segall

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Future developments

The Group continues to focus on strengthening and expanding its key business segments, investment and asset management; renewable energy; fintech and consultancy services.

IAM CAPITAL GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Qualifying third party indemnity provisions

The Company has granted indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

Subsequent events

There have been no significant events affecting the Group since the year end.

Auditors

Under section 487(2) of the Companies Act 2006, Sopher + Co LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 30 June 2023 and signed on its behalf.

J D S Booth
Director

IAM CAPITAL GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IAM CAPITAL GROUP LIMITED

Opinion

We have audited the financial statements of IAM Capital Group Limited and its subsidiaries for the year ended 31 December 2022, which comprise the Group Statement of Comprehensive Income, the Group and Company Statements of Financial Position, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2022 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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 Group's or 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.

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. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' 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.

IAM CAPITAL GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IAM CAPITAL GROUP LIMITED (CONTINUED)

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Group 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 Group Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group 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 Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 6, 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 Group's and 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 Group or the Company or to cease operations, or have no realistic alternative but to do so.

IAM CAPITAL GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IAM CAPITAL GROUP LIMITED (CONTINUED)

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 Group 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:

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the Company through discussions with directors and other management, and from our commercial knowledge and experience of the financial services sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the Company, including the Companies Act 2006, FCA regulations, taxation legislation and data protection, anti-bribery, employment, environmental and health and safety legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the Company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations; and
- understanding the design of the Company's remuneration policies.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

IAM CAPITAL GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IAM CAPITAL GROUP LIMITED
(CONTINUED)

Auditors' responsibilities for the audit of the financial statements

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators and the Company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

Martyn Atkinson FCA (Senior Statutory Auditor)

for and on behalf of

Sopher + Co LLP

Chartered Accountants
Statutory Auditors

5 Elstree Gate
Elstree Way
Borehamwood
Hertfordshire
WD6 1JD

30 June 2023

IAM CAPITAL GROUP LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	As restated 2021 £000
Turnover		1,930	1,126
Cost of sales		(284)	(589)
Gross profit		1,646	537
Administrative expenses		(2,181)	(1,957)
Other operating income	5	108	110
Fair value movements		2,747	663
Operating profit/(loss)	6	2,320	(647)
Income from fixed assets investments		17	16
(Loss)/profit on sale of investments		(398)	3,879
Interest receivable and similar income	11	36	18
Interest payable and similar expenses	12	(211)	(500)
Profit before taxation		1,764	2,766
Tax on profit	13	(64)	(4)
Profit for the financial year		1,700	2,762
Other comprehensive income			
Currency translation differences on overseas operations		111	(35)
Total comprehensive income for the year		1,811	2,727
Profit for the year attributable to:			
Non-controlling interests		-	602
Owners of the parent Company		1,700	2,160
		1,700	2,762
Total comprehensive income for the year attributable to:			
Non-controlling interest		-	602
Owners of the parent Company		1,811	2,125
		1,811	2,727

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED
REGISTERED NUMBER:03359615

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £000	As restated 2021 £000
Fixed assets			
Intangible assets	15	1,973	-
Tangible assets	16	2,375	99
Investments	17	7,700	5,026
		<u>12,048</u>	<u>5,125</u>
Current assets			
Debtors: amounts falling due within one year	18	2,256	1,730
Current asset investments	19	5,483	5,393
Cash at bank and in hand		2,038	5,020
		<u>9,777</u>	<u>12,143</u>
Current liabilities			
Creditors: amounts falling due within one year	20	(5,539)	(2,687)
Net current assets		<u>4,238</u>	9,456
Total assets less current liabilities		<u>16,286</u>	14,581
Creditors: amounts falling due after more than one year	21	(1,804)	(1,471)
Net assets		<u>14,482</u>	<u>13,110</u>
Capital and reserves			
Called up share capital	25	1,139	1,139
Share premium account	26	2,880	2,880
Foreign exchange reserve	26	654	543
Other reserves	26	5,087	2,413
Profit and loss account	26	4,705	6,135
Equity attributable to owners of the parent Company		<u>14,465</u>	<u>13,110</u>
Non-controlling interests		17	-
		<u>14,482</u>	<u>13,110</u>

IAM CAPITAL GROUP LIMITED
REGISTERED NUMBER:03359615
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2022

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 June 2023.

J D S Booth
Director

E M Arbib
Director

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED
REGISTERED NUMBER:03359615
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £000	As restated 2021 £000
Fixed assets			
Tangible assets	16	84	99
Investments	17	11,365	8,690
		<u>11,449</u>	<u>8,789</u>
Current assets			
Debtors: amounts falling due within one year	18	4,342	5,926
Current asset investments	19	2,435	1,632
Cash at bank and in hand		100	430
		<u>6,877</u>	<u>7,988</u>
Current liabilities			
Creditors: amounts falling due within one year	20	(2,713)	(2,976)
Net current assets		<u>4,164</u>	5,012
Total assets less current liabilities		<u>15,613</u>	<u>13,801</u>
Creditors: amounts falling due after more than one year	21	(1,376)	(1,362)
Net assets		<u><u>14,237</u></u>	<u><u>12,439</u></u>
Capital and reserves			
Called up share capital	25	1,139	1,139
Share premium account	26	2,879	2,879
Other reserves	26	5,087	2,413
Profit and loss account	26	5,132	6,008
		<u>14,237</u>	<u>12,439</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 June 2023.

J D S Booth
Director

E M Arbib
Director

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Share premium account	Foreign exchange reserve	Other reserves	Profit and loss account	Equity attributable to owners of parent Company	Non- controlling interests	Total equity
	£000	£000	£000	£000	£000	£000	£000	£000
At 1 January 2021 (as restated)	1,103	2,312	578	1,763	4,625	10,381	(43)	10,338
Profit for the year	-	-	-	-	2,160	2,160	602	2,762
Foreign exchange gain on translation of overseas subsidiaries	-	-	(35)	-	-	(35)	-	(35)
Shares issued during the year	36	568	-	-	-	604	-	604
Dividends paid	-	-	-	-	-	-	(559)	(559)
Transfer of investment fair value movement	-	-	-	650	(650)	-	-	-
At 1 January 2022 (as restated)	1,139	2,880	543	2,413	6,135	13,110	-	13,110
Profit for the year	-	-	-	-	1,700	1,700	-	1,700
Foreign exchange gain on translation of overseas subsidiaries	-	-	111	-	-	111	-	111
Dividends paid	-	-	-	-	(456)	(456)	-	(456)
Non-controlling interest on acquisition	-	-	-	-	-	-	17	17
Transfer of investment fair value movement	-	-	-	2,674	(2,674)	-	-	-
At 31 December 2022	1,139	2,880	654	5,087	4,705	14,465	17	14,482

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £000	Share premium account £000	Other reserves £000	Profit and loss account £000	Total equity £000
At 1 January 2021 (as restated)	1,103	2,312	1,763	3,906	9,084
Profit for the year	-	-	-	2,752	2,752
Shares issued during the year	36	567	-	-	603
Transfer of investment fair value movement	-	-	650	(650)	-
At 1 January 2022 (as restated)	1,139	2,879	2,413	6,008	12,439
Profit for the year	-	-	-	2,254	2,254
Dividends paid	-	-	-	(456)	(456)
Transfer of investment fair value movement	-	-	2,674	(2,674)	-
At 31 December 2022	1,139	2,879	5,087	5,132	14,237

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022**

	2022	As restated
	£000	2021 £000
Cash flows from operating activities		
Profit for the financial year	1,700	2,762
Adjustments for:		
Amortisation of intangible assets	14	-
Depreciation of tangible assets	75	15
Interest paid	211	500
Interest received	(36)	(18)
Dividends received	(17)	(15)
Taxation charge	65	(4)
Increase in debtors, excluding debtors acquired on acquisition of subsidiaries	(204)	(196)
(Decrease)/increase in creditors, excluding creditors acquired on acquisition of subsidiaries	(1,408)	1,140
Net fair value (gains) recognised in P&L	(2,698)	(650)
Corporation tax (paid)/received	(5)	4
Profit on sale of investments	(398)	(3,881)
Net cash generated from operating activities	(2,701)	(343)
Cash flows from investing activities		
Purchase of intangible fixed assets	(519)	-
Purchase of tangible fixed assets, excluding assets acquired on acquisition of subsidiaries	(660)	(12)
Purchase of short-term listed investments	(1,579)	(968)
Sale of short-term listed investments	2,508	1,467
Purchase of short-term unlisted investments	(596)	-
Sale of fixed asset investments	-	7
Interest received	36	18
Dividends received	17	15
Capital repayment received from fixed asset investments	-	177
Proceeds received on sale of subsidiary less divested cash	-	2,744
Receipt of escrow funds in relation to disposal of subsidiary	-	876
Purchase of subsidiaries less cash acquired on acquisition	(1,802)	-
Net cash from investing activities	(2,595)	4,324

IAM CAPITAL GROUP LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

	2022	As restated
	£000	2021 £000
Cash flows from financing activities		
Issue of ordinary shares	-	603
New loans	2,875	-
Repayment of loans	-	(69)
Other new loans	-	793
Repayment of finance leases	(5)	(3)
Dividends paid	(456)	-
Non-controlling interest dividends paid	-	(558)
Interest paid	(210)	(500)
HP interest paid	(1)	-
Exchange movements on foreign subsidiaries	111	(35)
Net cash used in financing activities	2,314	231
Net (decrease)/increase in cash and cash equivalents	(2,982)	4,212
Cash and cash equivalents at beginning of year	5,020	808
Cash and cash equivalents at the end of year	2,038	5,020
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	2,038	5,020
	2,038	5,020

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED

CONSOLIDATED ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 DECEMBER 2022

	At 1 January 2022 £000	Cash flows £000	Acquisition and disposal of subsidiaries £000	Other non- cash changes £000	At 31 December 2022 £000
Cash at bank and in hand	5,020	(3,045)	63	-	2,038
Debt due after 1 year	(1,456)	(348)	-	-	(1,804)
Debt due within 1 year	(1,063)	(2,526)	-	-	(3,589)
Finance leases	(19)	4	-	-	(15)
Liquid investments	3,848	(737)	-	6	3,117
	<u>6,330</u>	<u>(6,652)</u>	<u>63</u>	<u>6</u>	<u>(253)</u>

The notes on pages 21 to 54 form part of these financial statements.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

iAM Capital Group Ltd is a private Limited liability company limited by shares registered in England and Wales. Its principal place of business and registered office is at 4 Hill Street, London, W1J 5NE.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies 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.

Information on the impact of first-time adoption of FRS 102 is given in note 31.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Foreign currency translation

The Company's functional currency is Euro. This differs from the presentational currency which is £ Sterling. The board believes that by presenting the financial statements in £ Sterling, it provides an enhanced understanding of the underlying information to the users of the financial statements.

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.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.3 Foreign currency translation (continued)

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.4 Revenue

Revenue represents the fair value of consideration received for the provision of services and is stated net of value-added tax, rebates and after eliminating intra-group sales.

Revenue includes the following:

Management and performance fees

Management fees are calculated as a percentage of the value of the net assets under management in accordance with the respective fund's offering documents and as a percentage of the capital that has been committed to funds and are recognised in the period in which the services are rendered.

Performance fees are calculated as a percentage of the net appreciation in a fund's net asset values at the end of a performance period. The length of a performance period varies between funds and usually covers periods ranging from between 3 to 12 months. Performance fees are recognised when the amount of the fee can be reliably measured, which is normally at the end of the performance period. Where a fund's performance period covers the statement of financial position date, performance fees are recognised based on reasonable estimates that consider the particular fund's performance to the statement of financial position date and whether evidence exists that suggests that the current performance will be sustainable to the end of the performance period.

Consultancy services

Consultancy services comprises fees received for advice given, which is recognised on a time-proportion basis over the period of the service.

Finance income

Finance income comprises of interest income, which is recognised on a time-proportion basis using the effective interest method.

Renewable energy

Renewable energy comprises income from sales of electricity generated by photovoltaic plants. Revenue is recognised at the point when electricity is generated.

Carried interest

Carried interest is recognised when the amount of the carried interest fee can be reliably measured, which is normally towards the end of the fund's lifecycle and once investors have been repaid their investment plus preferred return. When this is recognised prior to or at the financial position date, carried interest fees are recognised based on reasonable estimates that consider the particular fund's performance to the statement of financial position date and whether evidence exists that suggests that the current performance will be sustainable to the end of the fund's lifecycle."

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.5 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss 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.

2.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.9 Pensions

The Group contributes to a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

2.10 Taxation

Tax is recognised in profit or loss 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 reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.10 Taxation (continued)

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 reporting date.

2.11 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised over its useful economic life.

Negative goodwill

Negative goodwill represents the negative difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised over its useful economic life.

The estimated useful lives range as follows:

Goodwill on acquisition of	-	10 year straight line
photovoltaic plant subsidiaries		
Negative goodwill	-	1 year straight line

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.12 Tangible fixed assets (continued)

The estimated useful lives range as follows:

Leasehold improvements	- 5 years
Plant and machinery	- Over the useful life of the underlying assets
Motor vehicles	- 3 - 5 years
Furniture, fixtures and fittings *	- 4 - 6 years
Computer and office equipment	- 3 - 5 years

*For specific items of artwork, included within furniture, fixtures and fittings, whose residual value is expected to be at least equal to cost, no depreciation is provided. The cost of such artwork as at 31 December 2022 is £74,000 (2021: £74,000).

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in the Consolidated Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.14 Associates and joint ventures

An entity is treated as a joint venture where the Group is a party to a contractual agreement with one or more parties from outside the Group to undertake an economic activity that is subject to joint control.

An entity is treated as an associated undertaking where the Group exercises significant influence in that it has the power to participate in the operating and financial policy decisions.

In the consolidated accounts, interests in associated undertakings are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investors share of the profit or loss, other comprehensive income and equity of the associate. The Consolidated Statement of Comprehensive Income includes the Group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the Group. In the Consolidated Statement of Financial Position, the interests in associated undertakings are shown as the Group's share of the identifiable net assets, including any unamortised premium paid on acquisition.

Any premium on acquisition is dealt with in accordance with the goodwill policy.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.15 Basic financial instruments

The Group only enters into transactions that result in the recognition of basic financial assets and basic financial liabilities.

Basic financial assets, such as trade and other debtors, are initially recognised at the transaction price less attributable transaction costs. Basic financial liabilities, such as trade and other creditors, are initially recognised at the transaction price plus attributable transaction costs. Subsequently, they are measured at amortised cost using the effective interest method, less any impairment losses in the case of basic financial assets.

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.

Financial assets measured at fair value through the profit and loss account are recognised in accordance with note 2.13.

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

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an 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.

Cash is represented by cash in hand and deposits with financial institutions.

2.16 Dividends

Equity dividends are recognised when they become legally payable.

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

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. If in the future such estimates and assumptions, which are based on management's best judgement at the date of preparation of the financial statements deviate from actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change. The areas where a higher degree of judgement or complexity arise, or areas where assumptions and estimates are significant to the consolidated financial statements, are discussed below.

i) Fair value assessment of financial assets

Management must make judgments concerning the fair value of its financial assets. Judgements and assessments are made using standard pricing techniques and models, as well as consideration of the current economic climate when estimating the fair value of investments held where quoted prices are not available from active markets.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

4. Turnover

An analysis of turnover by class of business is as follows:

	2022	2021
	£000	£000
Investment management and advisory services	1,380	1,126
Renewable energy	532	-
Real estate management	18	-
	<u>1,930</u>	<u>1,126</u>

Geographical segments

The Group's operations are deemed to have been carried out in Europe.

5. Other operating income

	2022	2021
	£000	£000
Net rents receivable	108	110
	<u>108</u>	<u>110</u>

6. Operating loss

The operating loss is stated after charging:

	2022	As restated 2021
	£000	£000
Amortisation of intangible fixed assets	40	-
Depreciation of tangible fixed assets	150	15
Exchange differences	(457)	(22)
Other operating lease rentals	252	249
	<u>252</u>	<u>249</u>

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

7. Auditors' remuneration

	2022	2021
	£000	£000
Fees payable to the Group's auditors for the audit of iAM Capital Group Limited	25	23
Fees payable to the Group's auditors in respect of auditing subsidiary undertakings	31	17
	56	40
	56	40

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group	Group	Company	Company
	2022	2021	2022	2021
	£000	£000	£000	£000
Wages and salaries	958	901	561	460
Social security costs	107	92	63	43
Cost of defined contribution scheme	38	65	31	58
	1,103	1,058	655	561
	1,103	1,058	655	561

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

	Group	Group	Company	Company
	2022	2021	2022	2021
	No.	No.	No.	No.
Directors	10	8	6	6
Administration	11	12	5	6
	21	20	11	12
	21	20	11	12

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

9. Directors' remuneration

	2022	2021
	£000	£000
Directors' emoluments	368	207
Group contributions to defined contribution pension schemes	28	54
	396	261
	396	261

During the year retirement benefits were accruing to 1 director (2021 - 1) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £226,943 (2021 - £91,102).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £28,105 (2021 - £53,752).

10. Income from investments

	2022	2021
	£000	£000
Income from fixed asset investments	1	1
	1	1
Income from current asset investments	16	15
	16	15

11. Interest receivable

	2022	2021
	£000	£000
Other interest receivable	36	18
	36	18

12. Interest payable and similar expenses

	2022	2021
	£000	£000
Bank interest payable	10	7
Other loan interest payable	200	491
Finance leases and hire purchase contracts	1	2
	211	500
	211	500

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Taxation

	2022	2021
	£000	£000
Corporation tax		
Adjustments in respect of previous periods	(1)	-
Foreign tax		
Foreign tax on income for the year	65	6
Foreign tax in respect of prior periods	-	(2)
Total current tax	64	4

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022	2021
	£000	£000
Profit on ordinary activities before tax	1,764	2,766
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	335	526
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	3	-
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	46	(747)
Depreciation for year in excess of capital allowances	2	(1)
Utilisation of tax losses	(9)	-
Adjustments to tax charge in respect of prior periods	(1)	-
Other timing differences leading to an increase (decrease) in taxation	119	180
Unrealised fair value movements	(548)	(124)
Unrelieved tax losses carried forward	117	170
Total tax charge for the year	64	4

Factors that may affect future tax charges

At the reporting date the Group had estimated taxable losses of £11,818,878 (2021 - £11,102,358) available to carry forward and utilise against future taxable profits. No deferred tax asset has been recognised on these losses due to the uncertainty of its recoverability. After taking into account unrealised gains on investments the net deferred tax asset if recognised would have been approximately £1,682,939.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

14. Parent company profit for the year

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the parent Company for the year was £2,254,488 (2021 - £2,752,391).

15. Intangible assets

Group and Company

	Goodwill £000	Negative goodwill £000	Total £000
Cost			
Additions	972	(40)	932
On acquisition of subsidiaries	1,055	-	1,055
At 31 December 2022	<u>2,027</u>	<u>(40)</u>	<u>1,987</u>
Amortisation			
Charge for the year on owned assets	24	(10)	14
At 31 December 2022	<u>24</u>	<u>(10)</u>	<u>14</u>
Net book value			
At 31 December 2022	<u>2,003</u>	<u>(30)</u>	<u>1,973</u>
At 31 December 2021	<u>-</u>	<u>-</u>	<u>-</u>

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

16. Tangible fixed assets

Group

	Leasehold improvements £000	Plant and machinery £000	Vehicles and equipment £000	Fixtures and fittings £000	Total £000
Cost					
At 1 January 2022 (as restated)	256	-	117	311	684
Additions	-	658	-	2	660
Acquisition of subsidiary	-	1,630	32	29	1,691
At 31 December 2022	256	2,288	149	342	3,035
Depreciation					
At 1 January 2022 (as restated)	251	-	104	230	585
Charge for the year on owned assets	3	58	9	5	75
At 31 December 2022	254	58	113	235	660
Net book value					
At 31 December 2022	2	2,230	36	107	2,375
At 31 December 2021	5	-	13	81	99

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

16. Tangible fixed assets (continued)

Company

	Leasehold improvements £000	Vehicles and equipment £000	Fixtures and fittings £000	Total £000
Cost				
At 1 January 2022 (as restated)	256	117	311	684
Additions	-	-	2	2
At 31 December 2022	<u>256</u>	<u>117</u>	<u>313</u>	<u>686</u>
Depreciation				
At 1 January 2022 (as restated)	251	104	230	585
Charge for the year on owned assets	3	9	5	17
At 31 December 2022	<u>254</u>	<u>113</u>	<u>235</u>	<u>602</u>
Net book value				
At 31 December 2022	<u>2</u>	<u>4</u>	<u>78</u>	<u>84</u>
At 31 December 2021	<u>5</u>	<u>13</u>	<u>81</u>	<u>99</u>

17. Fixed asset investments

Group

	Investments in associates £000	Unlisted investments £000	Total £000
Cost or valuation			
At 1 January 2022	2	5,024	5,026
Revaluations	-	2,674	2,674
At 31 December 2022	<u>2</u>	<u>7,698</u>	<u>7,700</u>

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

17. Fixed asset investments (continued)

Company

	Investments in subsidiary companies £000	Investments in associates £000	Unlisted investments £000	Total £000
Cost or valuation				
At 1 January 2022	3,664	2	5,024	8,690
Additions	2	-	-	2
Disposals	-	(1)	-	(1)
Revaluations	-	-	2,674	2,674
At 31 December 2022	<u>3,666</u>	<u>1</u>	<u>7,698</u>	<u>11,365</u>

The Group's share of profit from associated entities is immaterial and has not been reflected.

Direct subsidiary undertakings

The following were direct subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
iAM Invest Ltd	4 Hill Street, London, W1J 5NE	Investment management and advisory services	Ordinary and Redeemable Preference	100%
Integrated Energy Holdings Limited	4 Hill Street, London, W1J 5NE	Renewable energy	Ordinary	100%
iAldgate Hospitality Limited	4 Hill Street, London, W1J 5NE	Renewable energy	Ordinary	100%
Integrated Recovery Ltd	Palm Grove House, PO438, Road Town, BVI	Financial activities	Ordinary	100%
iAM Capital Management S.a.r.l.	11-13 Boulevard de la Foire, L-1528, Luxembourg, Grand Duchy of Luxembourg	Investment management and advisory services	Ordinary	100%
iAM Capital Opportunities Ltd	4 Hill Street, London, W1J 5NE	Dormant	Ordinary	100%
Sweet Dreams Holdings Ltd	4 Hill Street, London, W1J 5NE	Real estate management	Ordinary	90.90%

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

17. Fixed asset investments (continued)

Direct subsidiary undertakings (continued)

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves	Profit/(Loss)
	£	£
iAM Invest Ltd	3,525,826	423,549
Integrated Energy Holdings Limited	(198,866)	(184,574)
iAldgate Hospitality Limited	16,377	(12,002)
Integrated Recovery Ltd	755,465	(104,876)
iAM Capital Management S.a.r.l.	(39,335)	(17,901)
iAM Capital Opportunities Ltd	100	-
Sweet Dreams Holdings Ltd	1,100	-

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

17. Fixed asset investments (continued)

Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Bhnlux S.a.r.l.	9-11, Grand-Rue, L-1661 Luxembourg, LU	Renewable energy	Ordinary and Class A - J	100%
iAM Bhn S.á.r.l.	9-11, Grand-Rue, L-1661 Luxembourg, LU	Renewable energy	Ordinary and Class A - J	100%
Integrated Alternative Investments USA LLC	24538 Northern Highway, Suite 200, Southfield, MI19808, Michigan, USA	Real estate	Ordinary	100%
Bhn Cinque S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Bhn Sette S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Bhn Tre S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Bhn Quattro S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Bhn Sei S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Societa' Agricola Agrisolar il Poggio S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Jato Solar S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Fimgroup S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Renewable energy	Ordinary	100%
Sweet Stay Holdings Ltd	4 Hill Street, London, W1J 5NE	Real estate management	Ordinary	49.99%
City Concierge Group S.r.l.	VIA Giovanni Boccaccio 7. Milan, Post code: 20123, Italy	Real estate management	Ordinary	49.99%
Sweet Florence Limited	4 Hill Street, London, W1J 5NE	Real estate management	Ordinary	49.99%

iAM Capital Group Limited has a 90.90% holding in Sweet Dreams Holdings Limited, which has a 55% holding in Sweet Stay Holdings Limited, which in turn owns both City Concierge Group S.r.l and Sweet Florence Limited 100%. The Company is considered to have a controlling interest in these entities and therefore these are consolidated within the Group.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

17. Fixed asset investments (continued)

Indirect subsidiary undertakings (continued)

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
Bhnlux S.a.r.l.	(5,657)	(22,791)
iAM Bhn S.á.r.l.	(284,094)	(280,185)
Integrated Alternative Investments USA LLC	740	-
Bhn Cinque S.r.l.	8,014	(128)
Bhn Sette S.r.l.	8,869	-
Bhn Tre S.r.l.	(29,220)	(33,757)
Bhn Quattro S.r.l.	5,181	(3,744)
Bhn Sei S.r.l.	8,869	-
Societa' Agricola Agrisolar il Poggio S.r.l.	661,831	80,305
Jato Solar S.r.l.	1,639,940	32,353
Fimgroup S.r.l.	927,142	116,048
Sweet Stay Holdings Ltd	(23,144)	(1,328)
City Concierge Group S.r.l.	(5,569)	(9,363)
Sweet Florence Limited	(151,770)	77,874

Societa' Agricola Agrisolar il Poggio S.r.l. was acquired at the year end thus the profit presented in the above table is not included within the Consolidated Statement of Comprehensive Income.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

18. Debtors

	Group	Group As restated	Company	Company As restated
	2022	2021	2022	2021
	£000	£000	£000	£000
Trade debtors	577	299	193	231
Amounts owed by group undertakings	-	-	3,594	5,063
Other debtors	795	726	269	269
Prepayments and accrued income	842	703	274	363
Tax recoverable	42	2	12	-
	<u>2,256</u>	<u>1,730</u>	<u>4,342</u>	<u>5,926</u>

19. Current asset investments

	Group	Group	Company	Company
	2022	2021	2022	2021
	£000	£000	£000	£000
Listed investments	3,117	3,848	70	87
Unlisted investments	2,366	1,545	2,365	1,545
	<u>5,483</u>	<u>5,393</u>	<u>2,435</u>	<u>1,632</u>

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

20. Creditors: Amounts falling due within one year

	Group	Group As restated	Company	Company As restated
	2022	2021	2022	2021
	£000	£000	£000	£000
Bank loans	637	379	-	-
Other loans	2,952	684	-	-
Trade creditors	460	85	140	40
Amounts owed to group undertakings	-	-	2,391	2,580
Corporation tax	59	-	-	-
Other taxation and social security	48	96	38	22
Obligations under finance lease and hire purchase contracts	15	4	15	4
Other creditors	674	396	94	73
Accruals and deferred income	694	1,043	35	257
	5,539	2,687	2,713	2,976

Included within bank loans due within 1 year are the following loans:

1. A loan of €670,000 which is repayable on 15 March 2023. The bank loan attracts interest at 3.47% per annum. As at the reporting date, there was €670,000 outstanding on the loan.
2. A loan of £50,000 which is repayable on 25 December 2026. The bank loan attracts interest at 2.50% per annum. As at the reporting date there was £42,708 outstanding. This loan balance is split between amounts due within 1 year and due in more than 1 year.

Included within other loans due within 1 year are the following loans:

1. Promissory notes totalling €3,328,680 which mature on various dates in 2023. They attract interest at 12% per annum. As at the reporting date there was €3,328,680 outstanding.

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

21. Creditors: Amounts falling due after more than one year

	Group	Group As restated	Company	Company As restated
	2022	2021	2022	2021
	£000	£000	£000	£000
Unsecured third party loan	1,376	1,346	1,376	1,346
Other loans	428	109	-	-
Net obligations under finance leases and hire purchase contracts	-	16	-	16
	1,804	1,471	1,376	1,362

Included in the unsecured third party loans due in more than 1 year are the following loans:

1. Loan notes totalling £800,000 which mature on in 2025. They attract interest at 6% per annum. As at the reporting date there was £800,000 outstanding.
2. Loan notes totalling €650,000 which mature on in 2025. They attract interest at 5% per annum. As at the reporting date there was €650,000 outstanding.

Included in other loans due in more than 1 year are the following loans:

1. Promissory notes totalling €482,857 which mature on various dates in 2026. They attract interest at 12% per annum. As at the reporting date there was €482,857 outstanding.

22. Loans

Analysis of the maturity of loans is given below:

	Group	Group	Company	Company
	2022	2021	2022	2021
	£000	£000	£000	£000
Amounts falling due within one year				
Bank loans	637	379	-	-
Other loans	2,952	684	-	-
Amounts falling due 2-5 years				
Other loans	428	109	-	-
Loan notes	1,376	1,346	1,376	1,346
	5,393	2,518	1,376	1,346

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

23. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Company 2022 £000	Company 2021 £000
Within one year	16	4
Between 1-5 years	-	16
	<u>16</u>	<u>20</u>

24. Financial instruments

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Financial assets				
Financial assets measured at fair value through profit or loss	13,181	10,417	10,133	6,656
	<u>13,181</u>	<u>10,417</u>	<u>10,133</u>	<u>6,656</u>

Financial assets measured at fair value through profit or loss comprise listed and unlisted fixed and current asset investments.

25. Share capital

	2022 £000	2021 £000
Allotted, called up and fully paid		
22,784,245 (2021 - 22,784,245) Ordinary shares of £0.05 each	1,139	1,139
	<u>1,139</u>	<u>1,139</u>

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

26. Reserves

Share premium account

The share premium reserve represents the amount by which the amount received by the Company for shares issued exceeds the shares par values.

Foreign exchange reserve

The foreign exchange reserve represents cumulative foreign exchange differences which have arisen on translation of subsidiaries whose balances are denominated in currencies other than £ sterling.

Other reserves

The other reserve represents the cumulative unrealised gain on revaluation of investments.

Profit and loss account

The profit and loss reserve represents the cumulative balance of retained profit and losses since the Group started trading. It is a distributable reserve.

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

27. Business combinations

The following business combinations took place during the year:

1. On 12 October 2022, Bhn Tre Srl acquired 100% of Jato Solar Srl.
2. On 19 December 2022, Bhn Tre Srl acquired 100% of Societa Agricola Agrisolar il Poggio Srl.
3. On 22 December 2022, IAM Capital Group Limited acquired an additional 45.45% of Sweet Dreams Holdings Limited. Since this date the Company owns 90.90% of the share capital of Sweet Dreams Holdings Limited. Sweet Dreams Holdings Ltd owns subsidiaries Sweet Stay Holdings Limited, City Concierge Group Srl and Sweet Florence Limited and thus these were acquired as indirect subsidiaries of the IAM Capital Group Limited on the same date.

The accounting policy adopted for these business acquisitions was the purchase method. Goodwill is amortised over 10 years using the straight line method. Negative goodwill is amortised over 1 year using the straight line method.

Acquisition of Jato Solar Srl

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed Assets			
Tangible	829	-	829
Intangible	1,000	-	1,000
	1,829	-	1,829
Current Assets			
Debtors	6	-	6
Cash at bank and in hand	5	-	5
	1,840	-	1,840
Creditors			
Due within one year	(351)	-	(351)
	1,489	-	1,489
Negative goodwill			(40)
Total purchase consideration			1,449

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

27. Business combinations (continued)

Consideration

	£000
Cash	1,373
Directly attributable costs	76
Total purchase consideration	1,449

Cash outflow on acquisition

	£000
Purchase consideration settled in cash, as above	1,373
Directly attributable costs	76
	1,449
Less: Cash and cash equivalents acquired	(5)
Net cash outflow on acquisition	1,444

The results of Jato Solar Srl since acquisition are as follows:

	Current period since acquisition £000
Turnover	59
Profit for the period since acquisition	8

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

27. Business combinations (continued)

Acquisition of Societa Agricola Agrisolar il Poggio Srl

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed Assets			
Tangible	825	-	825
Intangible	42	-	42
	<u>867</u>	<u>-</u>	<u>867</u>
Current Assets			
Debtors	207	-	207
Cash at bank and in hand	58	-	58
	<u>1,132</u>	<u>-</u>	<u>1,132</u>
Total Assets			
Creditors			
Due within one year	(470)	-	(470)
	<u>662</u>	<u>-</u>	<u>662</u>
Total Identifiable net assets			
Goodwill			243
Total purchase consideration			<u>905</u>
Consideration			
			£000
Cash			833
Directly attributable costs			72
Total purchase consideration			<u>905</u>

IAM CAPITAL GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

27. Business combinations (continued)

Cash outflow on acquisition

	£000
Purchase consideration settled in cash, as above	833
Directly attributable costs	72
	905
Less: Cash and cash equivalents acquired	(58)
	847

Given the date of the acquisition of Societa Agricola Agrisolar il Poggio Srl and the activity in the company, the turnover and profit for the period since acquisition is not presented in these financial statements due to its triviality.

Acquisition of the group headed by Sweet Dreams Holdings Limited

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed Assets			
Tangible	61	-	61
	61	-	61
Current Assets			
Debtors	110	-	110
Cash at bank and in hand	491	-	491
	662	-	662
Total Assets			
Creditors			
Due within one year	(843)	-	(843)
	(181)	-	(181)
Total Identifiable net liabilities			
	(181)	-	(181)
Non-controlling interests			(17)
Goodwill			200
			2
Total purchase consideration			2

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

27. Business combinations (continued)

Consideration

	£000
Cash	2
	<u>2</u>

Cash outflow on acquisition

	£000
Purchase consideration settled in cash, as above	2
	<u>2</u>
Less: Cash and cash equivalents acquired	(491)
	<u>(489)</u>
	<u>(489)</u>

The results of the group headed by Sweet Dreams Holdings Limited since acquisition are as follows:

	Current period since acquisition £000
Turnover	18
	<u>18</u>
Profit for the period since acquisition	2
	<u>2</u>

28. Pension commitments

The Group contributes to a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £38,006 (2021 - £64,523). Contributions totalling £2,324 (2021 - £2,465) were payable to the fund at the reporting date and are included in creditors.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

29. Commitments under operating leases

At 31 December 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group	Group	Company	Company
	2022	2021	2022	2021
	£000	£000	£000	£000
Not later than 1 year	250	250	250	250
Later than 1 year and not later than 5 years	-	125	-	125
	250	375	250	375

30. Related party transactions

Group

During the year, the Group incurred rental expenses totalling £250,000 (2021 - £250,000) from Risiomenda Limited, a company controlled by an entity with common key management personnel.

During the year, the Group paid business introductory fees totalling £231,676 (2021 - £971,330) to Marquis Realty Holdings LLC, a company controlled by an entity with common key management personnel. At the year end the Group owed £337,764 (2021 - £857,347) to Marquis Realty Holdings LLC presented within accruals due within one year.

During the year, the Group incurred expenses totalling £9,056 (2021 - £8,998) from Arcap Partners Limited, a company with common key management personnel.

Company

During the year, the Company incurred expenses totalling £250,000 (2021 - £250,000) from Risiomenda Limited, a company controlled by an entity with common key management personnel.

During the year, the Company incurred expenses totalling £9,056 (2021 - £8,998) from Arcap Partners Limited, a company with common key management personnel.

During the year, the Company generated consultancy income totalling £13,063 (2021 - £36,000) from Sweet Florence Limited, company which is controlled by iAM Capital Group Limited but not 100% owned. The Company paid expenses totalling £2,293 (2021 - £9,809) on behalf of Sweet Florence Limited. As at the reporting date, the Company was owed £326,255 (2021 - £310,898) from Sweet Florence Limited.

The Company has taken advantage of the exemption under FRS102 33.1A Related Party Disclosures not to disclose transactions entered into with group companies where 100% ownership exists.

Key Management Personnel

The Group considers Executive and Non-Executive Directors to be key management personnel. Remuneration paid to key management personnel during the year is as disclosed in the Directors' remuneration note.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102

The Group and Company transitioned to FRS 102 from IFRS in the year. The comparatives for the year ended 31 December 2021 have been restated to reflect the results of that year as if the Company and Group had transitioned to FRS102 as at 1 January 2021. The impact on the 2021 Statement of Financial Position and Statement of Comprehensive Income is as follows:

Group

	As previously stated 1 January 2021 £000	Effect of transition 1 January 2021 £000	FRS 102 (as restated) 1 January 2021 £000	As previously stated 31 December 2021 £000	Effect of transition 31 December 2021 £000	FRS 102 (as restated) 31 December 2021 £000
Fixed assets	4,783	(121)	4,662	5,490	(365)	5,125
Current assets	8,173	60	8,233	12,083	60	12,143
Creditors: amounts falling due within one year	(1,218)	61	(1,157)	(2,868)	181	(2,687)
Net current assets	6,955	121	7,076	9,215	241	9,456
Total assets less current liabilities	11,738	-	11,738	14,705	(124)	14,581
Creditors: amounts falling due after more than one year	(1,400)	-	(1,400)	(1,595)	124	(1,471)
Net assets	10,338	-	10,338	13,110	-	13,110
Capital and reserves	10,338	-	10,338	13,110	-	13,110

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102 (continued)

	As previously stated 31 December 2021 £000	Effect of transition 31 December 2021 £000	FRS 102 (as restated) 31 December 2021 £000
Turnover	1,126	-	1,126
Cost of sales	(589)	-	(589)
	537	-	537
Administrative expenses	(1,949)	(8)	(1,957)
Other operating income	110	-	110
Operating profit	(1,302)	(8)	(1,310)
Income from investments	-	16	16
Profit on sale of investments	3,908	(29)	3,879
Interest receivable and similar income	18	-	18
Interest payable and similar charges	(508)	8	(500)
Fair value movement	-	663	663
Taxation	(4)	-	(4)
Profit on ordinary activities after taxation and for the financial year	2,112	650	2,762

Explanation of changes to previously reported profit and equity:

1 Under IFRS 16 the Group was required to recognise a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it was the lessee. The lease liability was initially measured at the present value of the lease payments that were not paid at the commencement date, discounted using the rate implicit in the lease. It was subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The right-of-use asset comprised the initial measurement of the corresponding lease liability, plus lease payments made on or before the commencement day, less any lease incentives received and plus any initial direct costs. They were subsequently measured at cost less accumulated depreciation and impairment losses.

Under FRS102 rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term. No right-of-use asset or corresponding lease liability is recognised in the Statement of Financial Position.

The transition from IFRS to FRS102 has therefore impacted fixed assets, prepayments within current assets, lease liabilities within creditors, rental costs in administrative expenses, and interest payable.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102 (continued)

2 Under IFRS 13 the Group could elect to present certain fair value movements on fixed asset investments in other comprehensive income.

Under FRS102, fair value movements must be presented in profit and loss.

The transition from IFRS to FRS102 has therefore impacted the fair value movements and other comprehensive income in the Statement of Comprehensive Income.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102 (continued)

Company

	As previously stated 1 January 2021 £000	Effect of transition 1 January 2021 £000	FRS 102 (as restated) 1 January 2021 £000	As previously stated 31 December 2021 £000	Effect of transition 31 December 2021 £000	FRS 102 (as restated) 31 December 2021 £000
Fixed assets	8,452	(121)	8,331	9,151	(362)	8,789
Current assets	5,335	60	5,395	7,928	61	7,989
Creditors: amounts falling due within one year	(3,303)	61	(3,242)	(3,153)	177	(2,976)
Net current assets	2,032	121	2,153	4,775	238	5,013
Total assets less current liabilities	10,484	-	10,484	13,926	(124)	13,802
Creditors: amounts falling due after more than one year	(1,400)	-	(1,400)	(1,486)	124	(1,362)
Net assets	9,084	-	9,084	12,440	-	12,440
Capital and reserves	9,084	-	9,084	12,440	-	12,440

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102 (continued)

	As previously stated 31 December 2021 £000	Effect of transition 31 December 2021 £000	FRS 102 (as restated) 31 December 2021 £000
Turnover	501	-	501
Administrative expenses	(1,405)	(8)	(1,413)
Other operating income	110	-	110
Operating profit	(794)	(8)	(802)
Income from investments	2,595	-	2,595
Amounts written off investments	(2)	-	(2)
Interest receivable and similar income	94	-	94
Interest payable and similar charges	(81)	8	(73)
Fair value movement	291	650	941
Profit on ordinary activities after taxation and for the financial year	2,103	650	2,753

Explanation of changes to previously reported profit and equity:

1 Under IFRS 16 the Company was required to recognise a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it was the lessee. The lease liability was initially measured at the present value of the lease payments that were not paid at the commencement date, discounted using the rate implicit in the lease. It was subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The right-of-use asset comprised the initial measurement of the corresponding lease liability, plus lease payments made on or before the commencement day, less any lease incentives received and plus any initial direct costs. They were subsequently measured at cost less accumulated depreciation and impairment losses.

Under FRS102 rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term. No right-of-use asset or corresponding lease liability is recognised in the Statement of Financial Position.

The transition from IFRS to FRS102 has therefore impacted fixed assets, prepayments within current assets, lease liabilities within creditors, rental costs in administrative expenses, and interest payable.

IAM CAPITAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

31. First time adoption of FRS 102 (continued)

2 Under IFRS 13 the Company could elect to present certain fair value movements on fixed asset investments in other comprehensive income.

Under FRS102, fair value movements must be presented in profit and loss.

The transition from IFRS to FRS102 has therefore impacted the fair value movements and other comprehensive income in the Statement of Comprehensive Income.