



# Accounts

June 2022

**REGISTERED NUMBER: 12101322 (England and Wales)**

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022**  
**FOR**  
**PROPITEER CAPITAL PLC**

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**FOR THE YEAR ENDED 30 JUNE 2022**

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**PROPITEER CAPITAL PLC**  
**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**DIRECTORS:** Mr D J Gaynor  
Mr P V Lack

**SECRETARY:** Mr P R Hole

**REGISTERED OFFICE:** Olivers Barn  
Maldon Road  
Witham  
Essex  
CM8 3HY

**REGISTERED NUMBER:** 12101322 (England and Wales)

**AUDITORS:** AGK Partners  
Chartered Accountants & Statutory Auditors  
1 Kings Avenue  
London  
N21 3NA

**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

The directors present their strategic report for the year ended 30 June 2022.

**Principal activity**

The primary activity of Propiteer Capital PLC (the "Issuer") is to issue, through a bond programme, various series and tranches of bonds (the "Bonds") and deploy the proceeds for collateralised borrower loans within the wider Propiteer group (the "Borrower Loans"). The repayment of principal and payment of interest by borrowers under the Borrower Loans are intended to generate sufficient funds to enable the Issuer to satisfy its payment obligations under each relevant series and tranche of Bonds issued.

The success of this strategy rests on the directors' ability to raise funds at competitive rates from the issuance of bonds while ensuring that Borrower Loans are issued at competitive lending rates. The directors and the company secretary have a wide range of contacts and experience in the financial and property sectors.

The Propiteer Capital PLC Bond is invested in three core asset classes providing diversification across commercial property developments that include Residential Properties, developing and trading Branded Hotels, and built-to-sell Development Properties, all of which are purpose-built in strategic locations that are well set to enjoy future economic growth, investment, and regeneration.

**Long-term objective**

The Issuer's long-term objective is to create a portfolio of Borrower Loans backed by assets with a good flow of income from creditworthy borrowers. Projects selected will have short and medium term returns creating a balanced portfolio for the Issuer and indirectly the Issuer's bond holders. The definition of these objectives is further explained in the key performance indicators which also disclose performance against these objectives.

**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**REVIEW OF BUSINESS**

In April 2022 Propiteer Capital increased the £50M secured limited recourse bond issuance programme to £500M, listed on the Vienna Stock Exchange allowing the issue of further Bond Series and Tranches due to the success of the original bond listings.

Between the period 1st July 2021 and 30st June 2022, the Company had issued in excess of £15 million in bonds across 17 Series. In addition during this period Propiteer Capital PLC had repaid in excess of £1.5 million in interest payments.

**Trust pilot**

Propiteer Capital PLC is rated 'Excellent' as a verified company with a score of 4.9, Trustpilot is an independent digital platform that allows customers to review a business from which they've purchased a product or service or contacted customer service.

**Shariah Sukuk Bond**

Propiteer Capital PLC was approved in 2021 to issue a Shariah Compliant bond. An application is in progress with the Gibraltar Stock Exchange for a full listing.

**Overview**

In the year ending 30 June 2022, the Issuer has continued to operate and take new money despite the lasting effect of Covid- 19 on the economy and the FCAs review on the promotion of listed bonds. The Issuer is now in a strong position to continue raising money in a less competitive marketplace, allowing further advances borrowers and benefit from economies of scale.

**Stock Exchanges**

Propiteer Capital PLC's bond programme is 'listed' on leading pan-European authorised stock exchanges including the Wiener Börse Vienna, and Frankfurt Exchange. These being authorised stock exchanges proves the level of due diligence passed in order to list on these exchanges.

**Vienna MTF**

Application has been made to the Vienna Stock Exchange for an additional Programme listing on the Wiener Börse main market. The Main Market is an "EU regulated and recognised market" (as defined in article 1 item 13 of the directive 93/22/EEC), and means that the market enjoys full status as an accredited official market.

**Gibraltar Stock Exchange**

Application is currently being made to the regulated market of the Gibraltar Stock Exchange (GSX) for the £200,000,000 secured limited recourse sukuk programme giving access to Islamic finance.

**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**PRINCIPAL RISKS AND UNCERTAINTIES**

**The Issuer's business**

Propiteer Capital PLC, help deliver attractive investment returns through listed bonds in conjunction with our developing partner, Propiteer Limited. They source, build, and manage a range of our property projects, which we then finance using a combination of bank and investor funding.

The portfolio of completed and ongoing projects stretches across strategic nationwide locations that are recession-resilient and well set to enjoy future economic growth and regeneration. Funds are used for exclusive, unique developments across the UK and Ireland, all of which are cherry-picked based on their profitability and demand, ensuring suitable returns opportunities.

Propiteer Capital PLC are helping with the supply of essential housing around the country, helping to close the gap in supply and demand for residential properties as well as upgrading and modernising up-and-coming, profitable towns.

The investment objective in respect of each tranche of Bonds issued is to be achieved through the use of the proceeds by the Issuer. The Issuer will use the proceeds of each tranche of Bonds issued to procure Borrower Loans with principal and interest payments made from Borrowers under the Borrower Loans intended to generate sufficient funds to enable the Issuer to satisfy its payment obligations under each relevant series and tranche of Bonds issued. Propiteer Capital PLCs customer base is entirely qualified investors who meet the High Net Worth or Sophisticated Investor criteria as defined by the FCA.

Before any portfolio of Borrower Loans is procured all cases must go through a strict review and assessment process, which will be carried out by the Collateral Manager (Propiteer Collateral Manager Limited). Under the Collateral Manager Agreement the Board of Propiteer Collateral Manager Limited is required to provide a well-respected advisory credit committee to act on behalf of the Issuer to provide, but not limited, to financial analysis, market analysis and a full individual analysis of Borrower Loans. The Collateral Manager, on behalf of the Issuer, will monitor Borrower Loans on an ongoing basis to make sure the credit risk remains within acceptable limits.

The Issuer has the power to replace the Collateral Manager if it does not meet its requirements under the Collateral Management Agreement, and the Security Trustee (City Partnerships) is in place to hold the assets in which the Issuer lends against as security so if the Issuer were to default on repayment the security would still be in place in favour of the Bondholders.

The Collateral Manager will provide experienced individuals to the Issuer who will put in place processes and procedures to counter fraud risk, and insurance in place providing an indemnity against losses arising from dishonest, fraudulent, or malicious acts committed by its staff, outside valuers, and outside solicitors.

**Issuer's credit risk**

The Issuer has no material assets with the exception of the requirements of the Collateral Manager under the Collateral Management Agreement and the Borrower Loans procured and any security granted as part of that. Payments made in respect of each tranche of Bonds will come entirely from payments in relation to the Borrower Loans.

As net proceeds from Bonds are being used to procure Borrower Loans, there is credit risk inherent in these procurement activities. As such any adverse changes in credit quality and Borrower Loan recoverability could affect the Issuer's ability to make sufficient payments to satisfy its own payment obligations to the Bondholders.

As part of its 2022 strategy, Propiteer Capital PLC has continued to demonstrate a high level of compliance as well as willingness and ability to adapt to changes in the sector. Ongoing regulatory change continues to effect key counterparties to enable bond issuers of bonds to operate. Propiteer Capital PLC completed further reviews throughout the year during applications to the Vienna MTF Exchange and Gibraltar Stock Exchange.

**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

A downturn in business condition or the general economy in the UK may adversely affect all aspects of the Issuer's business. The Borrower assets which will be subject to the Borrower Security will mainly be located in the UK and as such the geographical concentration of credit risk is mainly centred on the UK making the Issuer sensitive to adverse changes in the UK economy, which could impact on the value of the security taken as part of Borrower Security. Such decreases in value of security could have an impact on the Issuer's ability to make payments to the Issuer's bondholders.

The Issuer would not consider financing assets in which the repayment of the Borrower Loan was not already identified. Further to this the Issuer will follow strict procurement criteria set out by the Credit Committee of the Collateral Manager which will include, but not limited to, loan-to-value guidelines, geographical location and an experienced management team with extensive track record.

Changes and mismatches in interest rates may adversely impact on the Issuer's revenue and/or profits. A substantial fall in the general cost of lending in the UK may adversely impact the availability of Borrower Loans and thus the Issuer's ability to make payments to the Issuer's bondholders. This is because the coupon payments to bondholders are reliant on there being a sufficient pool of Borrower Loans in the market which there may not be.

**COVID 19**

The COVID-19 pandemic has changed the landscape for real estate within the United Kingdom. There are new factors for investors to think about when it comes to hotels and commercial properties, namely the rise in inflation and growing interest rates.

However, below is an overview of what we at Propiteer Capital PLC have experienced and are seeing across our loan book. All our developer borrowers remained operational during Covid-19 and remain to be operational after the impact of covid-19 and minimal delays were actually experienced.

Currently we have seen no declines in values suggesting little impact on the Company due to Covid-19.

An increase in investor appetite due to an Increase In contact rate with new investors and marketing events and uncertainty in economy around interest rates Propiteer Capital PLC bonds remain strong throughout.

**Employer of staff**

The Issuer has several seconded staff members who work in an administrative capacity, in addition to the directors. Staff and directors alike now work with a hybrid approach working from home with and in the office and face to face board meetings have resumed.

**SECTION 172(1) STATEMENT**

The directors acknowledge their duty under S.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

In doing so, they have had regard (amongst other matters) to;

- the likely consequences of any decision in the long term.
- the impact of the Company's operations on the community and environment. The Company operates honestly and transparently. We consider the impact on the environment on our day to day operations and how we can minimise this,
- the desirability of the Company maintaining a reputation for high standards of business conduct. Our intention is to behave in responsible manner, operating within the high standard of business conduct and good governance.
- the need to act fairly as between members of the company. Our intention is to behave responsibly towards our shareholders and stakeholders and treat them fairly and equally so that they may benefit from the successful delivery of our strategic objectives.



**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**FUTURE DEVELOPMENTS**

The Issuer's management constantly monitors opportunities to bring in new investment and issue Borrower Loans.

Propiteer Capital PLC are strategic partners of Hilton UK and Marriott International. Propiteer recently bid for the development of a new hotel project in Plymouth, during the tender process the head of Hilton UK made a presentation directly to the Plymouth council in support of Propiteers bid and was also supported by documentation by Peterborough City Council which went through a highly detailed due diligence process with Propiteer as the project in Peterborough involves public funds. This unique relationship provides a competitive edge when sourcing and bidding for new hotel opportunities.

The directors are of the view that economic consequences of issues such as the post pandemic and recession with interest rate uncertainty will create opportunities which the Issuer will be well placed to take advantage of. The directors will continue the same investment policies which have been successful since its listing with the intention of continuing to increase the Issuer's assets in the future.

**Business Environment and Future Outlook**

Propiteer Capital PLC's outlook for 2022-23 remains controlled as they continue in a post COVID era and navigate their way through other economic challenges including the cost-of-living crisis and the Ukraine and Russia conflict creating uncertainty.

The Company's priority is to build a sustainable and growing business, and this takes precedence over short term profit maximisation. Their focus is to build long-term, trusted relationships with investors by understanding that each investor is different and meeting their needs. They continue to build their community and industry impact by adding value through their services and increasing their exposure to the wider market. This can be seen with Propiteer being seen as a strategic partner of both Hilton UK and Marriott International, two global hotel brands.

**KEY PERFORMANCE INDICATORS**

The Company's KPI target for money raised during the financial year was £8 million and as of the end of the financial year we had exceeded the KPI by 47%.

**ON BEHALF OF THE BOARD:**

Mr D J Gaynor - Director

30 December 2022

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**REPORT OF THE DIRECTORS**  
**FOR THE YEAR ENDED 30 JUNE 2022**

The directors present their report with the financial statements of the company for the year ended 30 June 2022.

**PRINCIPAL ACTIVITY**

The primary activity of Propiteer Capital PLC (the "Issuer") is to issue, through a bond programme, various series and tranches of bonds (the "Bonds") and deploy the proceeds for collateralised borrower loans within the wider Propiteer group (the "Borrower Loans").

**DIVIDENDS**

No dividends will be distributed for the year ended 30 June 2022.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 July 2021 to the date of this report.

Mr D J Gaynor  
Mr P V Lack

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**REPORT OF THE DIRECTORS**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**AUDITORS**

The auditors, AGK Partners, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

Mr D J Gaynor - Director

30 December 2022

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROPITEER CAPITAL PLC**

### **Opinion**

We have audited the financial statements of Propiteer Capital Plc (the 'company') for the year ended 30 June 2022 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
PROPITEER CAPITAL PLC**

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 Statement of Directors' Responsibilities set out on page seven, 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 necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROPITEER CAPITAL PLC**

### **Auditors' responsibilities for the audit of the financial statements**

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

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

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

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the industry;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

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

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

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

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

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

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators including the Health and Safety Executive, and the company's legal advisors.

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

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

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
PROPITEER CAPITAL PLC**

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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.

Alekos Christofi (FCCA) (Senior Statutory Auditor)  
for and on behalf of AGK Partners  
Chartered Accountants & Statutory Auditors  
1 Kings Avenue  
London  
N21 3NA

30 December 2022

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**INCOME STATEMENT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

	Notes	2022 £	2021 £
<b>TURNOVER</b>	3	2,939,340	906,681
Cost of sales		<u>2,432,075</u>	<u>619,013</u>
<b>GROSS PROFIT</b>		507,265	287,668
Administrative expenses		<u>467,426</u>	<u>275,704</u>
<b>OPERATING PROFIT and PROFIT BEFORE TAXATION</b>		39,839	11,964
Tax on profit	6	<u>11,965</u>	<u>1,638</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u>27,874</u>	<u>10,326</u>

The notes form part of these financial statements



**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2022**

	Notes	2022 £	2021 £
<b>PROFIT FOR THE YEAR</b>		27,874	10,326
<b>OTHER COMPREHENSIVE INCOME</b>		—	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>27,874</u>	<u>10,326</u>

The notes form part of these financial statements

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**BALANCE SHEET**  
**30 JUNE 2022**

	Notes	2022 £	2021 £
<b>CURRENT ASSETS</b>			
Debtors	7	27,376,501	9,633,957
Cash at bank		<u>398,895</u>	<u>386,367</u>
		27,775,396	10,020,324
<b>CREDITORS</b>			
Amounts falling due within one year	8	<u>15,885,601</u>	<u>610,942</u>
<b>NET CURRENT ASSETS</b>		<u>11,889,795</u>	<u>9,409,382</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		11,889,795	9,409,382
<b>CREDITORS</b>			
Amounts falling due after more than one year	9	<u>11,805,102</u>	<u>9,352,563</u>
<b>NET ASSETS</b>		<u>84,693</u>	<u>56,819</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	50,000	50,000
Retained earnings	12	<u>34,693</u>	<u>6,819</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>84,693</u>	<u>56,819</u>

The financial statements were approved by the Board of Directors and authorised for issue on 30 December 2022 and were signed on its behalf by:

Mr D J Gaynor - Director

The notes form part of these financial statements

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2022**

	Called up share capital £	Retained earnings £	Total equity £
<b>Balance at 1 July 2020</b>	50,000	(3,507)	46,493
<b>Changes in equity</b>			
Total comprehensive income	-	10,326	10,326
<b>Balance at 30 June 2021</b>	<u>50,000</u>	<u>6,819</u>	<u>56,819</u>
<b>Changes in equity</b>			
Total comprehensive income	-	27,874	27,874
<b>Balance at 30 June 2022</b>	<u>50,000</u>	<u>34,693</u>	<u>84,693</u>

The notes form part of these financial statements

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

	Notes	2022 £	2021 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	<u>(16,102,612)</u>	<u>(8,966,988)</u>
Net cash from operating activities		<u>(16,102,612)</u>	<u>(8,966,988)</u>
<b>Cash flows from financing activities</b>			
New loans in year net of costs		16,115,140	9,352,563
Net amounts owed by group companies		-	792
Net cash from financing activities		<u>16,115,140</u>	<u>9,353,355</u>
<b>Increase in cash and cash equivalents</b>		<u>12,528</u>	<u>386,367</u>
<b>Cash and cash equivalents at beginning of year</b>	2	<u>386,367</u>	-
<b>Cash and cash equivalents at end of year</b>	2	<u><u>398,895</u></u>	<u><u>386,367</u></u>

The notes form part of these financial statements

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**NOTES TO THE CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 30 JUNE 2022**

1. **RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2022	2021
	£	£
Profit before taxation	39,839	11,964
Increase in trade and other debtors	(17,742,544)	(9,539,099)
Increase in trade and other creditors	1,600,093	560,147
<b>Cash generated from operations</b>	<b>(16,102,612)</b>	<b>(8,966,988)</b>

2. **CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

**Year ended 30 June 2022**

	30.6.22	1.7.21
	£	£
Cash and cash equivalents	<u>398,895</u>	<u>386,367</u>

**Year ended 30 June 2021**

	30.6.21	1.7.20
	£	£
Cash and cash equivalents	<u>386,367</u>	<u>-</u>

3. **ANALYSIS OF CHANGES IN NET DEBT**

	At 1.7.21	Cash flow	At 30.6.22
	£	£	£
<b>Net cash</b>			
Cash at bank	386,367	12,528	398,895
	<u>386,367</u>	<u>12,528</u>	<u>398,895</u>
<b>Debt</b>			
Debts falling due within 1 year	-	(13,662,601)	(13,662,601)
Debts falling due after 1 year	(9,352,563)	(2,452,539)	(11,805,102)
	<u>(9,352,563)</u>	<u>(16,115,140)</u>	<u>(25,467,703)</u>
<b>Total</b>	<u>(8,966,196)</u>	<u>(16,102,612)</u>	<u>(25,068,808)</u>

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2022**

1. **STATUTORY INFORMATION**

Propiteer Capital Plc is a public company, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis as the directors are satisfied that the company will have adequate resources to meet its liabilities to third parties as they fall due.

**Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

The Company's management believes that judgements, estimates and assumptions used in the preparation of the financial statements are appropriate given the factual circumstances as at 30 June 2020.

Various elements of the Company's accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other assessments. In particular, the Company has identified the following accounting policies which, due to the judgements, estimates and assumptions inherent in those policies, and the sensitivity of the financial statements to those judgements, estimates and assumptions, are critical to an understanding of the financial statements.

**Valuation of debtors**

Valuation of debtors is based upon ongoing assessments of the probable estimated losses inherent in the debtors portfolio. Assessments are conducted by the board employing a methodology and guidelines, which are continually monitored and improved. The primary component of this methodology comprises specific allowances and collective allowances.

A debtor is subject to impairment test when valid indications exist, at the assessment date, which demonstrate that the customer will not be able to meet his obligations and/or when the flow of receipts decelerates over time. Usually such indications include failure of communication with the customers and indications of significant financial difficulty.

Amounts individually provided for concern claims evaluated individually for impairment based upon management's best estimate of the present value of the cash flows which are expected to be received.

The accuracy of provisions depends on the accuracy of future cash flows for specific allowances and the model assumptions and parameters used in determining collective allowances. While this necessarily involves judgement, management believes that their provisions are reasonable and supportable.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**2. ACCOUNTING POLICIES - continued**

**Turnover**

Turnover represents fees receivable and interest receivable on provision of loan finance. Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

**Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Deferred tax**

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand, short term deposits with an original maturity date of one month. Cash equivalents are defined as short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**2. ACCOUNTING POLICIES - continued**

**Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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

**Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

**Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

**Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

**Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

**Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**Basic financial liabilities**



**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

2. **ACCOUNTING POLICIES - continued**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

**Other financial liabilities**

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

**Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

**Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

3. **TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by class of business is given below:

	2022	2021
	£	£
Management fee	50,785	220,270
Interest receivable	<u>2,888,555</u>	<u>686,411</u>
	<u>2,939,340</u>	<u>906,681</u>

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

**3. TURNOVER - continued**

An analysis of turnover by geographical market is given below:

	2022	2021
	£	£
United Kingdom	<u>2,939,340</u>	<u>906,681</u>
	<u>2,939,340</u>	<u>906,681</u>

**4. EMPLOYEES AND DIRECTORS**

	2022	2021
	£	£
Directors' remuneration	<u>-</u>	<u>-</u>

**5. OPERATING PROFIT**

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

	2022	2021
	£	£
Auditors' remuneration	7,230	5,400
Foreign exchange differences	<u>(4,535)</u>	<u>(777)</u>

**6. TAXATION**

**Analysis of the tax charge**

The tax charge on the profit for the year was as follows:

	2022	2021
	£	£
Current tax:		
UK corporation tax	<u>11,965</u>	<u>1,638</u>
Tax on profit	<u>11,965</u>	<u>1,638</u>

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

6. **TAXATION - continued**

**Reconciliation of total tax charge included in profit and loss**

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2022 £	2021 £
Profit before tax	<u>39,839</u>	<u>11,964</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	7,569	2,273
Effects of:		
Expenses not deductible for tax purposes	4,396	31
Utilisation of tax losses	-	(666)
Total tax charge	<u>11,965</u>	<u>1,638</u>

7. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2022 £	2021 £
Trade debtors	137,934	-
Amounts owed by group undertakings	34,414	33,708
Other debtors	26,920,753	9,344,344
Prepayments and accrued income	283,400	255,905
	<u>27,376,501</u>	<u>9,633,957</u>

8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2022 £	2021 £
Debentures (see note 10)	13,662,601	-
Trade creditors	127,782	106,417
Tax	13,603	1,638
Other creditors	367,109	128,291
Accrued expenses	1,714,506	374,596
	<u>15,885,601</u>	<u>610,942</u>

9. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2022 £	2021 £
Debentures (see note 10)	<u>11,805,102</u>	<u>9,352,563</u>

**PROPITEER CAPITAL PLC (REGISTERED NUMBER: 12101322)**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2022**

10. **LOANS**

An analysis of the maturity of loans is given below:

	2022 £	2021 £
Amounts falling due within one year or on demand:		
Amounts due to bond holders	<u>13,662,601</u>	-
Amounts falling due between two and five years:		
Amounts due to bondholders	<u>11,805,102</u>	<u>9,352,563</u>

11. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2022 £	2021 £
50,000	Ordinary shares	1	<u>50,000</u>	<u>50,000</u>

12. **RESERVES**

	Retained earnings £
At 1 July 2021	6,819
Profit for the year	<u>27,874</u>
At 30 June 2022	<u>34,693</u>

13. **ULTIMATE PARENT COMPANY**

Propiteer Capital Holdings Limited (incorporated in United Kingdom ) is regarded by the directors as being the company's ultimate parent company.

14. **RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption available under Section 33.1A of FRS 102, from the requirement to disclose transactions with wholly owned members of the group.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.



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