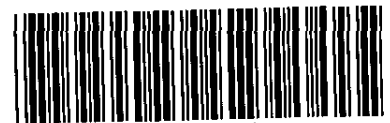


Registered number: 13065199

ICAS WORLD LIMITED
ANNUAL REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2021

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ICAS WORLD LIMITED

COMPANY INFORMATION

Directors	A I K Davies D Ebersman M Klitus
Registered number	13065199
Registered office	85 Gresham Street London EC2V 7NQ
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor 2nd Floor 6 Sutton Plaza Sutton Court Road Sutton Surrey SM1 4FS

ICAS WORLD LIMITED

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ICAS WORLD LIMITED

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

Introduction

The directors present their Strategic Report of ICAS World Limited (the "Company") and its subsidiaries (the "Group") for the year ended 30 September 2021.

Business review

ICAS World Limited acquired 100% of the share capital of ICAS International Holdings Limited in a share for share exchange. As the ultimate shareholders of ICAS International Holdings Limited did not change as a result of ICAS World Limited being inserted as a parent company, merger accounting has been applied in the consolidated financial statements of ICAS World Limited.

Principal risks and uncertainties

The Group has established a group-wide process for risk acceptance and risk management, which is addressed through a framework of policies, procedures and internal controls. All policies are subject to ongoing review by management and risk management. Compliance with regulations, legal and ethical standards is a high priority for the Group and the compliance and finance teams take on an important oversight role in this regard. Line management is responsible for maintaining an internal control framework to manage financial and operational risks, which is monitored regularly to ensure the completeness, accuracy and integrity of the Group's financial information.

Principal activities

The Group is primarily involved in the provision of counselling and advisory services to global clients under the trade name of ICAS International. Our clients include Fortune 500 corporates, other global and regional corporates and domestic companies serviced by the Company's subsidiaries and independent licensees.

ICAS WORLD LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2021

Strategy

The global strategy for the ICAS Group, headed by ICAS World Limited, seeks to secure the business of large multinationals looking to procure a contemporary, compliant, standardized EAP service across all countries, continents, and territories at the most competitive price. The global EAP market is large with RFPs and tenders issued regularly. Purchases in this global market are largely procurement and/or broker driven and have evolved to the extent that they treat the world as one market with limited tolerance for variations in service and price.

Recent global events (including the Covid-19 pandemic and the Ukrainian crisis) have resulted in rapidly changing cultural and behavioural shifts in customer and business behaviour and have driven organisations to prioritise the provision of mental health care support to employees. ICAS has responded to these changes by positioning the organisation to grasp the opportunities created by these crises and build sustainable changes into our business and operating models.

Most prospective customers are headquartered in the USA followed by Europe and APAC. In the global EAP arena, competitive advantage is dependent largely on the development of a compelling global proposition that is highly price sensitive. Our strategy requires a diverse, skilled business development team with the market knowledge and capacity to engage effectively with intermediaries; successfully negotiate the procurement strategies of large multinational organizations; and reassure both that ICAS is capable of meeting the global service delivery requirements of these organizations. To this end a revised global proposition has been developed - one that encompasses a more competitive pricing model; a new data platform; digital enablement; a redesigned service delivery infrastructure and a substantially enlarged global salesforce.

To strengthen business development opportunities, the sales team is focusing its efforts on the identification of new routes to market; new partnerships and a sales and marketing strategy that capitalises on our unique strengths. The sales methodology addresses ICAS' ability to compete in the global market through clearly defining the company's value proposition, demonstrating our brand attributes, global presence, capacity and infrastructure, and highlighting our unique service differentiators. The brand now reflects a more modern, capacitated, diverse, secure and digitally savvy company. ICAS also continues to build relationships with large insurers and pooling organisations across multiple global locations.

There has been an increased emphasis on digital following an evaluation of the features, functionality and effectiveness of ICAS' digital assets, compared and contrasted to those of its competitors. ICAS' digital strategy aims to increase the speed and cost-efficacy of doing business; to enhance and improve the customer experience and to ensure that the company's brand identity is a strong and contemporary one.

ICAS' historical positioning has been one of extensive global capacity, exceptional clinical quality and the highest professional and information and data security standards. However, ICAS' systems and processes require better integration across divisions, territories and provider networks; and stakeholders (employees, partners and customers) have not viewed ICAS as technologically advanced in either its operating methodology or its service offerings. The company's digital strategy aims to address these shortcomings through the implementation of effective technologically driven systems, streamlined processes and cutting-edge digital solutions. Our efforts have resulted in the development of service enhancements such as video-counselling, live chat, digital marketing, and online reporting. Developing a 'mobile-first' approach is critical to ICAS' digital strategy. Clients of all generations now expect ease of access to services via mobile devices and ICAS will continue to focus its development efforts on making the EAP client experience more simple, accessible, interactive, and impactful. ICAS now has access to leading technology capabilities such as Machine Learning, Natural Language Processing, Automation Bots and IoT, to explore opportunities to develop cutting-edge value-generating services. The aim of this initiative is to design and develop a web of personalized, interactive digital enablers that surround our customers.

ICAS WORLD LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2021

Future developments

In addition to its investment in technology and a digital-first approach, ICAS' strategic focus will be on two key areas 1) continued technological innovation and 2) ambitious organic and inorganic growth.

1) While ICAS has invested in technological developments and is part way through its digital transformation journey, it is likely to benefit from curtailing components of its own development and integrating aspects of Lyra's sophisticated technological backbone and innovative approach to the use of technology in the mental health space. Adopting Lyra's platform will improve efficiency, enable ICAS to proactively engage members, facilitate direct access to help and support, and make the user experience a positive, simple, personalised and meaningful one. ICAS' objective is therefore to facilitate the early adoption of Lyra's technology and associated systems and processes into ICAS' operations. This will be followed by the critical medium-term goal of ensuring that ICAS' global service provider network is accessible via the platform.

2) ICAS' organic growth strategy involves actively driving the sale of our existing EAP service locally, regionally and globally through ICAS' new internal sales force and global business development infrastructure. Increased demand for EAP services is evidenced by a substantial increase in RFP's tenders and enquiries. ICAS' EAP offering will be increasingly digitally enabled and price competitive and reinforced by local relevance and guaranteed quality of care. This positions us well to convert a meaningful proportion of this pipeline in 2022 and beyond through a multi-pronged sales approach (both direct and indirect).

The Inorganic growth strategy centres around the acquisition and development of key regional operations. Securing ownership of key ICAS partner operations will address the shortcomings of the current ICAS global structure (such as inefficiency, inflexibility, clumsiness, etc.) while maintaining the advantages of a local regional presence, local management teams and an extensive in-country service delivery infrastructure. ICAS World's business model prioritises local presence and expertise as this is critical to maintaining a comprehensive understanding of the complexities of global and local market dynamics. It is important that this priority is not undermined by our acquisition of the ICAS licensee network.

Our strategic growth plan has been empowered by the creation of an experienced M&A team, capable of raising capital, deal sourcing, conducting diligence and valuation, negotiating agreements, and closing. Initiatives are underway by the M&A team to acquire strategically positioned, high performing operations within ICAS' current Licensee network and also to acquire or develop independent operations in regions where we have gaps that are in high growth potential locations. Acquisitions are both horizontal and vertical and aim to expand the scope and scale of the ICAS footprint; accelerate the acquisition of new IP; capacity and expertise; increase the company's collaboration with its subsidiary network; reduce competition; improve efficiency; and substantially enhance the value of the ICAS Group. The demands on time of this team are enormous (with ongoing audits and independent reviews) and necessitates the employment of appropriate in-house resources as well as the use of specialised consultants.

The integration of new acquisitions falls on the legacy management, operational, and support functions within the ICAS Group and additional resources to facilitate transitions and optimise integration, without disrupting existing operations, are likely with further M&A activity. Targeted acquisitions will assist ICAS to meet near- and mid-term operational needs and add capabilities and capacity needed to take the business forward.

To take advantages of these growth opportunities, the ICAS Group will look to re-organise itself to be able to take advantage of this growth. We will ensure that the group architecture reflects our global growth ambitions and to reflect the opportunities within both the traditional EAP space, as well as the technological growth path within the industry. To achieve this, the correct organisational structure needs to be put in place with the appropriate resource, operating capacity and budget to support it. Any impediments to achieving this need to be identified and appropriate solutions found to address them.

ICAS WORLD LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2021

Future developments (continued)

Also critical to ICAS' success is an ability to: maintain a stable backbone yet be agile and able to accommodate fast-changing priorities; work collaboratively, communicate effectively and efficiently both internally and externally; and maintain an obsession with customer focus. ICAS' operating teams need to be fit-for-purpose, adaptable and scalable and capable of recalibrating where necessary.

Impact of COVID-19

The impact of the COVID-19 pandemic is being monitored and plans are being established and implemented to manage the effects of the outbreak and assess disruptions and other risks to its operations. In particular the Company's management information flows, risk management processes and internal controls systems are being closely monitored and alternative mitigating controls are being introduced as appropriate. The directors are also monitoring potential adverse effects of the spread of COVID-19 on the Company's holding's in subsidiaries, in particular, the scope and severity of any further downturn in the global economy and consequential impacts the Company's subsidiaries; and the extent of the impact on the Employee Assistance Programme (EAP) businesses of the companies to which the Company acts as a holding company.

Financial key performance indicators

The Group's key financial and other performance indicators during the 9 month period were as follows:

	Continuing operations	Discontinued operations	Total	<i>Continuing operations</i>	<i>Discontinued operations</i>	<i>Total</i>
	12 months ended 30 September	12 months ended 30 September	12 months ended 30 September	<i>9 months ended 30 September</i>	<i>9 months ended 30 September</i>	<i>9 months ended 30 September</i>
	2021	2021	2021	<i>2020</i>	<i>2020</i>	<i>2020</i>
	£'000	£'000	£'000	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
Turnover	26,626	-	26,626	<i>15,414</i>	<i>1,945</i>	<i>17,359</i>
Profit/(loss) before tax	2,380	-	2,380	<i>(69)</i>	<i>129</i>	<i>60</i>

Revenue continues to improve year-on-year on a constant period basis. Increasing demand from our global client base for the provision of wellness and mental health services has resulted in increasing revenues year on year. The board believes that the increasing awareness of mental health in the workplace provides a strong base to grow and capitalise on the global demand for a mental health programme.

Profit from operations, and operating margins, has improved due to a focus on our cost base and cost saving measures. Ongoing cost saving procedures have been, and will continue to be, implemented across the group. Technology enabled solutions have assisted in this regard, and the board remains focused on implementing new technology and processes that aid in this goal.

ICAS WORLD LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

This report was approved by the board and signed on its behalf by:



Director

Date: Dec 5, 2022

ICAS WORLD LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2021

The directors present their report and the audited consolidated financial statements for the year ended 30 September 2021.

Results and dividends

The Group's profit for the year, after taxation, other comprehensive income and minority interests, amounted to £2,138k (9 month period ended 30 September 2020: loss of £1,232k).

A total of £1,001k was paid out by the Group as a cash dividend to the shareholder of the company (2020: £2,274k). At year end the payment of £400k relating to this dividend is outstanding. In the prior period a total of £2,866k was also paid out as a non-cash dividend to the former shareholder of ICAS International Holdings Limited.

Directors

The directors who served during the year and to the date of this report, unless otherwise stated were:

A I K Davies (appointed 17 March 2021)
L West (appointed 6 December 2020, resigned 23 December 2021)
W Wilhelm-Welgemoed (appointed 24 November 2021, resigned 23 December 2021)
M S P E Woodhouse (appointed 6 December 2020, resigned 23 December 2021)
B C Esterhuyzen (appointed 17 March 2021, resigned 23 December 2021)
K G Gibbs (appointed 17 March 2021, resigned 23 December 2021)
M S Julio (appointed 6 December 2020, resigned 23 December 2021)
J Simpson (appointed 17 March 2021, resigned 23 December 2021)
D Ebersman (appointed 23 December 2021)
M Klitus (appointed 23 December 2021)

ICAS WORLD LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2021

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, Directors' Report and the consolidated financial statements, in accordance with applicable law.

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law they have elected to prepare the consolidated financial statements in accordance with UK-adopted international accounting standards.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' Reports may differ from legislation in other jurisdictions.

Indemnification of Directors

ICAS International Holdings Limited is party to an indemnity policy which benefits all of its current directors and is a qualifying third party indemnity provision for the purpose of the Companies Act 2006. The indemnification was in force during the year and at the date of approval of the financial statements.

Future developments

Future developments are discussed within the Strategic Report.

Branches of the company outside the UK

The Group has a branch in Dubai called ICAS International Holdings Limited (DMCC Branch).

ICAS WORLD LIMITED

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2021

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report.

The Group has considerable financial resources, with significant investments in subsidiaries (note 8). Detailed budgets, plans and forecasts have been prepared and reviewed setting out the continued financial position of the Group for the next 12 months. In particular, since the beginning of the Covid-19 pandemic, the Group has experienced an increase in demand for its mental health and employee wellbeing services which has positively impacted the financial results for the Group.

Therefore, the directors believe that the Group is well placed to manage its business risks despite the ongoing uncertain global economic outlook, and the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the Annual Report.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

ICAS WORLD LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2021

Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event.

Between the year end and the date of signing the Group headed by ICAS World Limited was bought out by Lyra Health Holdings, LLC.

In addition to the above, the group acquired the following subsidiaries between the year end and the date of signing:

- ICAS Schweiz AG
- ICAS Deutschland GMBH
- ICAS Austria GMBH
- ICAS Italia SRL
- ICAS Luxembourg SARL
- ICAS France SAS
- Core Assistance KFT
- Turning Point Integrated Wellness Sdn Bhd
- SACAC Counselling Pte Ltd
- ICAS Nederland B.V

Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:



Director

Date: Dec 5, 2022

Independent auditor's report to the members of ICAS World Limited

Opinion

We have audited the financial statements of ICAS World Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30th September 2021 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, The Consolidated Statements of Changes in Equity, the Company Statements of Changes in Equity, the Consolidated Statements of Cash Flows, the Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion, the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30th September 2021 and of the group's profit for the year then ended;
- have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 9, 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 parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements (continued)

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.

Based on our understanding of the group and the parent company and their industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation and anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the group and the parent company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the group and the parent company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, revenue recognition (which we pinpointed to the cut off assertion), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

Auditor's responsibilities for the audit of the financial statements (continued)

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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 auditor's report.

Use of the audit report

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



Gerhard Bonthuys (Senior Statutory Auditor) for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Address

Date

Dec 7, 2022

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

		Continued operations	Total	Continued operations	Discontinued operations	Total
		Year ended	Year ended	9 months ended	9 months ended	9 months ended
		30	30	30	30	30
		September	September	September	September	September
		2021	2021	2020	2020	2020
	Note	£000	£000	£000	£000	£000
Revenue	3	26,626	26,626	15,414	1,945	17,359
Cost of sales		(15,904)	(15,904)	(9,564)	(1,454)	(11,018)
Gross profit		10,722	10,722	5,850	491	6,341
Other operating income	4	293	293	-	-	-
Administrative expenses		(8,191)	(8,191)	(5,936)	(362)	(6,298)
Foreign exchange losses		(247)	(247)	(245)	-	(245)
Profit/(loss) from operations		2,577	2,577	(331)	129	(202)
Finance income	8	40	40	69	-	69
Finance expense	8	(265)	(265)	(27)	-	(27)
Share of post-tax profits of equity accounted joint ventures	16	28	28	220	-	220
Gain on sale of investments						
Profit before tax		2,380	2,380	(69)	129	60
Tax credit/(expense)	9	(389)	(389)	(377)	3	(374)
Profit/(loss) for the period		1,991	1,991	(446)	132	(314)
Other comprehensive income:						
Items that will or may be reclassified to profit or loss:						
Exchange gains arising on translation on foreign operations		149	149	(918)	-	(918)
Total comprehensive income/(expense)		2,140	2,140	(1,232)	132	(1,232)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2021

		Continued operations Year ended 31 September	Total Year ended 31 September	Continued operations 9 months ended 30 September 2020	Discontinued operations 9 months ended 30 September 2020	Total 9 months ended 30 September 2020
		2021 £'000	2021 £'000	£'000	£'000	£'000
Profit/(loss) for the period attributable to:						
Owners of the parent		1,777	1,777	(427)	132	(295)
Non-controlling interest	23	214	214	(19)	-	(19)
		1,991	1,991	(446)	132	(314)

Total comprehensive income attributable to:

Owners of the parent		1,443		(568)
Non-controlling interest	23	697		(664)
		2,140		(1,232)

The Statement of Comprehensive Income has been prepared on the basis that all current year operations are continuing operations. The prior year includes discontinued operations as disclosed above.

ICAS WORLD LIMITED
REGISTERED NUMBER: 13065199

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2021

	Note	2021 £000	2020 £000
Assets			
Non-current assets			
Property, plant and equipment	13	1,510	414
Intangible assets	14	655	398
Goodwill	15	2,224	2,460
Investments in equity-accounted joint ventures	16	28	-
Trade debtors and other receivables	17	-	4
Deferred tax assets	10	640	123
		5,057	3,399
Current assets			
Trade debtors and other receivables	17	8,850	7,625
Cash and cash equivalents		9,864	2,764
		18,714	10,389
Total assets		23,771	13,788
Liabilities			
Non-current liabilities			
Trade creditors and other liabilities	18	321	111
Loans and borrowings	20	5,328	-
		5,649	111
Current liabilities			
Trade creditors and other liabilities	18	5,073	2,794
Deferred income	18	1,548	1,015
Loans and borrowings	20	823	330
		7,444	4,139
Total liabilities		13,093	4,250
Net assets		10,619	9,538

ICAS WORLD LIMITED
REGISTERED NUMBER: 13065199

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 30 SEPTEMBER 2021

	Note	2021 £000	2020 £000
Issued capital and reserves attributable to owners of the parent			
Share capital	21	1	3
Share premium reserve	22	-	344
Merger reserve	22	10,645	-
Foreign exchange reserve	22	(2,717)	(2,383)
Retained earnings	22	776	10,298
		<u>8,705</u>	<u>8,262</u>
Non-controlling interest		1,973	1,276
TOTAL EQUITY		<u>10,678</u>	<u>9,538</u>

The financial statements on pages 28 to 69 were approved and authorised for issue by the board of directors and were signed on its behalf by:



Director Dec 5, 2022

The notes on pages 28 to 69 form part of these financial statements.

ICAS WORLD LIMITED
REGISTERED NUMBER: 13065199

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2021

	Note	2021 £000
Assets		
Non-current assets		
Investments in subsidiaries	16	5,045
Current assets		
Trade debtors and other receivables	17	455
Cash and cash equivalents		5,089
Total assets		10,589
Liabilities		
Non-current liabilities		
Loans and borrowings	20	4,285
Current liabilities		
Trade creditors and other liabilities	18	556
Loans and borrowings	20	715
Total liabilities		5,556
NET ASSETS		5,033
Issued capital and reserves attributable to owners of the parent		
Share capital	21	1
Share premium	22	5,042
Retained earnings	22	(10)
TOTAL EQUITY		5,033

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 was £991k before the payment of a dividend.

The financial statements on pages 28 to 69 were approved and authorised for issue by the board of directors and were signed on its behalf by:



Director

Date: Dec 5, 2022

ICAS WORLD LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2021

	Share capital	Share premium	Merger reserve	Foreign exchange reserve	Retained earnings	Total attributable to equity holders of parent	Non- controlling interest	Total equity
	£000	£000	£000	£000	£000	£000	£000	£000
At 1 October 2020	3	344	-	(2,383)	10,298	8,262	1,276	9,538
Comprehensive income for the year								
Profit for the year	-	-	-	-	1,777	1,777	214	1,991
Translation of foreign operations	-	-	-	(334)	-	(334)	483	149
Total comprehensive income for the year	-	-	-	(334)	1,777	1,443	697	2,140
Contributions by and distributions to owners								
Dividends paid on equity capital	-	-	-	-	(1,001)	(1,001)	-	(1,001)
Issue of share capital	1	-	-	-	-	1	-	1
Transfer to merger reserve	(3)	-	-	-	-	(3)	-	(3)
Transfer to merger reserve	-	(344)	10,645	-	(10,298)	3	-	3
Total contributions by and distributions to owners	(2)	(344)	10,645	-	(11,299)	(1,000)	-	(1,000)
At 30 September 2021	1	-	10,645	(2,717)	776	8,705	1,973	10,678

The notes on pages 28 to 69 form part of these financial statements.

ICAS WORLD LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Share capital £000	Share premium £000	Foreign exchange reserve £000	Retained earnings £000	Total attributable to equity holders of parent £000	Non- controlling interest £000	Total equity £000
At 1 January 2020	3	344	(2,110)	16,023	14,260	274	14,534
Comprehensive income for the year							
Loss for the period	-	-	-	(295)	(295)	(19)	(314)
Translation of foreign operations	-	-	(273)	-	(273)	(645)	(918)
Total comprehensive income for the year	-	-	(273)	(295)	(568)	(664)	(1,232)
Contributions by and distributions to owners							
Dividends paid on equity capital	-	-	-	(5,140)	(5,140)	-	(5,140)
Translation of foreign operations	-	-	-	(290)	(290)	-	(290)
NCl on disposal of investments	-	-	-	-	-	1,666	1,666
Total contributions by and distributions to owners	-	-	-	(5,430)	(5,430)	1,666	(3,764)
At 30 September 2020	3	344	(2,383)	10,298	8,262	1,276	9,538

The notes on pages 28 to 69 form part of these financial statements.

ICAS WORLD LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
6 December 2020	-	-	-	-
Comprehensive income for the year				
Profit for the period	-	-	991	991
Total comprehensive income for the year	-	-	991	991
Distributions to owners				
Dividends paid on equity capital	-	-	(1,001)	(1,001)
Issue of share capital	1	5,042	-	5,043
Total distributions to owners	1	5,042	(1,001)	4,042
At 30 September 2021	1	5,042	(10)	5,033

The notes on pages 28 to 69 form part of these financial statements.

ICAS WORLD LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

	Year ended 30 September 2021 £000	9 month period ended 30 September 2020 £000
Cash flows from operating activities		
Profit/(loss) for the period	1,991	(314)
Adjustments for		
Depreciation of property, plant and equipment	417	90
Amortisation of intangible fixed assets	178	31
Gain on sale of fixed assets	(178)	-
Loss from joint venture	(28)	-
Finance income	(46)	(69)
Finance expense	265	27
Foreign exchange gains	105	(107)
Profit arising on group restructure	-	220
Income tax expense	389	374
	3,093	252
Movements in working capital:		
Increase in trade debtors and other receivables	(1,006)	(1,088)
Increase in trade creditors and other payables	2,680	1,273
Cash generated used in operations	4,767	437
Income taxes paid	(380)	(91)
Net cash generated from operating activities	4,387	346
Cash flows from investing activities		
Purchases of property, plant and equipment	(310)	(134)
Sale of property, plant and equipment	-	49
Sale of intangible fixed assets	-	196
Purchase of intangible fixed assets	(555)	-
Purchase of investments	(44)	-
Interest received	46	69
Interest paid	(201)	(27)
Net cash (used in)/generated from investing activities	(1,064)	153

ICAS WORLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2021

	2021	2019
	£000	£000
Cash flows from financing activities		
Bank loans	5,000	-
Net cashflow from group reorganisation	-	(1,027)
Proceeds on disposal of share to Non controlling interest	-	948
Payment of lease liabilities	(357)	(403)
Dividends paid	(601)	(2,274)
Net cash generated from/(used in) financing activities	4,042	(2,756)
Net cash increase/(decrease) in cash and cash equivalents	7,365	(2,257)
Cash and cash equivalents at the beginning of the period	2,764	5,021
Exchange (loss)/gains on cash and cash equivalents	(265)	-
Cash and cash equivalents at the end of the period	9,864	2,764

ICAS WORLD LIMITED

**COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

	Note	2021 £000
Cash flows from operating activities		
Profit for the year		991
Adjustments for		
Dividends received		(1,100)
Net foreign exchange gain		(1)
		<u>(110)</u>
Movements in working capital:		
Increase in trade and other receivables		(3)
Increase in trade and other payables		93
		<u>(20)</u>
Cash generated from operations		<u>(20)</u>
Net cash used in operating activities		<u>(20)</u>
Cash flows from investing activities		
Acquisition of subsidiary		(2)
Net cash used in investing activities		<u>(2)</u>
Cash flows from financing activities		
Issue of ordinary shares		1
Proceeds from borrowings		5,000
Dividends received		701
Dividends paid		(601)
Loan receipts from subsidiaries		10
Net cash generated from financing activities		<u>5,111</u>
Net cash increase in cash and cash equivalents		<u>5,089</u>
Cash and cash equivalents at the beginning of year		-
Cash and cash equivalents at the end of the year		<u><u>5,089</u></u>

The notes on pages 28 to 69 form part of these financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies

1.1 Reporting entity

ICAS World Limited (the 'Company') is a private company, limited by shares and incorporated in England and Wales. The Company's registered office is at 85 Gresham Street, London, EC2V 7NQ. These consolidated financial statements comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group companies'). The Group is primarily involved in the provision of counselling and advisory services to global clients under the trade name of ICAS World and ICAS International.

1.2 Basis of preparation

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Standards).

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

ICAS World Limited acquired 100% of the share capital of ICAS International Holdings Limited in a share for share exchange. As the ultimate shareholders of ICAS International Holdings Limited did not change as a result of ICAS World Limited being inserted as a parent company, merger accounting has been applied in the consolidated financial statements of ICAS World Limited.

The effect of the application of merger accounting is that the assets and liabilities of the parties to the combination are not required to be adjusted to fair value, and the consolidated financial statements are presented as though the group headed by ICAS World Limited has always existed and therefore the comparative figures are those of ICAS International Holdings Limited for the year ended 30 September 2020.

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The areas where judgements and estimates have been made in preparing the consolidated financial statements and their effects are disclosed in note 2.

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

Basis of measurement

The financial statements have been prepared on the historical cost basis, unless otherwise indicated.

1.3 Changes in accounting policies

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2021 that have a material impact on the Company's financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.4 Basis of consolidation

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

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

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

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

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

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

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

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.4 Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and its calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition and when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

1.5 Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report.

The Group has considerable financial resources, with significant investments in subsidiaries (note 8). Detailed budgets, plans and forecasts have been prepared and reviewed setting out the continued financial position of the Group for the next 12 months. In particular, since the beginning of the Covid-19 pandemic, the Group has experienced an increase in demand for its mental health and employee wellbeing services which has positively impacted the financial results for the Group.

Therefore, the directors believe that the Group is well placed to manage its business risks despite the ongoing uncertain global economic outlook, and the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the Annual Report.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.6 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.7 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when agreed services are provided.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Recognition

The Group earns revenue from the provision of services relating to occupational health and wellbeing. This revenue is recognised in the accounting period when the services are rendered at an amount that reflects the consideration to which the entity expects to be entitled in exchange for fulfilling its performance obligations to customers.

Fee arrangements

Below are details of fee arrangements and how these are measured and recognised, for revenue from the provision of services:

- Contract fees represent contracts for the provision of employee wellbeing services, which is recognised evenly over the period of each contract. It is recognised on an accruals basis which means that revenue invoiced but yet to be earned is recognised as "Deferred income" and revenue earned but not yet invoiced is recognised as "Accrued income".
- Ad hoc medical services are recognised on an accruals basis, in accordance with the provision of the service.

Performance obligations

The main performance obligations in contracts consist of the provision of occupational health services such as musculoskeletal, proactive, occupational and psychological health/ESP. For all contracts the stage of completion and delivery of performance obligations are measured at the balance sheet date on the basis of time elapsed.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

Contract assets and receivables

Where goods or services are transferred to the customer before the customer pays consideration, or before payment is due, Contract assets are recognised. Contract assets are included in the balance sheet and represent the right to consideration for products delivered.

Contract receivables (loans and advances) are recognised in the balance sheet when the company's right to consideration becomes unconditional.

Contract assets & receivables (loans and advances) are classified as current or non- current based on the company's normal operating cycle and are assessed for impairment at each reporting date.

Contract liabilities

Contract liabilities and customer deposits are recognised in the balance sheet when the company has received consideration but still has an obligation to deliver products and meet performance obligations for that consideration.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.8 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The incremental borrowing rate is determined by reference to the borrowing rate available to the Group from third party funding providers, which is the South Africa prime rate +1%.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;

The lease liability is included in the 'Loans and borrowings' line in the Consolidated Statement of Financial Position.

The lease liability is 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 assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Property, Plant and Equipment' and 'Investment Property' lines, as applicable, in the Consolidated Statement of Financial Position.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.9 Foreign currency

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on monetary items receivable from or payable to foreign operations for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into pounds using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.10 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss within other income, on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing *market interest rates*.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.10 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss within other income, on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.11 Taxation

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

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.12 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives. It is provided at the following rates:

Leasehold property improvements	Over the term of the lease
Fixtures and fittings	3 years
Office equipment	3 years
Computer equipment	3 years

1.13 Investment in group undertakings

Investments in group undertakings are measured at cost unless their value has been impaired, in which case they are valued at their recoverable amount, being the higher of fair value less costs of disposal and value in use. The investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.14 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost.

Expenditure on research (or on the research phase of an internal project) is recognised as an expense when it is incurred.

An intangible asset arising from development (or from the development phase of an internal project) is recognised when:

- it is technically feasible to complete the asset so that it will be available for use or sale.
- there is an intention to complete and use or sell it.
- there is an ability to use or sell it.
- it will generate probable future economic benefits.
- there are available technical, financial and other resources to complete the development and to use or sell the asset.
- the expenditure attributable to the asset during its development can be measured reliably.

Intangible assets are carried at cost less any accumulated amortisation and any impairment losses.

An intangible asset is regarded as having an indefinite useful life when, based on all relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows. Amortisation is not provided for these intangible assets, but they are tested for impairment annually and whenever there is an indication that the asset may be impaired. For all other intangible assets amortisation is provided on a straight line basis over their useful life.

The amortisation period and the amortisation method for intangible assets are reviewed every period-end. Amortisation is provided to write down the intangible assets, on a straight line basis:

Item	Average useful life
Internally generated intangible assets	10 years
Diversified services	10 years
Intellectual property	20 years
Computer software	3 years
CRM system	3 years

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

1. Accounting policies (continued)

1.15 Financial instruments

Financial assets and financial liabilities are recognised when a Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Impairment of contract related balances

For trade receivables, the Company applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a number of years and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

1.16 Defined contribution pension schemes

Contributions to defined contribution pension schemes are charged to the consolidated statement of comprehensive income in the period to which they relate.

1.17 Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the directors. In the case of final dividends, this is when approved by the shareholders at the AGM.

1.18 Non-controlling interests

The Group has the choice, on a transaction by transaction basis, to initially recognise any non-controlling interest in the acquiree which is a present ownership interest and entitles its holders to a proportionate share of the entity's net assets in the event of liquidation at either acquisition date fair value or, at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. Other components of non-controlling interest such as outstanding share options are generally measured at fair value. The Group has not elected to take the option to use fair value in acquisitions completed to date.

Total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

2. Accounting estimates and judgements

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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

2.1 Critical judgements in applying the company's accounting policies*Consolidation of entities with less than 50% ownership*

The directors have concluded that the group controls ICAS Employee and Organisation Enhancement Services Southern Africa (Pty) Limited ("ICAS South Africa") and Sangano Investment Holdings Proprietary Limited ("SIHPL"), even though it holds less than 50% of the shares. This is on the basis that the Company owns the majority of voting rights and has the authority to appoint the majority of Board, which takes all strategic decisions.

2.2 Key sources of estimation uncertainty*Impairment of financial assets*

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 17.

3. Turnover

The analysis of the Group's turnover for the year by market is as follows:

	Year ended 30 September 2021 £000	9 months ended 30 September 2020 £000
UK	11,082	2,814
Europe	576	2,215
Rest of the world	1,452	3,377
South Africa	13,516	8,953
	26,626	17,359

All turnover arose from the Company's principal activity.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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4. Other operating income

	Year ended 30 September 2021 £000	<i>9 months ended 30 September 2020 £000</i>
Other operating income	54	-
Coronavirus Business Interruption Loan interest waived	239	-
	<u>293</u>	<u>-</u>

5. Auditor's remuneration

	Year ended 30 September 2021 £000	<i>9 month period ended 30 September 2020 £000</i>
Fees payable to the Group's auditor and its associates in respect of:		
Audit of the financial statements of the Group and subsidiary companies	45	45
Tax compliance services	6	3
Accounting services	17	3
	<u>68</u>	<u>51</u>

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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6. Employee benefit expenses**Group**

The aggregate payroll costs (including directors' remuneration) were as follows:

	Year ended 30 September 2021 £000	9 months ended 30 September 2020 £000
Employee benefit expenses (including directors) comprise:		
Wages and salaries	6,614	4,780
Social security costs	231	43
Bonus payments	364	102
Defined contribution pension cost	531	395
	7,740	5,320

The average number of persons employed by the Group (including directors) during the year, analysed by category was as follows:

	Year ended 30 September 2021 £000	9 months ended 31 September 2020 £000
Top management	15	16
Administrative	179	26
System Development & IT	13	10
Operational	112	246
	319	298

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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7. Directors' remuneration

	Year ended 30 September 2021 £000	<i>9 month period ended 30 September 2020 £000</i>
Remuneration	527	335
Contributions paid to money purchase pension schemes	23	16
	550	351

In respect of the highest paid director:

Remuneration	135	136
Contributions paid to money purchase pension schemes	7	7
	142	143

During the year 3 directors accrued benefits under money purchase pension schemes (2020: 3).

Key management personnel compensation

Key management personnel compensation during the year was £963k (2020: £607k). Company contributions to money purchase pension schemes was £44k (2020: £27k).

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

8. Finance income and expense

Recognised in profit or loss

	Year ended 30 September 2021 £000	9 months ended 30 September 2020 £000
Finance income		
Interest on:		
- Bank deposits	-	48
Total interest income arising from financial assets measured at amortised cost	-	48
Other interest receivable	40	21
Total finance income	40	69
Finance expense		
Bank interest payable	201	-
Interest on lease liabilities	63	27
Total finance expense	264	27
Net finance (expense)/income recognised in profit or loss	(224)	42

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

9. Tax expense**9.1 Income tax recognised in profit or loss**

	Year ended 30 September 2021 £000	9 months ended 30 September 2020 £000
Current tax		
Current tax on profits for the period	221	414
Adjustments in respect of prior years	27	-
Overseas tax	420	-
Double tax relief	(119)	-
Total current tax	549	414
Deferred tax expense		
Origination and reversal of timing differences	(148)	(40)
Adjustments in respect of prior years	(5)	-
Effect of tax rate change	(7)	-
Total deferred tax	(160)	(40)
Total tax expense	389	374

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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9. Tax expense (continued)**9.1 Income tax recognised in profit or loss (continued)**

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	Year ended 30 September 2021 £000	9 months ended 30 September 2020 £000
Loss for the year/9 month period	1,929	(314)
Income tax expense	389	374
Profit before income taxes	2,318	60
Tax using the Company's domestic tax rate of 19% (2020: 19%)	440	11
Expenses not deductible for tax purposes	131	466
Exempt AGBH distributions	(236)	(350)
Other movements	148	-
Research and development deductions	(33)	-
Foreign tax credits	56	256
Adjustment to tax charge in respect of previous periods	27	-
Deferred tax on losses	(19)	-
Deferred tax not recognised	(124)	(8)
Remeasurement of deferred tax for changes in tax rates	(1)	(1)
Total tax expense	389	374

Changes in tax rates and factors affecting the future tax charges

At the balance sheet date, the Group has unused tax losses of £78k (2020: £32k) available for offset against future profits. No deferred tax asset has been recognised in respect of tax losses available to carry forward as it is not considered probable that there will be future taxable profits available. The unrecognised tax losses may be carried forward indefinitely.

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

10. Deferred tax

	Asset £000	Net deferred tax £000
2021		
Other temporary differences	640	640
	640	640

	Asset £000	Net deferred tax £000
2020		
Other temporary differences	123	123
	123	123

Deferred tax movement during the year:

	At 1 October 2021 £000	Recognised in income £000	Acquired in business combination £000	At 30 September 2021 £000
2021				
Tax losses	33	(33)	-	-
Other temporary differences	106	150	400	656
Accelerated tax depreciation	(16)	-	-	(16)
Net tax assets	123	117	400	640

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

10. Deferred tax (continued)

Deferred tax movement during the prior period:

	At 1 October 2020 £000	Recognised in income £000	Group Re- organisatio n £000	At 30 September 2020 £000
2020				
Tax losses	169	33	(169)	33
Other temporary differences	94	(14)	3	106
Accelerated tax depreciation	358	(57)	(301)	(16)
Net tax assets	621	(38)	(467)	123

11. Capital management

The group's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the group's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

The group manages capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain the capital structure, the group may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, repurchase shares currently issued, issue new shares, issue new debt, issue new debt to replace existing debt with different characteristics and/or sell assets to reduce debt.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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12. Dividends

	2021 £000	2020 £000
Final dividend of £nil (2020: £730) per Ordinary and Ordinary 'A' share proposed and paid during the year relating to the previous year's results	-	2,274
Final dividend of £0.013 (2020: £920) per Ordinary and Ordinary 'A' share proposed and paid during the year	1,001	2,866
	1,001	5,140
Paid in cash	1,001	2,274
Dividend in specie	-	2,866
	1,001	5,140

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

13. Property, plant and equipment

Group

	Leasehold property improvements £000	Motor vehicles £000	Fixtures and fittings £000	Office equipment £000	Computer equipment £000	Right-of-use assets £000	Total £000
Cost or valuation							
At 1 January 2020	-	6	587	59	1,215	1,730	3,597
Additions	-	-	-	1	126	7	134
Disposals	-	-	(418)	(37)	(759)	(256)	(1,470)
Foreign exchange movements	-	(1)	(83)	(6)	(117)	(206)	(413)
At 30 September 2020	-	5	86	17	465	1,275	1,848
Additions	243	-	25	-	42	1,079	1,389
Disposals	-	-	-	(3)	-	-	(3)
Foreign exchange movements	-	-	68	-	18	74	160
At 30 September 2021	243	5	179	14	525	2,428	3,394

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

13. Property, plant and equipment (continued)

	Leasehold property improvements £000	Motor vehicles £000	Fixtures and fittings £000	Office equipment £000	Computer equipment £000	Right-of-use assets £000	Total £000
Accumulated depreciation and impairment							
At 1 January 2020	-	5	547	56	1,088	1,130	2,826
Charge for the year	-	-	-	-	43	47	90
Disposals	-	-	(399)	(37)	(729)	(147)	(1,312)
Exchange adjustments	-	-	(83)	(5)	(82)	-	(170)
At 30 September 2020	-	5	65	14	320	1,030	1,434
Charge for the year	4	-	14	-	108	267	393
Disposals	-	-	-	(1)	-	-	(1)
Exchange adjustments	-	-	7	-	15	36	58
At 30 September 2021	4	5	86	13	443	1,333	1,884
Net book value							
At 1 January 2020	-	1	40	3	127	600	771
At 30 September 2020	-	-	21	3	145	245	414
At 30 September 2021	239	-	93	1	82	1,095	1,510

Disposals of Right of use assets in the above relate to the group reorganization as described in note 16.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

13. Property, plant and equipment (continued)**13.1. Assets held under leases**

The net book value of owned and leased assets included as Property, plant and equipment in the Consolidated Statement of Financial Position is as follows:

	2021	2020
	£000	£000
Property, plant and equipment	36	169
Right-of-use assets - property	1,059	246
	1,095	415

During the year additions were made to right-of-use assets relating to property of £1,118,000.

During the year additions were made to right-of-use assets relating to Office Equipment of £42,338.

	2021	2020
	£000	£000
Depreciation charge for the period ended		
Property	320	47
	320	47

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

14. Intangible assets

Group

	Internally generated intangible assets £000	Intellectual property £000	Diversified services £000	CRM system £000	Computer software £000	Total £000
Cost						
At 1 January 2020	325	86	102	802	936	2,251
Disposals	(156)	-	-	(493)	(449)	(1,098)
Foreign exchange movement	(41)	(12)	(14)	(54)	(91)	(212)
At 30 September 2020	128	74	88	255	396	941
Additions	-	-	-	92	463	555
Disposals	(128)	(74)	(88)	-	(433)	(723)
Foreign exchange movement	-	-	-	15	98	113
At 30 September 2021	-	-	-	362	524	886

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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14. Intangible assets (continued)

	Internally generated intangible assets £000	Intellectual property £000	Diversified services £000	CRM system £000	Computer software £000	Total £000
Accumulated amortisation and impairment						
At 1 January 2020	45	31	49	644	696	1,465
Charge for the period	7	9	15	(6)	-	25
Disposals	(28)	-	-	(493)	(381)	(902)
Foreign exchange movement	-	(10)	(15)	(54)	34	(45)
At 30 September 2020	24	30	49	91	349	543
Charge for the year	-	-	-	63	140	203
Disposals	(24)	(30)	(49)	-	(412)	(515)
At 30 September 2021	-	-	-	154	77	231
Net book value						
At 1 January 2020	280	55	53	158	240	786
At 30 September 2020	104	44	39	164	47	398
At 30 September 2021	-	-	-	208	447	655

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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15. Goodwill

	Group 2021 £000	<i>Group 2020 £000</i>
At beginning of year/period	2,460	2,861
Foreign currency translation	(236)	(401)
	2,224	2,460

Goodwill arose on the acquisition of ICAS Employee and Organisation Enhancement Services Southern Africa (Pty) Limited.

16. Other non-current investments

	Company 2021 £000
At beginning of year	-
Additions	5,045
At end of year	5,045

During the year the Company acquired 100% of the share capital of ICAS International Holdings Limited in a share for share exchange.

During the year the Company acquired 100% of the share capital of ICAS Global Limited for £1,000.

During the year the Company acquired 100% of the share capital of ICAS Services SA for £49.

During the year the Company acquired 100% of the share capital of ICAS Americas for £742.

During the year the Company acquired 100% of the share capital of ICAS Belgium Limited for £1,547,127.

On 23 April 2021 the Company acquired 100% of the share capital of ICAS Digital Health Limited for £1,000.

Impairment

During the year the Company carried out a review of the carrying value of the investments based upon business plans approved by management. No impairment was identified.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. Other non-current investments

Details of the Company's material subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership held by the Group (%) 2021
1) ICAS Global Limited	Counselling services	UK	100
2) ICAS Services (Pty) Ltd	Shared service centre	South Africa	100
3) ICAS Americas, Inc.	Counselling services	United States of America	100
4) ICAS International Holdings Limited	Counselling services	UK	100
5) ICAS Belgium BV	Counselling services	Belgium	51
6) ICAS Digital Health Limited	Software development	UK	100
7) ICAS Spain****	Counselling services	Spain	100
8) ICAS World UK Limited	Counselling services	UK	100
9) Alula Health Limited	Software development	UK	74
10) ICAS South Africa****	Counselling services	South Africa	47
11) Sangano Investment Holdings Proprietary Limited ("SIHPL")****	Investment holding company	South Africa	34
12) Velocity Cubed Technologies (SA)***	Software development	South Africa	50
13) Hello Tomo Limited	Software development	UK	100

*The full name of ICAS Spain is ICAS Orientacion Independiente, S.L.

**The full name of ICAS South Africa is ICAS Employee and Organisation Enhancement Services Southern Africa (Pty) Limited.

IPAC Integrity Pty Ltd and ICAS Managed Care (Pty) Ltd are indirect subsidiaries of ICAS South Africa.

***The investment in Velocity Cubed Technologies (SA) is indirectly held by ICAS Digital Health Ltd.

****Indirectly held via ICAS International Holdings Limited.

The financial statements for the year ended 30 September 2021 for the following subsidiaries have not been audited. These subsidiaries have taken the exemption from audit under section 479A of the Companies Act 2006 relating to the subsidiary companies:

- Alula Health Limited
- ICAS Global Limited
- ICAS Digital Health Limited

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

Other non-current investments (continued)

16.1 Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests (%)	
		2021	2020
ICAS South Africa	South Africa	47	47
Sangano Investment Holdings Proprietary Limited ("SIHPL")	South Africa	34	34

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Other non-current investments (continued)**16.1 Details of non-wholly owned subsidiaries that have material non-controlling interests
(continued)**

Summarised financial information in respect of each of the Group's subsidiaries that has material non controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	Year ended 30 September 2021 £000	9 month period ended 30 September 2020 £000
ICAS South Africa		
Non-current assets	1,823	722
Current assets	4,991	4,022
Non-current liabilities	(1,044)	(333)
Current liabilities	(2,335)	(1,178)
Equity attributable to owners of the Company	3,435	3,233
	2021 £000	2020 £000
Revenue	13,773	9,104
Cost of sales	(8,494)	(8,818)
Gross profit for the year	5,279	286
Profit attributable to owners of the Company	63	134
Profit attributable to the non-controlling interests	55	-
Profit for the year	118	134
Other comprehensive income attributable to owners of the Company	591	485
Other comprehensive income for the year	591	485
Total comprehensive income attributable to owners of the Company	528	639
Total comprehensive income for the year	528	639

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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17. Trade debtors and other receivables

	Group 30 September 2021 £000	Group 30 September 2020 £000	Company Group 30 September 2020 £000	Company 30 September 2021 £000
Non-current assets				
Amounts owed by related parties	-	4	-	-
	<u>-</u>	<u>4</u>	<u>-</u>	<u>-</u>
	-	4	-	-

Included within amounts owed by related parties is:

£nil (2020: £2k) owed by Employees Trust BEE which is repayable at the discretion of the Company.

£nil (2020: £2k) owed by Employees Trust which is repayable at the discretion of the Company.

These amounts are unsecured, interest free and have subordinated in favour of third party creditors until such time as the entity's assets, fairly valued, exceed liabilities.

	Group 2021 £000	Group 2020 £000	Company 2021 £000	Company 2020 £000
Current assets				
Trade receivables	6,351	4,849	-	-
Amounts owed by related parties	-	-	52	-
Prepayments and accrued income	1,663	2,040	-	-
Tax recoverable	413	158	-	-
Other receivables	423	579	403	-
	<u>8,850</u>	<u>7,626</u>	<u>455</u>	<u>-</u>

Amounts owed by related parties are non-interest bearing, repayable on demand and unsecured.

Trade receivables are stated after impairment of £830k (2020: £637k).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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17. Trade debtors and other receivables (continued)

Exposure to credit risk

Trade receivables inherently expose the group to credit risk, being the risk that the group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the group only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Statistical credit scoring models are used to analyse customers. These models make use of information submitted by the customers as well as external bureau data (where available). Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers, is continuously monitored.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

The group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles. The loss allowance provision is determined as follows:

	Expected loss rate %	Gross receivable £000	Allowance for expected credit losses £000	Net receivable £000
2021				
Stage 1 (1-3 months)	0.5-1.9	5,136	(54)	5,082
Stage 2 (3-4 months)	0.1-10.1	424	(12)	412
Stage 3 (4-5 months)	5.0-18.4	562	(88)	474
Stage 4 (over 5 months)	66.11	1,128	(745)	383
		7,250	(899)	6,351

All companies headed by ICAS World Limited have applied similar expected credit loss rates except for ICAS South Africa which has applied different rates applicable to their experience with the customer base.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2021

17. Trade debtors and other receivables (continued)

Exposure to credit risk (continued)

	Expected loss rate %	Gross receivable £000	Allowance for expected credit losses £000	Net receivable £000
2020				
Stage 1 (1-3 months)	0.9%	3,318	(30)	3,288
Stage 2 (3-4 months)	0.7%	143	(1)	142
Stage 3 (4-5 months)	8%	361	(29)	332
Stage 4 (over 5 months)	34.7%	1,664	(577)	1,087
		5,486	(637)	4,849

Movements in the provision for expected credit losses during the year are as follows:

	2021 £000	2020 £000
At 1 January	(637)	(300)
Increase in provision during the year	(512)	(337)
At 30 September	(1,149)	(637)



ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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20. Loans and borrowings

Group

	2021	2020
	£000	£000
Non-current		
Bank loans	4,285	-
Lease liabilities due after a year	1,043	-
Current		
Bank and other loans	715	-
Lease liabilities due within a year	108	330
Total loans and borrowings	6,151	330

Bank and other loans due within one year consists of £715,000 and bank loans after a year of £4,285,000 relating to a loan made by Growth Lending 2020 Limited. The loan attracts an interest rate that is the higher of 9% per annum and SONIA plus 6%. The loan is due for full repayment following 60 months from 20 May 2021. At the year end a fixed and floating charge was held over all the property and undertakings of the Company. This charge was satisfied in full by the date of signing the financial statements.

Following the grant of the loan, capital repayments in addition to the interest payments mentioned above, of 1% between months 6 and 12 are due, following the granting of the loan. These repayments are followed by equal monthly installments on the outstanding balance.

The carrying value of loans and borrowings classified as financial liabilities measured at amortised cost approximates fair value.

Company

	2021
	£000
Non-current	
Bank loans	4,285
	4,285
Current	
Bank loans	715
	715
Total loans and borrowings	5,000

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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19. Financial instruments

	Group 2021 £000	<i>Group 2020 £000</i>	Company 2021 £000
Financial assets			
Cash and cash equivalents	9,864	<i>2,764</i>	5,089
Financial assets measured at amortised cost	6,770	<i>5,581</i>	403
	16,634	<i>8,345</i>	5,492
	Group 2021 £000	<i>Group 2020 £000</i>	Company 2021 £000
Financial liabilities			
Financial liabilities at amortised cost	3,912	<i>2,172</i>	401
Lease liabilities	1,151	<i>330</i>	-
	5,063	<i>2,502</i>	401

Financial assets measured at amortised cost comprise trade receivables, amounts owed by related parties, other receivables.

Financial liabilities at amortised cost comprise trade payables, amounts owed to related parties, other payables and deferred income.

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20. Loans and borrowings**Group**

	2021 £000	2020 £000
Non-current		
Bank loans	4,285	-
Lease liabilities due after a year	1,043	-
Current		
Bank and other loans	715	-
Lease liabilities due within a year	108	330
Total loans and borrowings	6,151	330

Bank and other loans due within one year consists of £715,000 and bank loans after a year of £4,285,000 relating to a loan made by Growth Lending 2020 Limited. The loan attracts an interest rate that is the higher of 9% per annum and SONIA plus 6%. The loan is due for full repayment following 60 months from 20 May 2021. At the year end a fixed and floating charge was held over all the property and undertakings of the Company. This charge was satisfied in full by the date of signing the financial statements.

Following the grant of the loan, capital repayments in addition to the interest payments mentioned above, of 1% between months 6 and 12 are due, following the granting of the loan. These repayments are followed by equal monthly installments on the outstanding balance.

The carrying value of loans and borrowings classified as financial liabilities measured at amortised cost approximates fair value.

Company

	2021 £000
Non-current	
Bank loans	4,285
	4,285
Current	
Bank loans	715
	715
Total loans and borrowings	5,000

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21. Share capital

	2021 No.	2021 £
Allotted, called up and fully paid shares		
Ordinary 'A' shares of £0.0001 each	77,000,000	770
Ordinary 'G' shares of £0.0001 each	22,999,793	230
	<u>99,999,793</u>	<u>1,000</u>

Each class share holder of both classes has the right to receive dividend and distributions, including a distribution arising from winding up of the Company.

On 6 December 2020 the Company issued 70,000,000 'A' Ordinary shares at par value.

On 16 March 2021 the Company issued 7,000,000 'A' Ordinary shares at par value.

On 13 April 2021 the Company issued 22,999,793 'G' Ordinary shares at par value.

22. Reserves**Share premium**

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Foreign exchange reserve

This reserve represents the accumulated effect of foreign currency translation.

Merger reserve

This reserve represents the effect of the application of merger accounting during the year ended 30 September 2021.

Retained earnings

The reserve represents the accumulated profit and losses and any capital contributions received.

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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23. Non-controlling interests

	2021 £000	2020 £000
Balance at beginning of the period	1,276	274
Share of profit/loss for the period	214	(19)
Translation of foreign operations	483	(645)
Non-controlling interests arising on disposal of interests	-	1,666
	<u>1,973</u>	<u>1,276</u>

24. Leases**Group****(i) Leases as a lessee**

The group leases several buildings. The average lease term is 5 years (2020: 5 years).

Lease liabilities are due as follows:

	2021 £000	2020 £000
Contractual undiscounted cash flows due		
Not later than one year	108	330
Between one year and five years	1,043	-
	<u>1,151</u>	<u>330</u>

Lease liabilities included in the Consolidated Statement of Financial Position at 30 September:

	2021 £000	2020 £000
Non-current	1,043	-
Current	108	330
	<u>1,151</u>	<u>330</u>

ICAS WORLD LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Leases (continued)

The following amounts in respect of leases have been recognised in profit or loss:

	2021 £000	2020 £000
Interest expense on lease liabilities	68	27
Expenses relating to short-term leases	85	67
	153	94

ICAS WORLD LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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25. Related party transactions

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

The below represents transactions with ICAS South Africa, a company which ICAS International Holdings Limited, a 100% owned subsidiary of ICAS World Limited, has a 47% ownership interest.

	2021 £000	2020 £000
Income, expenditure and receivables from related parties		
Sale of goods	87	-
Administrative expenses	(472)	-
Amounts receivable from related party	350	-
	<u> </u>	<u> </u>

The below represents transactions with Netcare Hospitals (Pty) Ltd, a 100% owned subsidiary of ICAS South Africa.

	2021 £000	2020 £000
Income and receivables from related parties		
Sale of goods	-	126
Amounts receivable from related party	-	14
	<u> </u>	<u> </u>

The below represents transactions with ICAS Belgium a company that ICAS World Limited has a direct 51% shareholding in,

	2021 £000	2020 £000
Income, expenses and receivables from related parties		
Sale of goods	130	-
Administrative expenses	(28)	-
Amounts receivable from related party	52	-
	<u> </u>	<u> </u>

26. Parent and ultimate controlling party

Up to 23 December 2021 the Company's immediate parent and ultimate controlling party was Rox Equity Partners Limited, a company incorporated in the United Kingdom. On 23 December 2021 Rox Equity Partners Limited sold ICAS World Limited to Lyra Health Holdings LLC which became the Company's immediate parent and ultimate controlling party.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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27. Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event with the greatest impact on the business expected to be from the economic ripple effect on the global economy.

Between the year end and the date of signing the Group headed by ICAS World Limited was bought out by Lyra Health Holdings, LLC.

In addition to the above, the group acquired the following subsidiaries between the year end and the date of signing:

- ICAS Schweiz AG
- ICAS Deutschland GMBH
- ICAS Austria GMBH
- ICAS Italia SRL
- ICAS Luxembourg SARL
- ICAS France SAS
- Core Assistance KFT
- Turning Point Integrated Wellness Sdn Bhd
- SACAC Counselling Pte Ltd
- ICAS Nederland B.V