



Capital Dynamics MMDIV UK Ltd

Unaudited financial statements as of December 31, 2022

Company Number 11255824

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Capital Dynamics MMDIV UK Ltd

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Capital Dynamics MMDIV UK Ltd

Director's Report

For the year ended December 31, 2022

Business of the Company

Capital Dynamics MMDIV UK Ltd ("the Company") was incorporated on March 14, 2018 with the aim of providing investors with high quality co-investments alongside top tier private equity funds. The prime objective is to generate an attractive rate of return for subscribers.

At December 31, 2022 the Company had invested GBP 34.6m in three companies.

Business review and results

The results of the Company for the year ended December 31, 2022 are set out in the attached financial statements. The result for the year has been taken to retained earnings.

The risks associated with global events, namely the war in Ukraine, high inflation, and high interest rates, are posing new challenges and have increased volatility in the financial markets. The magnitude of the potential impact of these global events on the Company and valuation of its investments remains largely uncertain. The Director will continue to closely monitor the potential effects of the war in Ukraine, high inflation and high interest rates on the activities of the Company. Further detail on the Director's assessment has been detailed in the notes to the financial statements.

Dividends

An interim dividend was proposed of GBP 337,046 on January 13, 2022 and paid to shareholders on January 14, 2022.

Small Companies Regime

These financial statements have been prepared taking advantage of the exemptions for small companies provided by section 415A of the Companies Act 2006.

Strategic report

The Company has taken an exemption from preparing the Strategic Report in accordance with Section 414B of the Companies Act 2016.

Future developments

The objective and the operations of the Company are expected to remain the same in the foreseeable future.

Director

The following served during the year and up to the date of this report as director of Capital Dynamics MMDIV UK Ltd:

David Smith

Directors' Insurance and Indemnities

The Director has the benefit of the indemnity provisions contained in the Company's Articles of Association and the Company has maintained throughout the year Directors' and officers' liability insurance for the benefit of the Company, the Director and its officers. The Company has entered into qualifying third party indemnity arrangements for its Director in a form and scope which comply with the requirements of the Companies Act 2006 and which were in force throughout the year and remain in force.

Statement of Director's responsibilities in respect of the financial statements

The Director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. The Director is responsible for preparing the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The financial reporting standard applicable in the UK and Republic of Ireland" (FRS 102).

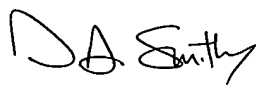
Under Company Law the Director must not approve the financial statements unless he is satisfied that the financial statements give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing the financial statements, the Director is responsible for:

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

The Director is 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 to ensure that the financial statements comply with the Companies Act 2006.

The Director is 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.

On behalf of the Director:

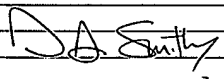


David Smith
Director
Capital Dynamics MMDIV UK Ltd
September 7, 2023

Capital Dynamics MMDIV UK Ltd
Statement of Comprehensive Income
For the year ended December 31, 2022

	Note	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Revenue		1,654,509	685,304
		1,654,509	685,304
Administrative expenses			
Professional fees		(8,619)	(6,086)
Other expenses		45,725	(19,444)
	3	37,106	(25,530)
Net profit from operating activities		1,691,615	659,774
Operating profit		1,691,615	659,774
Total unrealised investment gain for the year	4	27,672,760	10,840,006
Total investment gain for the year		27,672,760	10,840,006
Profit before Income tax		29,364,375	11,499,780
Income tax	11	-	-
Total Comprehensive Income for the year		29,364,375	11,499,780
Total Comprehensive Income for the year attributable to Owners		29,364,375	11,499,780
The result for the year arises solely from continuing activities and includes all recognised gains and losses for the year ended December 31, 2022.			
The notes on pages 7 to 17 form an integral part of the financial statements.			

Capital Dynamics MMDIV UK Ltd
Statement of Financial Position
as at December 31, 2022

	Notes	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Non-current assets:			
Investments - Financial assets at fair value through Statement of Comprehensive Income (cost: 2022: GBP 34,568,454; 2021: GBP 34,505,917)	4,7	85,008,859	57,273,562
Current assets			
Trade and other receivables - amounts falling due within one year	6	2,767	529
Cash and cash equivalents		1,709,087	348,027
Total current assets		1,711,854	348,556
Total assets		86,720,713	57,622,118
Current liabilities			
Trade and other payables - amounts falling due within one year		(16,177)	(9,867)
Amounts payable to affiliated parties		(64,956)	-
Total liabilities	5	(81,133)	(9,867)
Net assets		86,639,580	57,612,251
Capital and reserves			
Called up share capital	10	3,483,549	3,483,549
Share premium		-	9,157,318
Revaluation reserve		50,440,405	22,767,645
Distributable reserves		28,026,591	19,206,319
Retained earnings		4,689,035	2,997,420
Total equity		86,639,580	57,612,251
The financial statements have been prepared in accordance with the provisions applicable to the small companies' regime and in accordance with the provisions of FRS 102 section 1A - Small entities.			
For the year ending December 31, 2022, the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.			
The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476.			
The Director acknowledges his responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.			
These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.			
The notes on pages 7 to 17 form an integral part of the financial statements.			
The financial statements on pages 3 to 17 were approved and authorised for issue by the Director on September 30, 2023 and were signed on its behalf by			
			
David Smith			
Capital Dynamics MMDIV UK Ltd			
September 7, 2023			

Capital Dynamics MMDIV UK Ltd
Statement of Changes in Equity
for the year ended December 31, 2022

	Called-up Ordinary share capital GBP	Ordinary share premium GBP	Called-up Class B Share capital GBP	Class B share premium GBP	Called-up Class B2 Share capital GBP	Class B2 share premium GBP	Called-up Class C1 Share capital GBP	Class C1 share premium GBP	Revaluation reserve GBP	Distributable Reserves (Moirs Capital) GBP	Distributable Reserves (Investment) GBP	Distributable Reserves (Venere) GBP	Retained earnings GBP	Total GBP
Balance as at January 01, 2022	662,037	-	1,804,032	-	386,020	3,474,176	631,460	5,683,142	22,767,645	3,056,356	16,149,963	-	2,997,420	57,612,251
Capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Proceeds from shares issued	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to shareholders	-	-	-	-	-	-	-	-	-	(337,046)	-	-	-	(337,046)
Transfer from share premium to distributable reserve	-	-	-	-	-	(3,474,176)	-	(5,683,142)	-	-	3,474,176	5,683,142	-	-
Operating gain for the year	-	-	-	-	-	-	-	-	-	-	-	-	1,691,615	1,691,615
Total unrealised investment gain for the year	-	-	-	-	-	-	-	-	27,672,760	-	-	-	-	27,672,760
Balance as at December 31, 2022	662,037	-	1,804,032	-	386,020	-	631,460	-	50,440,405	2,719,310	19,624,139	5,683,142	4,689,035	86,639,580
The notes on pages 7 to 17 form an integral part of the financial statements.														

Capital Dynamics MMDIV UK Ltd
Statement of Cash Flows
For the year ended December 31, 2022

	Note	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Net cash inflow from operating activities	8	1,760,643	662,113
Cash flow from investing activities			
Purchase of investments		(62,537)	(10,339,550)
Net cash used in investing activities		(62,537)	(10,339,550)
Net cash inflow/(outflow) before financing		1,698,106	(9,677,437)
Cash flow from financing activities			
Issue of shares		-	10,174,798
Dividends paid to shareholders		(337,046)	(685,351)
Net cash (used in)/generated from financing activities		(337,046)	9,489,447
Increase/(decrease) in cash and cash equivalents		1,361,060	(187,990)
Cash and cash equivalents at the beginning of the year		348,027	536,017
Cash and cash equivalents at the end of the year		1,709,087	348,027
The notes on pages 7 to 17 form an integral part of the financial statements.			

Capital Dynamics MMDIV UK Ltd
Notes to the financial statements
For the year ended December 31, 2022

1 Company information

The Company was incorporated on March 14, 2018, as a private company that is limited by shares under the Companies Act 2006. The purpose of the Company is to provide investors with high quality co-investments alongside top tier private equity funds. The prime objective is to generate an attractive rate of return for subscribers.

The address of the registered office is One Snowhill, Snow Hill Queensway, Birmingham, B4 6GB.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Basis of preparation

The financial statements have been prepared on the going concern basis. The Director has prepared the financial statements in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard ("FRS") 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' Section 1A.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in the note 2(12) "Critical accounting judgements and estimation uncertainty".

The Company has chosen to apply paragraph 1A(2) of Schedule 1 to the UK Companies Regulations and adapt the Statement of Comprehensive Income format and terminology to comply with Section 5 of FRS 102. The Company has also chosen to apply paragraph 1A(1) of Schedule 1 to adapt the Statement of Financial Position format and terminology to comply with Section 4 of FRS 102. Furthermore the Company has taken the exemption in paragraph 33.1A of FRS 102 in relation to disclosure of related party transactions.

(2) Going concern

On the basis of its assessment of the Company's financial position and resources, the Director believes that the Company is well placed to manage its business risks. Therefore the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the Company continues to adopt the going concern basis of accounting in preparing the annual financial statements.

(3) Revenue

Interest income due to the Company is accounted for on an accruals basis. Dividend income from investments is recognised on an accruals basis when the right to receive it is established. Income is recorded gross of any withholding tax. Distributions (return of capital) received from investments are accounted for as a reduction of cost to that investment. When capital distributions exceed the cost of the investment, any further distribution is recognised as realised gains. Distributions of realised capital gains are recognised in the Statement of Comprehensive Income.

(4) Expenses

Expenses incurred by the Company are recognised on an accruals basis.

(5) Dividends

As described in section 13 of the Articles of Association, all dividends must be:

- (i) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
- (ii) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the year in respect of which the dividend is paid.

If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.

For the purpose of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

An interim dividend was proposed of GBP 337,046 on January 13, 2022 and paid to shareholders on January 14, 2022.

2 Summary of significant accounting policies (continued)

(6) Capitalisation of profits

As described in section 14 of the Articles of Association, a capitalised sum which was appropriated from profits available for distribution may be applied:

- (a) in or towards paying up any amounts unpaid on any existing nil or partly paid shares held by the persons entitled; or
- (b) in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.

(7) Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the Statement of Comprehensive Income.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

The Director periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. He establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain circumstances. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and are expected to apply to the reversal of the timing difference.

(8) Foreign currency

(i) Functional and presentation currency

The functional and presentational currency of the Company is the British Pound.

(ii) Transactions and balances

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

At each reporting year monetary assets and liabilities denominated in foreign currencies are translated into British Pounds at the rate of exchange ruling at the reporting date. 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.

Exchange gains and losses are recognised in the Statement of Comprehensive Income.

2 Summary of significant accounting policies (continued)

(9) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, loans and advances to banks repayable on demand, money market deposits and securities, customers' deposits and bank overdrafts. Bank overdrafts, when applicable, are shown within trade payables in current liabilities.

As at December 31, 2022, the carrying amounts of cash and cash equivalents approximate their fair values.

(10) Financial instruments

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

(i) Financial assets

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

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

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

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

The investments of the Company are all non-public investments. These investments are included initially in the financial statements at fair value and are also subsequently carried at fair value. The changes in fair value are recognised in the Statement of Comprehensive Income, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

The valuation of these investments requires significant judgement by the Director due to the absence of quoted market values, inherent lack of liquidity and the long-term nature of such assets. The fair value is as determined by the Director, and typically on the basis of the price of recent investment or on a benchmarking of public market comparable earnings multiples, but other factors are also considered. The methodologies are considered to be consistent with the International Private Equity and Venture Capital Valuation Guidelines. The Director also considers the valuations provided by the lead private equity funds, however in the case of a significant difference the Director will apply its own valuation of the underlying investment. Gains or losses on investments are recognised in the Statement of Comprehensive Income.

The underlying assets comprise unquoted investments and because of the inherent uncertainty of valuing such investments the values which will be ultimately realised through future transactions may differ significantly from the valuation of such investments.

Investments are held with the intention of resale and the actual realised proceeds will depend on the future trading results and conditions existing at the date of sale. The eventual realisation proceeds will inevitably differ from the current estimated fair value amount and these differences could be significant.

Financial assets are derecognised when (a) the contractual rights to the statement of 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.

2 Summary of significant accounting policies (continued)

(10) Financial instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade payables, are classified as debt and are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

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

The Company does not hold or issue derivative financial instruments.

(iii) Offsetting

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

(11) Investments in associates

The Company's associate undertakings are held exclusively with a view to subsequent resale i.e. held as investment portfolio, and so are not consolidated into the Company accounts. Such investments are measured at fair value through the statement of comprehensive income as detailed in note 2(10). Details of the associates are given in note 17.

(12) Critical accounting judgements and estimation uncertainty

The preparation of the financial statements requires judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

(i) Investment valuation

The process of valuing investments is inevitably based on inherent uncertainties and the resulting values will differ, perhaps materially, from the amounts ultimately realized. Judgement is used in selecting an appropriate valuation technique for financial instruments that are not quoted in an active market.

Capital Dynamics MMDIV UK Ltd
Notes to the financial statements (continued)
For the year ended December 31, 2022

3 Administrative expenses

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Company accommodation charge	2,130	1,642
Tax compliance services	8,619	6,086
Foreign exchange (gain)/loss	(48,587)	15,755
Bank charges and similar fees	443	1,922
Administrative fees	139	125
Miscellaneous expenses	150	-
	(37,106)	25,530

4 Investments in associates

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Cost at beginning of the year	34,505,917	24,166,367
Purchase of investments	62,537	10,339,550
Cost at end of the year	34,568,454	34,505,917
Unrealised appreciation of investments	50,440,405	22,767,645
Fair value at end of the year	85,008,859	57,273,562
Details of the investments and further commitments are shown in note 7.		

5 Trade and other payables

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Amounts falling due within one year		
Tax compliance services	16,177	9,867
Amounts payable to affiliated parties	64,956	-
	81,133	9,867

6 Trade and other receivables

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Prepayments	-	529
Other receivables	2,767	-
	2,767	529

Capital Dynamics MMDIV UK Ltd
Notes to the financial statements (continued)
For the year ended December 31, 2022

7 Schedule of investments in associates

		Percentage of Net assets	Total committed GBP	Capital invested at Dec 31, 2022 GBP	Net capital invested GBP	Valuation GBP	Unrealised appreciation/ (depreciation) GBP	Commitments for additional investment GBP
Cumulative unquoted investments								
Moira Capital Desarrollo Gamma, SICC, S.A.	Equity	24.90%	6,596,306	6,596,306	6,596,306	21,575,627	14,979,321	-
Investintile S.p.A	Equity	65.03%	21,578,204	21,578,204	21,578,204	56,343,712	34,765,508	-
Venere S.r.l.	Equity	8.18%	6,393,944	6,393,944	6,393,944	7,089,520	695,576	-
			34,568,454	34,568,454	34,568,454	85,008,859	50,440,405	-
The Director's valuation of unquoted investments is determined in accordance with note 2(10)(i).								

Analysis of non-GBP Sterling investments in associates

		Total committed EUR	Capital invested at Dec 31, 2022 EUR	Net capital invested EUR	Valuation EUR	Unrealised appreciation EUR	Commitments for additional investment EUR
Cumulative unquoted investments							
Moira Capital Desarrollo Gamma, SICC, S.A.	Equity	7,500,000	7,500,000	7,500,000	24,380,458	16,880,458	-
Investintile S.p.A	Equity	24,530,000	24,530,000	24,530,000	63,668,394	39,138,394	-
Venere S.r.l.	Equity	7,413,400	7,413,400	7,413,400	8,011,157	597,757	-
		39,443,400	39,443,400	39,443,400	96,060,009	56,616,609	-

Capital Dynamics MMDIV UK Ltd
Notes to the financial statements (continued)
For the year ended December 31, 2022

8 Note to the statement of cash flows

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Total profit for the year	29,364,375	11,499,780
Net changes in fair value of financial assets and liabilities	(27,672,760)	(10,840,006)
Operating profit	1,691,615	659,774
Change in operating trade receivables	(2,238)	33
Change in operating trade payables	71,266	2,306
Net cash inflow from operating activities	1,760,643	662,113

9 Related parties

Capital Dynamics General Partners Limited, the General Partner of Capital Dynamics Mid-Market Direct IV LP and Capital Dynamics (US) GP IV, LLC acting as General Partner for Capital Dynamics (US) GP IV, LP the General Partner of Capital Dynamics Mid-Market IV (U.S.), LP are related parties to this Company. Allocation and payment is regulated by the terms of the Articles of Association.

In accordance with the exemption allowed in FRS102 "Related Party Disclosures", the Company has not disclosed transactions.

10 Capital and Reserves

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Issued, called up and fully paid		
66,203,670 ordinary shares of GBP 0.01 each	662,037	662,037
180,403,250 B ordinary shares of GBP 0.01 each	1,804,032	1,804,032
38,601,951 B2 ordinary shares of GBP 0.01 each	386,020	386,020
63,146,020 C1 ordinary shares of GBP 0.01 each	631,460	631,460
	3,483,549	3,483,549
The payment of Dividends is detailed in note 2 (5). As of December 31, 2022 Capital Dynamics Mid-Market Direct IV, LP held 52,770,945 ordinary shares, 142,501,429 B ordinary shares, 30,491,874 B2 ordinary shares and 50,283,176 C1 ordinary shares Capital Dynamics Mid-Market Direct (U.S.), LP held 13,432,725 ordinary shares, 37,901,821 B ordinary shares, 8,110,077 B2 ordinary shares and 12,862,844 C1 ordinary shares.		
All ordinary shares rank equally and have equal rights. The holders of the ordinary shares are entitled to attend and vote at general meetings, vote on written resolutions and receive income distributions in relation to the investment in Moira Capital.		
All B and B2 ordinary shares rank equally and have equal rights. The holders of the ordinary shares are entitled to attend and vote at general meetings, vote on written resolutions and receive income distributions in relation to the investment in Investintile.		
All C1 ordinary shares rank equally and have equal rights. The holders of the ordinary shares are entitled to attend and vote at general meetings, vote on written resolutions and receive income distributions in relation to the investment in Venere.		

Capital Dynamics MMDIV UK Ltd
Notes to the financial statements (continued)
For the year ended December 31, 2022

11 Income tax

(i) Tax expense/(income) included in other comprehensive income

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Current tax:		
UK Corporation tax on profit for the year	-	-
Total current tax	-	-
Total tax expense/(income) included in other comprehensive income	-	-

(ii) reconciliation of tax charge

Tax assessed for the year is lower than the standard rate of corporation tax in the UK for the year ended December 31, 2022 of 19%. The differences are explained below:

	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Profit before tax	29,364,375	11,499,780
Profit multiplied by the standard rate of tax in the UK of 19%	5,579,231	2,184,958
Effects of		
Expenses not deductible	29	6,902
Income not taxable	(5,572,181)	(2,189,809)
Losses not recognised for deferred tax purposes	(7,079)	(2,051)
Tax charge for the year	-	-

A deferred tax asset of GBP 40,363 (2021: GBP 49,677) has not been recognised because it is unlikely that it will be utilised in the foreseeable future.

12 Financial instruments

The carrying values of the Company's financial assets and liabilities are summarised by category below:

	Notes	Dec 31, 2022 GBP	Dec 31, 2021 GBP
Financial Assets			
<i>Measured at fair value through Income Statement</i>			
Investment in equity and debt securities	4,7	85,008,859	57,273,562
		85,008,859	57,273,562
<i>Measured at amortised cost</i>			
Trade and other receivables	6	2,767	529
Cash and cash equivalents		1,709,087	348,027
		1,711,854	348,556
Financial Liabilities			
<i>Measured at amortised cost</i>			
Trade and other payables	5	81,133	9,867
Net assets attributable to the Shareholders		86,639,580	57,612,251
		86,720,713	57,622,118

Financial assets that are debt instruments measured at amortised cost

(a) Fair values of financial assets that are debt instruments measured at amortised cost

The carrying amounts of financial assets and liabilities measured at amortised cost are assumed to be the same as their fair values due to their short-term nature.

(b) Impairment and risk exposure

There were no impaired receivables. Information about the impairment of trade and other receivables, their credit quality and the Company's exposure to credit risk can be found in note 2 (10) 'Financial Instruments' and note 13 below.

Financial liabilities measured at amortised cost

The carrying amounts of trade and other payables are assumed to be the same as their fair values due to their short-term nature.

13 Financial risk management

Through its normal operations the Company is exposed to a number of risks, the most significant of which are currency, interest rate, market price, credit and liquidity risks. The Director is responsible for determining the long term strategy of the business, the markets in which it will operate and the level of risk acceptable to the Company.

(a) Market risk

Market risk is the potential to experience losses due to change in value of the underlying financial instruments. Market risk encompasses currency risk, interest rate risk, and market price risk.

(i) Currency risk

The Company holds assets denominated in currencies other than British Pounds, the measurement currency of the Company. Consequently the Company is exposed to currency risk since the value of the securities denominated in other currencies will fluctuate due to changes in exchange rates. The Company accepts this currency risk and consequently does not maintain any policy to enter into any currency hedging transactions.

13 Financial risk management (continued)

(i) Currency risk (continued)

At December 31, 2022, if the British Pound had weakened/strengthened by 10% against the Euro with all other variables held constant, net result for the year would have been GBP 8,671,327 (2021: GBP 5,761,998) higher/lower, mainly as a result of foreign exchange gains/losses on translation of Euro-denominated cash and cash equivalents balances and financial assets at fair value through the Statement of Comprehensive Income.

The analysis is applied to risk exposure in existence at reporting date.

(ii) Interest rate risk

Interest income from cash deposits may fluctuate in amount, in particular due to changes in interest rates. Whilst the Company seeks to optimise overall performance from the assets it holds, it does not seek to maximise interest income in view of its policy to focus on investments in companies that neither earn nor pay interest.

(iii) Market price risk

The Company's unquoted investments are susceptible to market price risk arising from uncertainties about future values of the investments. The Company's Director advises the Company on the acquisition of private equity investments that have prospects to appreciate in value in the medium and long term. The Director's recommendations are reviewed and approved, if appropriate, by the Investment Committee of the members before the investment decisions are implemented.

The Director monitors the performance of investments held by the Company on an ongoing basis.

There had been no change in market risk from that encountered during the prior year at the accounting reference date pertaining to the financial statements. The increased volatility in the markets caused the war in Ukraine, high inflation and high interest rates are likely to have an impact on the future valuation of investments. The Director will continue to monitor the potential effects of war in Ukraine, high inflation and high interest rates on the activities of the Company closely. As more detailed data becomes available, the Director expects to provide updates in future reports.

(b) Credit risk

Credit Risk is the risk that a counterparty will be unable to meet their obligations in full, when due. Members have a legal obligation to fund calls according to the terms of the Articles of Association. The Director considers that the risk of a member failing to discharge this obligation is minimal.

Potential areas of credit risk consist of cash and cash equivalents, including deposits with banks and financial institutions and short-term receivables. The maximum exposure to credit risk at the reporting date of these financial assets is their carrying amount.

The Company limits its exposure in relation to cash balances by only dealing with well established financial institutions of high quality credit standing. When members are allotted shares under the Articles of Association they are legally bound by its terms to provide the necessary funding as and when required in proportion to their holdings to the Company.

(c) Liquidity risk

Liquidity Risk is the risk that cash may not be available to pay obligations when due. The Director considers this risk to be minimal as the members are committed to funding calls as per the terms of the Articles of Association.

14 Fair value of financial instruments

Fair value is the amount for which an asset or liability could be exchanged between willing parties in an arm's length transaction. Fair values are determined at prices quoted in active markets.

Financial instruments of the Company comprise fair value securities, cash and cash equivalents and trade and other payables. Except for securities which are fair valued, all other financial instruments are valued at their book amounts since, in the opinion of the Director, this approximates fair value as these amounts are realised or settled within a short duration of time.

14 Fair value of financial instruments (continued)

The Company classifies fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Company's investments in financial assets are classified as level 3. There were no transfers in or out of the level 3 classification during the year. Opening and closing balances can be seen in notes 4 and 7.

The long term effects of the increased volatility in the markets and the magnitude of the potential impact of the war in Ukraine, high inflation and interest rates on the activities of the Company and the valuation of its investments remains largely uncertain. All the Company's unquoted investments have been valued based on a multiple of EBITDA approach in accordance with note 2(10)(i).

15 Subsequent events

The Director is closely monitoring the latest market developments relating to the uncertainty caused by the war in Ukraine. The Director believes that this is a non-adjusting event as of 31 December 2022 for the purposes of these financial statements. The Company has minimal exposure to either Russia or Ukraine.

16 Capital Management

The Company's capital management objectives are to safeguard the Company's ability to continue as a going concern in order to deliver target returns to subscribers and meet the requirements of other stakeholders and to ensure sufficient capital resources to support the Company's business and operational requirements are available. In order to maintain or adjust the capital structure, the Director may call unpaid subscriptions from the subscribers or distribute funds to the subscribers.

The Director monitors capital on the basis of the value of net assets attributable to the subscribers.

17 Associates and related undertakings

Name	Address of registered office	Nature of business	Interest
Moira Capital Desarrollo Gamma, SICC, S.A.	Calle de Almagro, 2, 28010 Madrid, Spain	Private Equity	24.09% - ordinary shares (1)
Investintile S.p.A.	C/ Consell de Cent 419, Pral 1a y 2a, 08009, Barcelona	Prestige ceramic tiles	23.63% - class B shares (2)
Venere S.r.l.	via Senato n. 12 20121, Milano, Italy	Holding company	20.34% - ordinary shares (3)
(1) - Moira Capital Desarrollo Gamma, SICC, S.A. owns a holding in Gases, Research, Innovation & Technology SL (GRIT). At December 31, 2022, the Company's effective ownership in GRIT was 24.09%.			
(2) Investintile S.p.A. holds a majority of the shares in Italfloor S.p.A. which, in turn, holds a majority of the shares in Italcir S.p.A. At December 31, 2022, the Company's effective ownership in Italcir S.p.A. was 14.01%.			
(3) Venere S.r.l. owns a holding in Minerva S.r.l, which owns the share capital of Giunone S.r.l. which, in turn, owns the share capital of Cosmelux. At December 31, 2022, the Company's effective ownership in Cosmelux was 20.34%.			