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Team PLC
10 January 2023

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TEAM plc

(" *TEAM* " or the " *Company* ")

Final Results

TEAM plc (AIM: TEAM), the wealth, asset management and complementary financial services group, announces its final results for the year to 30 September 2022.

Financial Highlights

- Revenues increased 44% to £2.1 m (FY 21: £1.5m)
- Adjusted EBITDA a loss of £0.8m (FY 21: £0.8m)
- Net assets increased by 15% to £8.6 million (FY21: £7.4 million)
- Group assets under management / advice up 94% at £575m (FY 21: £297m)
- Annualized revenue run rate of £3.7m, as at 30 September 2022

Operational Highlights

- Increased headcount to 33 up from 16 at the outset of the year
- Completion of strategic acquisitions, now full set of capabilities in Jersey
- Starting to realising cost and revenue synergies
- Recurring asset inflows improved, while markets and outflows not expected to recur
- Good pipeline of acquisition opportunities

Commenting on the results Mark Clubb, Executive Chairman of TEAM, said:

"Our ambition remains to become a leading wealth and asset management business and these results reflect good progress towards this aim. In May we raised a further £2.7m to fund acquisitions and working capital. We have completed the acquisitions of Omega and Concentric both of which have bedded down well and our annualised revenues are now up to £3.7m. We have established a good base in Jersey and have an excellent pipeline of opportunities ahead of us as we enter 2023. We look forward to further developing our business in the coming year."

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About TEAM plc

TEAM plc is building a new wealth, asset management and complementary financial services group. With a focus on the UK, Crown Dependencies and International Finance Centres, the strategy is to build local businesses of scale around TEAM plc's core skill of providing investment management services. Growth will be achieved via targeted and opportunistic acquisitions, team and individual hires, collaboration with suitable partners, and by organic growth and expansion.

TEAM plc has three principal activities, Investment and Fund Management, Treasury Services and Financial Advice.

Investment and Fund Management provides discretionary investment management services, model portfolios, bespoke portfolios and fund management services via fixed income and equity fund vehicles. Total assets managed as at 30 September 2022 were £249m (FY21: £297m).

Treasury Services focused on improving the return and mitigating the risks associated with the management of cash for institutions, professional advisers, trustees and high net worth individuals.

Financial advice - primarily for individuals resident in Jersey, and investment consultancy services to wealthy individuals and trusts.

The Group's income is predominantly derived from activities conducted in Jersey, Channel Islands, with a number of retail, high net worth, family office, sovereign, institutional and corporate clients.

At the year end, the Group had 33 staff (FY21: 16), with 1 in the UK and 32 in Jersey (FY21: 1 and 15 respectively).

Executive Chairman's Statement

Progress

I am pleased to present the second set of full year results of TEAM plc (the "Company") as a public quoted company. At the time of admission to trading on AIM in March 2021, we set out our ambition to become a leading wealth and asset management business. I am delighted to confirm that we continue to make significant progress towards this goal in spite of the market turbulence seen this year.

Savers and investors alike have been confronted with higher inflation and higher interest rates, coupled with geopolitical and domestic tensions. Our investment process, which is based on a systematic approach, diversification and active management, has demonstrated its value as we navigate these challenging markets and we are proud of our investor returns in the year. It is testament to the expertise and discipline of our Investment Committee, headed by Jason Jones, but more specifically, Craig Farley, our Head of Multi Assets.

Results

Our financial results reflect the contribution made to the business from the first full year's consolidation of JCAP as well as two months of contributions from Omega and Concentric. Group assets under management/advice for the year were up 94% from £297 million to £575 million. Results also mirror a period of sustained market turbulence which led to some net asset outflows. Group revenues increased by 44% from £1.5 million to £2.1 million and adjusted EBITDA, our preferred measure of profitability, was unchanged at a loss of £0.8 million, as contributions from acquisitions were offset by a decline in revenues in investment management. Net assets increased by 15% to £8.6 million (FY21: £7.4 million) and we are well placed to continue with our growth plans.

Investment and Fund Management

In 2022, our investment management business launched its model portfolio service across four platforms (Morningstar, 7IM, Quilter International and Novia Global). The investment track record continues to build with our multi-asset portfolios outperforming the MPI peer group across all four strategies.

This strong relative performance reflects the dedicated research efforts undertaken by the investment team during the first half of 2021 to overhaul TEAM's investment philosophy and framework. Central to the process is that the financial market landscape during the next twenty-five years is highly unlikely to resemble that of the past twenty-five years which was an extraordinary period of history, defined by little-to-no inflation, zero interest rates, globalisation, and expanding central bank balance sheets. This is now behind us, with profound consequences for asset allocation. TEAM has responded by expanding our allocation menu to provide more sources of capital growth and income for our clients, whilst always seeking out genuine diversification. We have side-stepped a lot of volatility and downside this year by holding: -

a) Far less equity risk than our peers;

b) Zero conventional sovereign and investment grade bonds until Q4 2022 (until that point they represented 'return-free risk');

c) Consistent exposure to energy commodities, the standout sector of 2022; and

d) Healthy levels of cash, which has re-emerged as a strategic asset class after years in the wilderness.

Whilst TEAM Asset Management remains loss making, the path to break even is clear. Additional fee revenue will not require significant increases in costs. I am confident, given the investment performance and more focused and resourced business development, that we can achieve this. A Group Revenue committee has been established and we are encouraged by the asset flows coming from new and existing IFA clients.

With our entrepreneurial culture, we expect to continue to attract relationship managers as well as to identify further acquisition opportunities. The business is well placed to scale as it benefits from building its performance track record acquisition opportunities. The business is well placed to scale as it benefits from building its performance track record and attracts new clients and talent. We look forward to better opportunities ahead in 2023.

Treasury Services

JCAP, our Treasury Services business, has benefited from increased focus on cash advisory services as interest rates have increased. The Bank of England raised interest rates 9 times since December 2021 and the base rate now stands at 3.5%. It is forecast to increase further and rates are expected to remain elevated in the UK, Eurozone and US into 2024.

We continue to extend our client base into the institutional and particularly Jersey trust market and have identified a number of significant opportunities, all helped by the "tailwind" of higher interest rates.

Financial Advice and Consultancy

Concentric and Omega are significantly integrated into the Group as we had been working closely with the respective teams and jointly planning projects as we awaited regulatory approvals. Much of the work to identify revenue and costs synergies, improve controls and improve client outcomes within these businesses has been started. There are clear revenue synergies and clients will be able to benefit from group investment management services. We anticipate that recruitment to meet both client demand and succession planning will be one of the biggest challenges that we need to address. However, we think that the entrepreneurial business environment we offer will be appealing to experienced practitioners and experienced staff have already been brought into the business.

Acquisitions

Part of our growth strategy is to identify both targeted and opportunistic acquisitions to enhance the range and quality of services that we offer. In August 2022, we were able to complete the acquisition of Omega, a Jersey-based IFA specialising in retirement planning, mortgage advice, life assurance and bespoke investment advisory services for a headline consideration of £4 million. Somewhat frustrating was the time it took to receive regulatory approval which impacted the Group's financial results for the year ended 30 September 2022. We are working through a remediation exercise over certain historic control and management matters identified by the Jersey Financial Services Commission ("JFSC"). Against this, Omega has continued to deliver strong financial results, but unfortunately we were only able to include two months' trading in these results.

In the same month, we completed the acquisition of Concentric, a Jersey based financial planning and investment consultancy business focused on higher net-worth individuals both in Jersey and internationally. It is a very well managed business with strong processes and procedures, particularly regarding compliance, which will be used to strengthen the operating models of Omega and potentially other advisory businesses that we may acquire internationally.

ESG

Turning to ESG, our growing collaboration with BlackRock, a globally recognised analytics and reporting provider, has been very well received by existing and potential clients. BlackRock gives TEAM point-in-time analytics and reporting capabilities for our investment models. In addition to stand alone risk reporting and scenario analysis that seeks to measure the potential impact of disruptive events on our models, a key feature is our ability to extract an overall ESG score for each model, in addition to standalone 'E', 'S', and 'G' scores. For clients with specific ESG preferences or needs that may deviate slightly from TEAM's core investment model offering, we can build tailored solutions and provide an external reporting capability to ensure expectations are being met.

TEAM Plc is a Jersey based company and we look to contribute to our community in a meaningful manner. This year we again supported the Jersey Action Against Rape fundraising competition, and the "Borrow a Bucket" initiative showing Jersey as an environmentally friendly destination that also has "Impact" initiatives.

Ambition

TEAM is building a new wealth, asset management and complementary financial services group. With a focus on the UK, Crown Dependencies and International Finance Centres, our strategy is to build local businesses of scale around our core skill of providing investment management services. In May 2022, we raised £2.7m from new and existing shareholders to fund acquisitions and working capital. The acquisitions of Omega and Concentric have enhanced our range of products and broadened our financial advice services increasing the scale of our addressable market. We will continue to look to grow our adviser presence organically by recruitment and via acquisition. We have been and are actively engaged in many conversations. The Group continues to aim for its target of completing two acquisitions per financial year, of increasing scale, and I am confident that this will be achieved.

I believe that we have a settled, experienced management team with depth, and are at the beginning of our "path to progress." I very much look forward to making further progress in the coming year while remaining mindful of the continuing macro-economic turbulence and market volatility. I remain confident in the Group's longer-term prospects and the value we are building.

Looking forward

Since our IPO, and in keeping with the commitments that we made at that time, we have taken every opportunity to develop and grow our business to enhance our services for clients.

We will continue to seek opportunities to enable us to work towards our goal to become a leading wealth and asset management business both in Jersey as well as internationally. We have deep experience as a management team on integrating acquisitions and identifying ways to enhance revenue growth across the Group. Our ethos is entrepreneurial - our team is energetic and excited by the potential of being involved at the inception of a fast-growing future leader in the sector. I would like to thank the team for their commitment and hard work over the period and look forward to continued collaboration and success.

We expect to bring potential acquisitions to enhance TEAM and deliver the business plan to our shareholders, and further equity funding will be required to complete these transactions, and to fund the expected working capital requirements we forecast in the coming 12 months.

We look to build resilience, be courageous in our ambitions, establish new clients and business lines, continue to grow and improve our technology resources in a fast-moving world, and lastly develop, and grow our existing and new potential colleagues. Staff retention is about providing opportunity and support. We look to offer fulfilling careers across a diverse range of candidates and roles.

I very much look forward to the coming year while remaining mindful of the continuing macro-economic turbulence and market volatility. I remain confident in the Group's longer-term prospects and the value we are building. This confidence has been, and will continue to be, evidenced by my ongoing purchase of TEAM Plc shares.

Mr J M Clubb

Executive Chair

9 January 2023

Performance and Strategic Report

Introduction

The Directors present their Strategic Report on the Group for the year ended 30 September 2022.

Overview

The Directors' aim is to provide long term capital appreciation for Shareholders by building a profitable and sustainable business. Growth will be sought through winning new clients and targeted acquisitions, underpinned by investment in the support infrastructure.

The overall strategy is to promote the continued development of the Group into a leading wealth and asset management business. It is expected that the Group's growth will be achieved through:

- an acquisition driven strategy to bring into the Group complementary offshore and onshore wealth and asset management businesses;
- a focus on delivering revenue and cost synergies, leveraging our increasing scale and breadth of services to gain a greater share of client wallet and economies of scale for clients and the Group.
- identifying complementary services such as specialist funds, cash management, and corporate services.
- the expansion into complementary locations - onshore UK, Crown Dependencies, other International Finance Centres, and
- AUM growth through team and selective hires and targeted business development.

The Directors believe that the successful execution of a buy and build strategy to acquire incremental scale is likely to have the most meaningful impact on the future value of the Group. The Directors believe that there are a number of asset managers who are significantly underperforming due to a variety of factors, including poor management, poor investment performance, increased regulatory and technology requirements, lack of capital and strategic vision.

Key Performance Indicators (KPIs)

As TEAM is in the initial stages of delivering the strategic plan for the business, the Board has yet to set longer term measures for the assessment of the performance of the business.

The key targets for the Directors are to:

- manage the business with a high standard of corporate governance;
- improve the operating performance of the Group to a cashflow positive position;
- build the business to scale within Jersey, which we define as AUM of over £500m and an operating surplus;
- integrate and deliver the cost and revenue synergies identified in the acquired businesses, and
- build and convert our pipeline of acquisition opportunities. This will enable the Directors to reapproach the shareholder base and potential investors for further funding to continue the Group's inorganic growth plans. A necessary part of further acquisitions will be raising additional financing, which is expected to be required for any further acquisitions to be made by the Group.

These measures, along with revenue, cost and profitability measures, will be developed into longer term KPIs for the business, to which future Board remuneration will be aligned.

Principal risks and uncertainties

Risk appetite is established, reviewed, and monitored by the Board. The Group, through the operation of its Committee structure, considers all relevant risks and advises the Board as necessary. The Group and each operating entity maintains a comprehensive risk register as part of its risk management framework encouraging a risk-based approach to the internal controls and management of the Group.

The Group seeks to ensure that its risk management framework and control environment is continuously evolving which the Board monitors on an ongoing basis.

Liquidity and capital risk: the Group's focus is on bringing the business to a positive cash flow position, whilst implementing its growth strategy. Before this goal is reached, the availability of sufficient liquid resources to meet the operating requirements of the business, and any deferred payments due to vendors of businesses to the Group, are closely monitored and a key element of any investment decisions taken.

Operational risk: operational risk is the risk of loss to the Group resulting from inadequate or failed internal processes, people, and systems, or from external events. Each trading entity conducts a business risk assessment to identify all risks faced, and to put in place effective mitigating controls and procedures. These are reviewed regularly.

Business continuity risk: the risk that serious damage or disruption may be caused as a result of a breakdown or interruption, from either internal or external sources, to the business of the Group. This risk is mitigated in part by the Group having business continuity and disaster recovery arrangements.

Credit risk: the Board takes active steps to minimise credit losses, including the close supervision of credit limits and exposures, and the proactive management of any overdue accounts. Additionally, risk assessments are performed on an ongoing basis on all deposit taking banks and custodians and our outsourced relationships.

Non-compliance with laws and regulations risk: the Group has Compliance and Operations functions resourced with appropriately qualified and experienced individuals. The Directors monitor changes and developments in the regulatory environment and ensure that sufficient resources are available for the Group to implement any required changes.

S.172 Statement

As a Jersey company, TEAM plc does not fall under the UK Companies Act 2006 (the "CA 2006"), but we do follow the requirements under section 172 CA 2006 by which the Directors have a duty to promote the success of the Company for the benefit of shareholders as a whole. In doing so, the Directors have regard to the likely consequences of any decision in the long-term; the desirability of the Company for maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the Company.

In this context, the Company is proposing to seek new revenue opportunities in developing an asset and wealth management business. The Board considers that its primary stakeholders are shareholders, employees, clients, suppliers and regulators. We set out below how we engage with our stakeholders:-

Shareholders - contact with our shareholders is through a number of avenues which include the Annual Report, Annual General Meeting, one-to-one meetings and telephone conversations. Matters under discussion include strategy and its execution and generating strong returns.

Employees - the Board engages with employees through a variety of methods, including regular face-to--face meetings with the management teams of the operating entities. The executive Directors are more actively engaged with the relatively small number of staff, all of whom (bar the CFO) live and work on Jersey, and are known personally to the management team.

Clients - the Company through its subsidiaries aims to provide investment products and advisory services that meet the needs of its clients. The Company's subsidiary management teams update the Board on a regular basis on matters of client service and performance, and new client requirements.

Suppliers - the Company places reliance on external third party providers for certain activities and services. The selection process and engagement with these parties is undertaken by senior management to ensure the smooth operation and delivery of services to the Company.

Regulators - three of the Company's subsidiaries are regulated by the JFSC. Regular ongoing communication with the JFSC is maintained by the boards of the respective operating companies, and regular management information is supplied as required. All Board members and key individuals of the regulated entities are approved in their roles by the JFSC.

The Performance and Strategic Report on pages 9 - 11 has been approved by the Board and signed on its behalf.

Mr M C Moore

CFO and COO

9 January 2023

Financial Overview

A summary of the Group's performance for the financial year is set out below:

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Revenues	**2,120**	1,469
Cost of sales	**(414)**	(267)
Operating expenses	**(3,271)**	(2,994)
Operating loss	**(1,565)**	**(1,742)**
Operating loss before exceptional items	***(1,436)***	*(1,052)*
Exceptional items	***(129)***	*(690)*
Operating loss after exceptional item	**(1,565)**	**(1,742)**
Other income and charges	**(23)**	(9)
Loss before tax	**(1,588)**	**(1,751)**
Tax	**64**	45
Loss after tax	**(1,524)**	**(1,706)**

Adjusted EBITDA, excluding exceptional items, is set out below:

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Loss after tax	**(1,524)**	**(1,706)**
Interest	**23**	9
Tax	**(64)**	(45)
Depreciation	**81**	60
Amortisation of intangible assets	**543**	104
EBITDA	**(941)**	**(1,488)**
IPO related expenses*	**-**	449
Acquisition related expenses**	**129**	241
Adjusted EBITDA	**(812)**	**(798)**

Notes:

*On 8 March 2021 TEAM plc shares were admitted to trading on AIM, costs relating to this exercise are treated as exceptional.

** These are third party charges relating to the acquisitions of Omega and Concentric in 2022 and Theta, JCAP and Omega and the potential offer for Tavistock plc in 2021.

Financial analysis

The results for the year to 30 September 2022 when compared to the prior year are as follows:

RevenueS

Total revenues rose 44% to £2.1m (FY 21: £1.5m) with a significant increase from the first full year of contribution from JCAP and two months' contributions from Omega and Concentric.Team's run rate revenue (the annualised revenues the Group would report if the AUM and fee rates remained static at the level shown at 30 September 2022) was £3.7m (FY 21: £2.0m), with a run rate revenue margin of 0.58% (the ratio of annualised revenues excluding Treasury Services to client assets) (FY 21: 0.44%).
Investment and fund management revenues decreased from £1.3m to £1.0m due to lower market values and net outflows principally due to the loss of one large mandate.

Treasury services revenues in 2022 were £0.8m (FY 21: £0.2m for three months only), which on an annualised basis was down from the £1.0m recorded in the 12 months to 30 September 2021. This reduction arose as one-off project fees and brokerage fees received from a partner bank in 2021 did not recur in FY 2022. Additionally, JCAP has raised a claim with a client for non-payment of fees, which is expected to be successful, but until this is settled it is not accruing for fees due.

The two financial advice and consultancy businesses (Omega Financial Services (Jersey) and Concentric Group Limited) were acquired in August 2022 and the revenues of £0.3m (FY21: nil) reflect only two months of income. New business activity was lower than that recorded in previous years by the acquired businesses, reflecting that it was the quieter summer months that were consolidated in Team's audited final results for the year ended 30 September 2022, and that new client activity was low against a background of negative economic and political news.

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Investment and Fund Management	**1,025**	1,283
Financial advice and consultancy	**305**	-
Treasury services	**789**	180
Other	**1**	6
Total	**2,120**	**1,469**

Client assets

Total client assets increased year-on-year by 94% from £297m to £575m as at 30 September 2022. This was primarily through the inclusion of the two acquired financial advice businesses.

	Investment management £'m	**Fund management** £'m	**Financial advice & consultancy** £'m	**Total £'m**
As at 30 Sept 2021	202	94	-	**297**
Inflows	41	32	-	**73**
Outflows	(75)	(14)	-	**(89)**
From acquired businesses	-	0	326	**326**
Other including market performance	(18)	(14)	-	**(32)**
Total AUM at 30 Sept 2022	**151**	**98**	**326**	**575**

Investment management

Fees and commission are earned from investment management services for individuals, trusts, sovereign agencies and corporations. The majority of investment management clients are managed on the Pershing CI platform, with some historic relationships with other third party custodians.

Growth in this division will come from attracting new clients from intermediaries, both from TEAM group companies and external gatekeepers, primarily trustees and third-party financial advisers, and from referrals from existing clients. We also expect to continue to recruit relationship managers with existing client relationships and execute further corporate acquisitions of suitable investment management businesses on Jersey and onshore.

The total Investment Management AUM as at 30 September 2022 was £151m (FY21: £202m), a 25% decrease on the year, of which 9% was asset price related, and the balance from client outflows.

The change in AUM reflected the departure of one client with £40m under management, albeit at a low fee. Client wins of £41m (20% of the opening balance) were pleasing, and a significant increase on FY 2021 (£12m) with increased traction in the larger pools of capital within the Jersey market and with overseas financial advisers.

During the year, we launched our model portfolio services on three retail platforms, and now manage clients' investments via our models on each of these. We have started to see a flow of client assets from our advisory businesses into TEAM models, helped by the increased availability of the portfolios and the strong performance of the models, especially against the peer group. As at 30 September 2022, assets advised and managed within the Group totalled £3m.

Fund management

TEAM manages a range of Liechtenstein domiciled corporate bond funds (the Keox funds), the TEAM International Equity Fund (TIEF), which is a Dublin domiciled UCITS, and the Diversified Multi Asset Income Fund, a Liechtenstein domiciled unitised version of our income model portfolio (DMAIF) that was launched this year. These are managed by the same investment team who manage the investment clients' portfolios.

The FUM of the Keox funds, fell from £90m at 30 September 2021 to £80m at the year end, despite attracting gross inflows of £16m, and a net inflow of more than £2m. The fall in value reflects the difficult year for the asset class which was negatively impacted by higher inflation and interest rates. The share price of the main KEOX ESG Bonds fund declined by 14%, outperforming both its benchmark and the majority of its peer group over the year. The relative outperformance reflects the more defensive duration stance of the fund at a time when bond yields rose sharply.

TIEF was launched in May 2021 and is a long-only global equity fund, managed by Mark Clubb, the Company's Executive

Chair. FUM grew to £5m as at 30 September 2022 from £4m as at 30 September 2021, an increase of 35%. The share price of the fund declined by 8%, versus a benchmark fall of 3%, during the 12 months, but outperformed the majority of its global large-cap equity fund peer group. The fund manager's active, high conviction style aims to outperform over the medium-term and does not seek to track a benchmark.

The Diversified Multi Asset Income fund was launched in July 2022 to give a unitised version of our model portfolio, which better suits some clients' requirements. FUM was £12m as at 30 September 2022 (FY 21: nil).

TEAM does not charge fund management fees where investment clients hold funds managed by TEAM.

Financial advice & consultancy

The financial advice and investment consultancy businesses were acquired in August 2022, and client assets recorded only at the quarter end, so the £326m of client assets are reported as acquired. In future years, we will be able to report on inflows and outflows and market effects.

Expenses

Total expenses rose by 13% to £3.6m (FY 21: £3.2m) with the inclusion of JCAP for a full year (three months in 2021) and Omega and Concentric for two months (nil for 2021).

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Cost of sales	**414**	267
Staff costs	**1,678**	1,335
Non-staff costs	**1,722**	2,299
Adjusted total costs	**3,814**	**3,901**
IPO related expenses	**-**	(449)
Acquisition related expenses	**(129)**	(241)
Total	**3,685**	**3,211**

As at 30 September 2022, the total staff in TEAM was 33, up from 16 at 30 September 2021, and staff costs were up 26% to £1.7m (FY 21: £1.3m). Costs of sales, primarily the cost of the Pershing CI platform in investment management, were 55% higher at £0.4m (FY 21: £0.3m), reflecting a full year of use having started incurring costs in Q3 2021. Non-staff costs, excluding IPO and acquisition related expenses, were flat at £1.6m (FY21 £1.6m), reflecting the focus on cost management across the Group and the delivery of cost synergies from the three acquired businesses.

Omega is subject to enhanced monitoring and review by the JFSC, following the identification of certain historic shortfalls in management controls prior to its acquisition by TEAM. These shortfalls are being remediated, at the cost of the vendor shareholders, by the strengthened management team, and through the roll-out of the operating model used by Concentric.

Exceptional Items

Acquisition related expenses included the legal, regulatory and financial advice fees on the two completed transactions in 2022 and one unsuccessful bid, and legal advice on the revised management incentive plan.

Profits

EBITDA adjusted for IPO and acquisition related expenses was a loss of £0.8m (FY 21: loss £0.8m), an increase of 2%, as the lower revenues in investment management offset the contributions from the full year of ownership of treasury services, and two months' ownership of the financial advice businesses. The run rate adjusted EBITDA at the yearend is a loss of £0.6m (FY 21: £1.4m loss).

Tax

Regulated financial services businesses in Jersey pay a flat corporation tax rate of 10%. The treasury services business is not regulated and has a nil tax rate. The increased tax recovery in the year reflects the higher taxable losses in the period.

Earnings per share

The headline loss per share decreased to 7.9p from 15.2p, a 48% reduction. The adjusted loss per share decreased 42% to 4.2p from 7.1p.

Cash Flows

Cash decreased to £1.7m (FY21: £4.9m) as cash operating losses of £1.1m were funded (FY 21: £1.5m) and cash payments of £3.5m (FY 21: £1.6m) were made for acquired businesses.

Statement of Financial Position

Net assets increased by 15% to £8.5m (FY 21: £7.4m), following the issue of new shares for £2.7m (FY 21: £9.6m) less the £1.5m of retained losses (FY 21: £1.7m).

Going concern

The Directors have prepared financial projections along with sensitivity analyses of reasonably plausible alternative outcomes, covering clients and assets, cost inflation and take up of group services. The forecasts demonstrate that the Directors have a reasonable expectation that the Group will require additional financial resources to meet the cash-settled deferred consideration liabilities due in the financial year ending 30 September 2023 (£0.8m). This liquidity position has been exacerbated by the challenging market conditions, with falls in asset prices, and cost inflation, especially in salaries, moving the business away from generating a cash profit from the current operations of the Group. The requirement for additional fundraising has been highlighted as a feature of the business model for TEAM in the initial years on the business plan. The placing and subscription in May 2022 which raised £2.7m for the acquisition of Concentric saw a high level of follow on investment from the Company's institutional and private shareholders, and certain Board members. It is this support from the current shareholders, and the expectation that further earnings enhancing acquisitions will be brought to current and potential shareholders for equity financing in the coming financial year, that gives the Board sufficient confidence to consider the financial position to not meet the test for material uncertainty, and for the going concern basis to be appropriate for the accounts.

Dividends

The Board does not propose to pay a dividend in respect of the financial year ended 30 September 2022 (FY 21: £nil).

Mr M C Moore

CFO and COO

9 January 2023

Corporate Governance

The Board recognises the importance of sound corporate governance and has adopted the Corporate Governance Guidelines for Smaller Quoted Companies published in 2018 by the Quoted Companies Alliance (the "QCA Code"). The Directors anticipate that whilst the Company will continue to comply with the QCA Code, given the Group's size and plans for the future, it will also endeavour to have regard to the provisions of the UK Corporate Governance Code as best practice guidance to the extent appropriate for a company of its size and nature.

Below are the 10 key governance principles as defined in the QCA Code and details of how TEAM plc addresses each of these principles.

1. *Establish a strategy and business model which promotes long-term value for shareholders*

How it should be applied:

The Board must be able to express a shared view of the Company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the Company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the Company from unnecessary risk and securing its long-term future.

How the Company applies it:

The Board is responsible for the Group's strategy. The operation of the Board is documented in a formal schedule of matters reserved for its approval which is reviewed annually. This includes the Group's strategic aims and objectives. Further, the Group's strategy is explained fully within our Strategic Report.

2. *Seek to understand and meet shareholder needs and expectations*

How it should be applied:

Directors must develop a good understanding of the needs and expectations of all elements of the Company's shareholder base.

The Board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.

How the Company applies it:

The Board is committed to regular shareholder dialogue with both its institutional and retail shareholders.

The principal opportunity for the Board to meet shareholders is at the Company's AGM, which shareholders are encouraged to attend.

The Company also has a dedicated email address which investors can use to contact the Company. The CEO is responsible for reviewing all communications received from shareholders and determining the most appropriate response.

3. *Take into account wider stakeholder and social responsibilities and their implications for long-term success*

How it should be applied:

Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The Board needs to identify the Company's stakeholders and understand their needs, interests and expectations.
Where matters that relate to the Company's impact on society, the communities within which it operates or the environment have the potential to affect the Company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the Company's strategy and business model.

Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.

How the Company applies it:

The Directors believe that, in addition to its shareholders, the main stakeholders of the Company are its clients, its employees, the communities in which it operates and its two regulatory bodies (the London Stock Exchange, and the Jersey Financial Services Commission).

The Company acts with integrity, focuses on creating results and importantly values people - from its members of staff to those who form the communities it engages with.

The Company dedicates significant time to understanding and acting on the needs and requirements of each of these Groups by way of meetings dedicated to obtain feedback.

The Directors are available to discuss any matter stakeholders might wish to raise.

4 . *Embed effective risk management, considering both opportunities and threats, throughout the organisation*

How it should be applied

The Board needs to ensure that the Company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including the Company's supply chain, from key suppliers to end-customer.
Setting strategy includes determining the extent of exposure to the identified risks that the Company is able to bear and willing to take (risk tolerance and risk appetite).

How the Company applies it

The Board is responsible for determining the nature and extent of significant risks that may have an impact on the Group's operations, and for maintaining a risk management framework. The Board is responsible for the management of risk and regularly carries out a robust assessment of the principal risks and uncertainties affecting the Group's business, discussing how these could affect operations, performance and solvency and what mitigating actions, if any, can be taken. There is an annual review of the business risk assessments.

5. *Maintain the Board as a well-functioning, balanced team led by the Chairman*

How it should be applied

The Board members have a collective responsibility and legal obligation to promote the interests of the Company and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the Chairman of the Board.

The Board (and any Committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.

The Board should have an appropriate balance between executive and non-executive Directors and should have at least two independent non- executive Directors. Independence is a Board judgement.

The Board should be supported by Committees (e.g. audit, remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.

How the Company applies it

The Board is responsible for the overall management of the Group including the formulation and approval of the Group's long-term objectives and strategy, the approval of budgets, the oversight of Group operations, the maintenance of sound internal control and risk management systems and the implementation of Group strategy, policies and plans. While the Board delegates specific responsibilities, there is a formal schedule of matters specifically reserved for decision by the Board. Such reserved matters include, amongst other things, approval of significant capital expenditure, material business contracts and major corporate transactions. The Board meets regularly to review performance.

The QCA Code recommends at least two members of the Board comprise Non-executive Directors determined by the Board to be independent. The Board is comprised of five Directors, of whom two are executive and three are non-executive. The Board considers all three of the Non-executives, to be independent and, as such, the Company complies with the requirements of the QCA Code in this regard.

independent and, as such, the Company complies with the requirements of the QCA Code in this regard.

The Board recognises that the QCA states that save in exceptional circumstances, a chairman should not also fulfil the role of chief executive. The Company does not have a Chief Executive, but relies on Mr J M Clubb as Executive Chair and Mr M C Moore as Chief Financial Officer and Chief Operating Officer to fulfil the duties of a Chief Executive. The Board believes this is appropriate due to the Company having limited financial and operational scale at present. The role and responsibilities of Mr J M Clubb and Mr M C Moore are supported by shareholders. The Board however intends to appoint a Chief Executive in the future, at the appropriate moment, and the role of Mr J M Clubb as an executive Director will be reviewed. The Company is committed to having a majority of independent Directors at all times.

With effect from Admission, the Board has established an audit and risk Committee (the "Audit and Risk Committee"), a nomination Committee (the "Nomination Committee") and a remuneration Committee (the "Remuneration Committee") with formally delegated responsibilities.

6. *Ensure that between them the Directors have the necessary up-to-date experience, skills, and capabilities*

How it should be applied

The Board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The Board should understand and challenge its own diversity, including gender balance, as part of its composition.

The Board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a Board.

As companies evolve, the mix of skills and experience required on the Board will change, and Board composition will need to evolve to reflect this change.

How the Company applies it

The experience and knowledge of each of the Directors gives them the ability to constructively challenge strategy and to scrutinise performance.

Mr J M Clubb brings leadership, sector expertise and experience of substantially growing small businesses. Mr M C Moore brings sector expertise, financial and operational leadership, and experience of acquisition led growth strategies. Mr L P C Taylor, Mr M M Gray and Mr D J K Turnbull bring additional strategic, regulatory, commercial, transaction and leadership experience which will be invaluable as the Board pursues the Company's growth strategy and continues to develop the Group.

Directors are expected to attend all meetings of the Board, which will all be held in Jersey, and the Committees on which they sit, and to devote sufficient time to the Group's affairs to enable them to fulfil their duties as Directors. In the event that Directors are unable to attend a meeting, their comments on papers to be considered at the meeting will be discussed in advance with the Chair so that their contribution can be included in the wider Board/Committee discussion.

The Company Secretary ensures that all Directors are kept abreast of changes in relevant legislation and regulations, with the assistance of the Company's advisers where appropriate. The Executive Directors are subject to the Company's performance development review process through which their performance against predetermined objectives is reviewed and their personal and professional development needs considered. The Directors are encouraged to raise any personal development or training needs with the Chair.

7. *Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement*

How it should be applied

The Board should regularly review the effectiveness of its performance as a unit, as well as that of its Committees and the individual Directors.

The Board performance review may be carried out internally or, ideally, externally facilitated from time to time.

The review should identify development or mentoring needs of individual Directors or the wider senior management team.

It is healthy for membership of the Board to be periodically refreshed. Succession planning is a vital task for

Boards. No member of the Board should become indispensable.

How the Company applies it
A process of formal annual Board evaluation took place during the period. In addition, the Non-executive Directors met, without the Chair present, to evaluate his performance.

The Nomination Committee is required to give recommendations to the Directors where there are vacancies or where it is felt that additional Directors should be appointed. For new appointments the search for candidates is conducted, and appointments are made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board.

8. Promote a corporate culture that is based on ethical values and behaviours

How it should be applied
The Board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset and a source of competitive advantage.

The policy set by the Board should be visible in the actions and decisions of the Chief Executive and the rest of the management team. Corporate values should guide the objectives and strategy of the Company.

The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the company.

The corporate culture should be recognisable throughout the disclosures in the Annual Report, website and any other statements issued by the Company.

How the Company applies it
The Board monitors and promotes a healthy corporate culture and has considered how that culture is consistent with the Company's objectives, strategy and business model and with the description of principal risks and uncertainties.

The Board has considered and assessed the culture as being inclusive, transparent and collaborative with appropriate behaviours. The Group has a Code of Conduct, an Anti-bribery and Corruption Policy, and policies and procedures relating to whistleblowing stating the Company's commitment to conducting its business with honesty and integrity, its expectation that staff will maintain high standards, and encouraging prompt disclosure of any suspected wrongdoing. All such policies are available to view in the staff handbook.

The terms of reference of the Audit Committee include reviewing the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and keeping under review the Company's procedures.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

How it should be applied
The Company should maintain governance structures and processes in line with its corporate culture and appropriate to its:

- size and complexity; and
- capacity, appetite, and tolerance for risk.

The governance structures should evolve over time in parallel with its objectives, strategy, and business model to reflect the development of the Company.

How the Company applies it
The Board has an established Audit, Remuneration, Risk and Nomination Committees which meet regularly in accordance with their terms of reference. The details of these Committees, including their terms of reference and composition, are set out in our website. This detail also includes the roles and responsibilities of each of the Directors.

The matters reserved for the Board, are set out in the Board Terms of Reference, and can be summarised as follows:

- Reviewing, approving, and guiding corporate strategy, major plans of action, risk appetite and policies, annual budgets and business plans; setting performance objectives; monitoring.

- Implementation and corporate performance; and overseeing major capital expenditures, acquisitions and disposals.
- Monitoring the effectiveness of the Company's governance arrangements and practices, making changes as needed to ensure the alignment of the Company's governance framework with current best practices.
- Ensuring that appointments to the Board or its Committees are effected in accordance with the appropriate governance process.
- Monitoring and managing potential conflicts of interest of management, Board members, shareholders, external advisors, and other service providers, including misuse of corporate assets and abuse in related party transactions; and overseeing the process of external disclosure and communications.
- The Board is also responsible for all other matters of such importance as to be of significance to the Group as a whole because of their strategic, financial, or reputational implications or consequences.

At this stage the Board believes that the governance framework is appropriate for a Company of its size, but it continues to keep this under review.

10. *Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders*

How it should be applied

A healthy dialogue should exist between the Board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the Company.

In particular, appropriate communication and reporting structures should exist between the Board and all constituent parts of its shareholder base. This will assist:

- the communication of shareholders' views to the Board; and
- the shareholders' understanding of the unique circumstances and constraints faced by the Company.

It should be clear where these communication practices are described (Annual Report or website).

How the Company applies it

The Company is committed to open dialogue with all its stakeholders. The Executive Chair liaises with the Company's principal shareholders, regulators and, where appropriate, clients and relays their views to the wider Board.

On the Company's website, www.teamplc.co.uk, shareholders can find all historical regulatory announcements, Interim Reports and Annual Reports. Annual General Meeting Circulars are posted directly to all registered shareholders or nominees and results of Annual General Meeting votes are also published on the Company's website. As described earlier, the Company also maintains email and phone contacts which shareholders can use to make enquiries or requests.

The Non-executive Directors are available to discuss any matter stakeholders might wish to raise, and the Executive Chair and Non-executive Directors will attend meetings with investors and analysts as required.

Following the Company's AGM, the results of all votes will be made available on its website.

By order of the Board

Mr M C Moore
CFO and COO
9 January 2023

The Board and its Committees

The Board is responsible for the overall management of the Group including the formulation and approval of the Group's long-term objectives and strategy, the approval of budgets, the oversight of Group operations, the maintenance of sound internal control and risk management systems and the implementation of Group strategy, policies and plans. While the Board may delegate specific responsibilities, there will be a formal schedule of matters specifically reserved for decision by the Board. Such reserved matters will include, amongst other things, approval of significant capital expenditure, material business contracts and major corporate transactions. The Board meets regularly to review performance material business contracts and major corporate transactions. The Board meets regularly to review performance.

The QCA Code recommends at least two members of the Board comprise Non-executive Directors determined by the Board to be independent. The Board is comprised of five Directors, of whom two are executive and three are non-executive. The Board considers all three of the Non-executive Directors to be independent and, as such, the Company complies with the requirements of the QCA Code in this regard.

The Board recognises that the QCA states that save in exceptional circumstances, a Chairman should not also fulfil the role of Chief Executive. The Company does not have a Chief Executive, but relies on Mr J M Clubb as Executive Chair and Mr M C Moore as Chief Financial Officer and Chief Operating Officer to fulfil the duties of a Chief Executive. The Board believes this is appropriate due to the Company having limited financial and operational scale at present. The roles and responsibilities of Mr J M Clubb and Mr M C Moore are supported by shareholders. The Board, however, intends to appoint a Chief Executive in the future, at the appropriate moment, and the role of Mr J M Clubb as an executive Director will be reviewed. The Company is committed to having a majority of independent Directors at all times.

The Board has established an audit and risk Committee (the "Audit and Risk Committee"), a nomination Committee (the "Nomination Committee") and a remuneration Committee (the "Remuneration Committee") with formally delegated responsibilities. The reports of the chairs of these Committees are as follows:

The Audit and Risk Committee

The Audit and Risk Committee is chaired by Philip Taylor. Its other members are Michael Gray and David Turnbull, with Matthew Moore in attendance.

The Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported on.

The Committee received and reviewed reports from the Company's management and auditor for the annual accounts and the accounting and internal control systems in use throughout the Group. Further, the Committee advises the Board on the Group's overall risk appetite and strategy, the risk assessment processes, including in relation to compliance functions, and assisting in overseeing implementation of the adopted strategy.

The Committee meets at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required. The Committee has unrestricted access to the Company's auditor.

The principal areas of focus during the year included the following items:

1. Reviewed the terms of reference for the Committee to monitor the Committee's compliance.
2. Reviewed the internal control and compliance procedures, including monitoring of progress on matters requiring improvement.
3. Review of the Interim and Annual Report and financial statements.
4. Approval of the management representation letter.
5. Review of the financial projections and related funding requirements of the Group.
6. Review of the independence of the auditor, their fees and engagement letter.
7. The Committee discussed the Audit Plan, the auditor's report and significant issues arising during the audit with the auditor.

Role of the external auditor

The Committee monitored the relationship with the external auditor, Grant Thornton Channel Islands, to ensure their independence and objectivity. Based on that assessment, the Committee recommended to the Board the re-appointment of Grant Thornton Channel Islands. In assessing independence and objectivity, the Committee considered the level and nature of services provided by Grant Thornton Channel Islands as well as confirmation from them that they have remained independent within the meaning of the IESBA Code of Ethics.

The auditor did not carry out any non-audit services during the year.

Audit process

The external auditor prepared an Audit Plan for the Committee's review and audit of the full year financial statements. The audit plan set out the scope of the audit, areas to be tested and audit timetable. Following the audit, the auditor presented their findings to the Audit Committee. No major areas of concern were highlighted by the auditor during the year.

Internal audit

The Group assessed the need for an internal audit function and considered that in the light of the existing control environment within the business, there is currently no requirement for a separate internal audit function

Mr L P C Taylor
Chairman of the Audit & Risk Committee
9 January 2023

Nomination Report

The Nomination Committee is chaired by David Turnbull and its other members are Philip Taylor, Michael Gray and Mark Clubb. Matthew Moore acts as its Secretary.

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition of the Board. It is responsible for, and evaluates, the balance of skills, experience, independence and knowledge of the Board, its size, structure and composition, retirements and appointments of additional and replacement Directors, and will make appropriate recommendations to the Board on such matters. The Nomination Committee also considers succession planning, taking into account the skills and expertise that will be beneficial to the Board in the future.

The Committee met in October 2022. It reviewed the terms of reference then discussed and confirmed the individual and collective suitability of Board members. It was agreed that the Board had operated effectively, that the Executive had performed well and that the Non-Executives had provided appropriate challenge and guidance. It was also agreed that the size of the Board was commensurate with the current size of the business and that the composition provides TEAM with a balanced, experienced, knowledgeable and informed group of Directors who bring strategic experience, foresight and challenge to the Executive and, as such, no changes were necessary at this time to its membership. The Committee reviewed succession planning and agreed that the current plan was sensible and appropriate, but that it must be reviewed on a regular basis as the Group grows. The Committee noted that it takes into account the diversity or otherwise of the Board and will continue to do so.

The Annual Board Effectiveness review was introduced and conducted in the form of a confidential questionnaire completed by each Director. This provided an opportunity for each of the Directors to comment anonymously on various themes, including Board composition, function and capabilities, strategy, performance of the Company and individuals, governance and organisation, team dynamics and alignment of the Board and Executive team, the processes and procedures of the Board and the performance of themselves and their colleagues. The responses were mostly positive and consistent with the findings at the Committee meeting. However, there are areas that should be enhanced as the Company grows, particularly Group risk assessment, including worst case scenario and crisis management, long term succession planning and Board composition as current Board members approach their reappointment date. The feedback was collated by the Chairman of the Nomination Committee, will be discussed in detail at the next Board Meeting and an action plan agreed to address the issues.

Mr D J K Turnbull
Chairman of the Nomination Committee
9 January 2023

Remuneration Report

The Directors present the Directors' Remuneration Report (the "Remuneration Report") for the financial year ended 30 September 2022.

Composition and Role of the Remuneration Committee

As detailed within the Corporate Governance report, the Board has established a Remuneration Committee which currently consists of all the Non-Executive Directors, chaired by Mr M M Gray.

The Committee determines and agrees with the Board the framework and policy of Executive remuneration and the associated costs to the Group and is responsible for the implementation of that policy. The Committee determines the specific remuneration packages for each of the Executive Directors and no Director or Senior Executive is involved in any decisions as to their own remuneration. The Committee has access to information and advice provided by the Executive Chairman and the CFO and has access to independent advice where it considers it appropriate. The Committee meets at least twice a year.

This report explains how the Group has applied its policy on remuneration paid to Executive Directors.

Framework and Policy on Executive Directors' Remuneration

The Group's remuneration policy is designed to provide competitive rewards for its Executive Directors, taking into account the performance of the Group and the individual Executives, together with comparisons to pay conditions throughout the markets in which the Group operates. It is the aim of the Committee to attract, retain and motivate high calibre individuals with a competitive remuneration package. It is common practice in the industry for total remuneration to be significantly influenced by bonuses.

The Committee takes the remuneration and employment conditions of its broader employee population into account when setting the remuneration policy for its Executive Directors. The Committee also considers its responsibilities to its shareholders and wider economic environment and market developments.

The remuneration packages are constructed to provide a balance between fixed and variable rewards. Therefore, remuneration packages for Executive Directors normally include basic salary, bonuses, benefits in kind and share based rewards. In agreeing the level of basic salaries and annual bonuses, the Committee takes into consideration the total remuneration that Executives could receive.

Basic Salary

Basic salaries are reviewed on an annual basis or following a significant change in responsibilities. The Committee seeks to establish a basic salary for each Executive determined by individual responsibilities and performance, cognisant of comparable salaries for similar positions in companies of a similar size in the same market.

Incentive Arrangements

Bonuses

These are designed to reflect the Group's performance, taking into account the performance of its peers, the market in which the Group operates and the Executive's contribution to that performance.

Performance related contractual incentive scheme

These are designed to reward performance by the Executive Directors.

Share based rewards

The Group does not have any options nor an Employee Share Ownership Trust (ESOT).

Other Employee Benefits

Depending on the terms of their contract, the Executive Directors are entitled to a range of benefits, including contributions to individual personal pension plans, private medical insurance and life assurance.

Service Contracts and Notice Periods

The Executive Directors are employed on rolling contracts subject to six months' notice from either the Executive or the Group, given at any time.

Service contracts do not provide explicitly for termination payments or damages, but the Group may make payments in lieu of notice. For this purpose, pay in lieu of notice would consist of basic salary and other relevant emoluments for the relevant notice period excluding any bonus.

External Appointments undertaken by Executive Directors

In the Committee's opinion, experience of other companies' practices and challenges is valuable for the personal development of the Group's Executive Directors and for the Company. It is therefore the Group's policy to allow Executive Directors to accept Non-Executive Directorships at other companies, provided the time commitment does not interfere with the Executive Directors' responsibilities within the Group. Fees are retained by the individual Executive Director.

Non-Executive Directors

All Non-Executive Directors have a letter of appointment for an initial period of thirty six months and thereafter on a rolling basis subject to three months' notice by either the Non-Executive Director or the Group, given at any time.

In the event of termination of their appointment, they are not entitled to any compensation.

Non-Executive Directors' fees are determined by the Executive Directors having regard to the need to attract high calibre individuals with the right experience, the time and responsibilities entailed, and comparative fees paid in the market in which the Group operates. They are not eligible for pensions.

Management Incentive Plan ("MIP")

On 12 May 2022. the Company set up the TEAM plc MIP in order to ensure selected employees of the Company are well motivated and identify closely with the success of the Group. The Company's remuneration Committee committed to make decisions about participation, size and timing of awards following the IPO of the Company.

Following consultation with major shareholders, the Remuneration Committee agreed to proceed with grants under the MIP, but with amended participation, size and timing from that set out at the IPO. In summary the grants will be as follows:

- Matthew Moore, CFO and COO, 650 shares, equivalent to 6.5% of the issued capital in TEAM Midco Limited.
- One-third of the MIP will be set with reference to the TEAM plc share price, with full pay out where the share price is twice the Subscription Price of 60p.
- Two-thirds of the scheme will be set with reference to the TEAM plc market capitalisation, with full pay out where the market capitalisation is equal to or exceeds £40m.
- A holding period of 12 months is required for any Ordinary Shares issued under the MIP. Previously, there were no holding periods under the MIP.

Directors' Emoluments

The remuneration of each Director as listed on page 54, in the Company Information section, during the year ended 30 September 2022 is set out below:

	Salary	Benefits	Bonus	**Year ended 30 Sept 2022**	Year ended 30 Sept 2021	**Pension Contribution year ended 30 Sept 2022**	Pension Contribution Year ended 30 Sept 2021
	£	£	£	**£**	£	**£**	£
Executive							
J M Clubb	118,750	3,322	20,000	**142,072**	89,436	**9,500**	4,667
M Moore *	160,000	8,468	40,000	**208,468**	138,270	**12,792**	7,467
Non-Executive							
L P C Taylor *	25,000	-	-	25,000	14,581	-	-
M M Gray *	25,000	-	-	25,000	14,581	-	-
D J K Turnbull *	25,000	-	-	25,000	14,581		-
L Smith ***	-	-	-	**-**	3,750	-	-
L Trevellyan **	-	-	-	**-**	4,166	-	-
A Stanton ***	-	-	-	**-**	2,085	-	-
	353,750	**11,790**	**60,000**	**425,540**	**281,450**	**22,292**	**12,134**

Notes:

* appointed 1 March 2021

** resigned 27 January 2021

*** resigned 1 March 2021

The highest paid Director for 2022 was Mr M C Moore receiving emoluments of £208,468 (FY21: M C Moore £138,270).

Mr J M Clubb has a salary of £250,000, of which he has elected to waive half, ahead of the Group generating a positive cash flow.

Directors' Interests in Management Incentive Plan shares

Director	Total **30 Sept 2022 No.**	Total 30-Sep-21 No.
J M Clubb	-	375
M C Moore	650	438
	650	**813**

The management incentive plan does not qualify as an employee share option scheme as the shares were purchased at fair value. There are no voting rights attached to these shares.

Introduction
The Directors present their report and the consolidated financial statements for TEAM plc (the"**Company**") and its subsidiaries (the "**Group**") for the year ended 30 September 2022.

Results
The financial statements are set out on pages 42 to 66.

Dividend
The Directors do not propose to pay a dividend for the year ended 30 September 2022 (FY21: £nil).

Capital Structure
Full details of the issued share capital, along with movements during the year, are set out in note 16 on page 61.

Incorporation
The Company was incorporated on 4 July 2019. The Company is a registered public company limited by share capital and was incorporated and registered in Jersey, Channel Islands. The Company registration number is 129405.

Directors' Shareholdings
The Directors who held office during the year and their interest in the shares of the Company were as follows:

	Appointed	**30 Sept 2022** Number of shares	**30 Sept 2021** Number of shares
J M Clubb	4 July 2019	3,768,750	3,432,500
M C Moore*	1 March 2021	-	-
M M Gray	1 March 2021	47,727	22,727
D J K Turnbull	1 March 2021	33,645	17,045
L P C Taylor	1 March 2021	33,645	17,045

Further details of Directors' service contracts, remuneration, share interests and interests in options over the Company's shares can be found in the Remuneration Report on page 27.

*Mr Moore holds shares in the Management Incentive Plan, see note 5 on page 54 for further details.

Major Shareholdings

At the date of publication of this report, the Company had been notified of the following shareholdings of 3% or more of its issued share capital:

	Ordinary shares	% of issued share capital
Mark Clubb	3,780,500	17.20
Schroders plc	2,069,284	9.42
Canaccord Genuity (Marlborough Funds)	1,706,626	7.77
Lance Trevellyan	839,844	3.82
Metropolitan Guarantee Limited	763,502	3.47

Political Contributions
The Group and Company did not make any political donations or incur any political expenditure during the year (FY21: nil)

Going concern
The Directors have prepared financial projections along with sensitivity analyses of reasonably plausible alternative outcomes. The forecasts demonstrate that the Directors have a reasonable expectation that the existing Group will require additional financial resources to meet the cash-settled deferred consideration liabilities due in the coming financial year (£0.8m). This liquidity position has been exacerbated by the challenging market conditions, with falls in asset prices, and cost inflation, especially in salaries, moving the business away from generating a cash profit from the current operations of the Group. The requirement for additional fundraising has been highlighted as a feature of the business model for TEAM in the initial years in the business plan. The placing and subscription in May 2022 saw a high level of follow on investment from the institutional and private shareholders, and the Board members. It is this support from the current and potential shareholder base, and the expectation that further earnings enhancing acquisitions will be brought to current and potential shareholders for financing in the coming financial year, that gives the Board sufficient confidence to consider the financial position to not meet the test for material uncertainty, and for the going concern basis to be appropriate for the accounts.

Certain activities of the Group are regulated by the Jersey Financial Services Commission, the statutory regulator for financial services business in Jersey which has responsibility for policy, monitoring and discipline for the financial services industry. The JFSC requires the regulated entities' capital resources to be adequate; that is sufficient in terms of quantity, quality and availability, in relation to its regulated activities. The Directors monitor the regulatory capital resources on a regular basis. Theta Asset Management is however expected to generate ongoing losses, that will require further capital allocations to maintain the required capital adequacy of the business. These losses will be funded by the positive cashflow made in other group entities, however these positive cashflows are not expected to be sufficient to also cover the ongoing costs of the plc entity. As at the date of signing this report, further capital will be required within the coming financial year to maintain the liquidity of the Group, while the capital position of the regulated businesses within the Group are expected to remain sufficient.

Likely future developments
The Directors are focused on bringing the Group to a cashflow positive position, and able to cover deferred acquisition payments from Group resources. In the early years of the Team business plan, this was not expected, nor has it been the outcome. This was due to the costs associated with running a plc entity with a listing on the AIM market, together with the losses made in the investment management division. The Board is actively pursuing a pipeline of earnings enhancing acquisitions, in Jersey, other Crown Dependencies, and in the UK, and in delivering the revenue and cost synergies from the acquired subsidiaries. These developments, where supported by raising further share capital, are expected to move the Group into cash flow positive trading.

Events after the Reporting Period
No events occurred after the statement of financial position date that are required to be disclosed.

Annual General Meeting (AGM)
The resolutions being proposed at the AGM include usual resolutions dealing with the ordinary business of the AGM. A description of all the resolutions is set out within the Notice of AGM document being posted separately.

Statement of Directors' Responsibilities
The Directors acknowledge their responsibilities for preparing the Annual Report and the consolidated financial

statements in accordance with applicable law and regulations.

Companies (Jersey) Law 1991 requires the Directors to prepare consolidated financial statements for each financial year. Under that law. the Directors have elected to prepare the financial statements in accordance with the requirements of International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'). Under Companies (Jersey) Law 1991, 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 Group and of the profit or loss of the Company and Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to the auditors

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

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

This report was approved by the Board on 9 January 2023 and signed on its behalf by:

Mr J M Clubb	**Mr M C Moore**
Executive Chair	*CFO and COO*

Directors' Biographies

Jonathan Mark Gordon Clubb

EXECUTIVE CHAIRMAN

Mark began his 27 year career in investment banking at Hoare Govett and has held various senior management roles at UBS Philips and Drew and BZW (latterly Credit Suisse First Boston). In 1997 Mark, together with six partners, founded London-based investment banking boutique, Altium Capital Partners. Following a management buyout of Altium Capital Partners in 2008, Mark returned to Jersey and has spent the last 12 years in investment management, including at private client stockbroker, Collins Stewart, later acquired by Canaccord Genuity Inc.

Matthew Charles Moore

CHIEF FINANCIAL OFFICER & CHIEF OPERATING OFFICER

Matthew is a chartered accountant with a wealth of experience in senior leadership and financial roles, having been CFO at Close Investments, CFO and COO at Origen Financial Services (an Aegon group company) and CFO and COO at Ascot Lloyd, a vertically integrated UK wealth management firm founded by Oaktree, a leading private equity investor. Matthew adds significant acquisition and integration expertise to TEAM. He was responsible for acquisitions at Bellpenny, and subsequently Ascot Lloyd, and previously worked in the acquisitions team at Close Wealth Management, prior to which he held various roles in M&A at Commerzbank Securities and ING Barings.

Louis Philip Chetwynd Taylor

INDEPENDENT NON-EXECUTIVE DIRECTOR & SENIOR INDEPENDENT DIRECTOR

Philip has over 40 years' experience in the finance industry, beginning his career at PwC in London. Philip is currently a lay member of the States of Jersey Public Accounts Committee and as a Director of a property development company. Philip was the Senior Partner of PwC Channel Islands and a Global Leader of the PwC Quality Assurance Programme. Philip has previously served as Chairman of the States of Jersey Treasury Advisory Company a Commissioner of the JFSC, as a Member of the Conduct and Case Management Committees of the UK Financial Reporting Council, as a Member of Jersey Financial Services Advisory Board and as Director of number of listed and other financial services companies.

David James Ker Turnbull

INDEPENDENT NON-EXECUTIVE DIRECTOR

He is currently Chairman of Fiduciary Settlements Ltd and a Non-Executive Director of mnAI Data Solutions Ltd.

David was previously a Managing Director at Salomon Brothers (now Citigroup) where he held various senior positions within the firm including Global Co-Head of Japanese Equities and Global Head of European Equities. David also served on the European Management Committee, Global Equity Committee and Global Business Practices Committee. Prior to Salomon Brothers, David worked for Rowe and Pitman in London and Tokyo. In 1999 David cofounded and was Chief Operating Officer of Antfactory, a global technology investment firm; in addition, he founded and acted as Chief Executive of its Japanese subsidiary, Ant Capital. From 2002 to 2010, David was a fund manager focused on Asia, first at Prodigy Capital, where he was a Founding Partner, and then at Morant Wright. David is a former Senior Advisor to the Industrial and Commercial Bank of China, has advised several other companies, particularly in the financial sector, and served on several company boards including Whittard of Chelsea.

Michael Mckenzie Gray

INDEPENDENT NON-EXECUTIVE DIRECTOR

Michael has over 20 years' management experience in banking. Michael founded MMG Consulting Ltd in 2015, an advisory consultancy firm based in Jersey.

Currently, Michael serves as a non-executive director for Triton Investment Management Limited (a Swedish private equity group), GCP Infrastructure Investments Limited (a FTSE 250 listed company), J-Star Jersey Company Limited (a Japanese private equity group), Foresight Enterprise VCT plc (a listed venture capital fund), Jersey Finance Limited (a Jersey finance not-for-profit), JTC plc (a FTSE 250 listed trust and corporate services company) and EPE Special Opportunities Limited.

Independent Auditor's Report

To the members of TEAM Plc

Opinion

We have audited the consolidated financial statements of TEAM Plc (the "Company") and its subsidiaries (the "Group"), which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows for the year then ended and Notes to the consolidated financial statements, including a summary of significant accounting policies. The consolidated financial statements framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as issued by the International Standards Board (IASB).

In our opinion, the consolidated financial statements:

- give a true and fair view of the state of the Group's affairs as at 30 September 2022 and of the Group's loss for the year then ended;
- are in accordance with IFRSs as issued by the International Standards Board (IASB); and
- comply with the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Jersey, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our approach to the audit

Overview

	Materiality Overall materiality was £420,000 which represents 5% of the Group's net assets (2021: 5% of the Group's net assets, £389,977).
	Audit scope • We conducted our audit of the consolidated financial statements based on information provided by the appointed service providers to the Group to whom the directors have delegated the provision of certain functions, including bookkeeping and financial statements preparation. • Our audit opinion covers the consolidated financial statements of the Group only. We have not been engaged to provide individual statutory opinions on the financial statements of the Company. The Company is a Jersey-incorporated company which is listed on the Alternative Investment Market (AIM).
	Key audit matters • There is a risk that the purchase of the subsidiary companies was not in accordance with the requirements of IFRS 3, Business Combinations. • TEAM Plc acquired Omega and Concentric resulting in a recognition of intangible assets (customer contracts and goodwill) in the consolidated financial statements. There is a risk of inadequate impairment for these new and existing intangible assets.

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where the Directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of the Directors override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated financial statements as a whole.

Overall group materiality	£420,000 (2021: £389,977)
How we determined it	5% (2021: 5%) of the Group's net assets
Rationale for the materiality benchmark	We believe that net assets is a primary measure used by the shareholders in assessing the performance of the Group. It is also a generally accepted measure used for companies in this industry. Our measurement percentage is consistent with prior year.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter	**How the matter was addressed in our audit**
There is a risk that the acquisition of the subsidiaries were not accounted for in accordance with the requirements of IFRS 3	We evaluated the design and implementation of controls around the preparation, review and accounting for acquisitions:

The key audit matter	How the matter was addressed in our audit
accordance with the requirements of IFRS 3, Business Combinations.	accounting for acquisitions; We confirmed the extracted information from the sale and purchase agreement into the goodwill and intangible assets calculation and valuation. We verified, based on the purchase agreements and the agreements under company law as well as the criteria defined in IFRS 10, the assessment made by the management with regard to the control over the shares acquired in the consolidated financial statements, assessed the methodical approach in identifying the assets acquired and liabilities assumed at the acquisition date, verified the measurement methods applied and examined the determination of the identifiable assets acquired as well as the liabilities and contingent liabilities assumed. We examined the disclosures regarding the acquisition made in the notes to the financial statements to assess compliance with the requirements of IFRS 3. We traced the cash consideration paid to bank statements and tested the accuracy of the acquired assets and liabilities fair value assessment by referencing to Omega Financial Services (Jersey) Limited and Concentric Group Limited accounting records and completion accounts. We assessed the reasonableness of management's inputs, assumptions and estimates regarding the intangible asset valuation calculations. We have reviewed the reasonableness of the excess earning model used in the calculation by comparing the basis for it with the actual amounts incurred in the current period. We reviewed the transaction-related disclosures in the financial statements in accordance with IFRS 3, Business Combination and other relevant standards. **Key Observations** We have not identified any issues in respect of the calculation, accounting treatment and disclosures relating to the acquisition of subsidiaries during the year.

The key audit matter	How the matter was addressed in our audit
Impairment of Goodwill The two acquisitions made by the group have generated a significant amount of goodwill being recognised on the consolidated statement of financial position. The initial allocation of goodwill is determined at the acquisition date. Management is required to perform annual impairment of assessments in respect of the carrying value of goodwill on a cash-generating unit ("CGU") basis. The annual impairment assessment performed by management was considered significant to our audit due to judgements and estimations applied by management when determining the assumptions included in the assessment. These assumptions are based on estimates that are affected by expected future economic and market conditions. Accounting policies and disclosures relating to impairment of goodwill are set out in note 2 of the consolidated financial statements	We evaluated the design and implementation of controls, inputs and assumptions around the preparation and review of the impairment assessments; We evaluated the inputs and assumptions in the forecast used by management in determining the value in use for each of the CGUs, including the appropriateness of the basis of the forecast. We challenged management's judgement and tested the underlying value in use calculation, as follows; We compared the discount rates used by management in their discounted cash flows to externally available benchmarks; We compared the prior year's management forecasts to actual performance and factored in forward looking considerations of the Group to assess reasonableness of management forecasts. We have also tested reasonableness of the growth rate by comparing it to average forecasted growth rate of the financial services market. We performed sensitivity analysis to identify the key assumptions within the value in use calculations and determined the extent to which a reduction or increase in the key assumption would result in goodwill impairment. In doing so, we noted the future forecast revenues, and the discount rate are the most sensitive

The key audit matter	How the matter was addressed in our audit
	discount rate are the most sensitive assumptions. We ascertained the extent of changes that individually, or in combination, would be required for the assets to be impaired. We assessed the mathematical accuracy of each discounted cash flow model; and We performed an evaluation of the key assumptions used in the impairment assessment calculation in order to assess whether there are any indications of management bias. **Key Observations** As a result of the testing performed, we have not identified any material issue in respect of the impairment of goodwill
Impairment of Intangible assets Subsidiary acquisitions resulted in recognition of an intangible assets in the consolidated financial statements. There is a risk that these intangible assets are impaired.	We evaluated the design and implementation of the controls and the inputs and the assumptions around the preparation and review of the impairment assessments; We evaluated the inputs and assumptions in the forecasts used by management in determining the recoverable amount, including the appropriateness of the basis of the forecasts. We challenged management's judgement and tested the underlying recoverable amount calculation; We compared the discount rates used by management in their discounted cash flows to externally available benchmarks; We compared the prior year's management forecast to actual performance and factored in forward looking considerations of the Group to assess the reasonableness of management forecast. We tested reasonableness of the growth rate by comparing it to average forecasted growth rate of the financial services market. We assessed the reasonableness of the lost client attrition rate by comparison to lost client data and comparable company in the financial services industry. We performed sensitivity analysis to identify the key assumptions within the recoverable amount calculations and determined the extent to which a reduction or increase in the key assumption would result in intangible asset impairment. In doing so we noted the lost client attrition rate, and the discount rate are the most sensitive assumptions. We ascertained the extent of changes that individually, or in combination, would be required for the assets to be impaired. We assessed the mathematical accuracy of each discounted cash flow model; and We performed an evaluation of the key assumptions used in the recoverable amount calculation in order to assess whether there are any indications of management bias **Key Observations** As a result of the testing performed, we have not identified any material issue in respect of the impairment of intangible assets.

Other information in the Annual Report

The Directors are responsible for the other information. The other information comprises the information included in the 'Annual Report and Audited Consolidated Financial Statements', other than the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law, 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Group; or
- the Group financial statements are not in agreement with the accounting records; or
- we have not received proper returns adequate for our audit from branches not visited by us; or
- we have not obtained all the information and explanations, which to the best of our knowledge and belief, are necessary for the purposes of our audit.

Responsibilities of the directors for the consolidated financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 32, the Directors are responsible for the preparation of the consolidated financial statements which give a true and fair view in accordance with IFRSs as issued by the International Standards Board (IASB), and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group'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 to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Section 113A of the Companies (Jersey) Law 1991. 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.

Jason Richard Lees-Baker
For and on behalf of Grant Thornton Limited

For and on behalf of Grant Thornton Limited
Chartered Accountants
St Helier
Jersey

Date:

Consolidated Statement of Comprehensive Income for the Year Ended 30 September 2022

	Note	**Year to 30 Sept 2022 £'000**	Year to 30 Sept 2021 £'000
Revenues	3	**2,120**	1,469
Cost of sales		**(414)**	(267)
Operating expenses	4,5	**(3,271)**	(2,944)
Operating loss		**(1,565)**	**(1,742)**
Operating loss before exceptional items		***(1,436)***	*(1,052)*
Exceptional items	20	**(129)**	*(690)*
Operating loss after exceptional item		**(1,565)**	**(1,742)**
Other income and charges	7	**(23)**	(9)
Loss on ordinary activities before tax		**(1,588)**	**(1,751)**
Taxation	8	**64**	45
Loss for the year and total comprehensive loss		**(1,524)**	**(1,706)**
Loss per share (basic and diluted)	20	**£(0.08)**	£(0.15)

Consolidated Statement of Financial Position as at 30 September 2022

	Note	**30 Sep 2022 £'000**	30 Sep 2021 £'000
Non-current assets			
Intangible assets	9	**9,276**	3,745
Property, plant & equipment	10	**737**	528
Deferred tax	8	**156**	89
Long term deposit	12	**63**	50
		10,232	4,412
Current assets			
Trade, other receivables and prepayments	13	**910**	561
Cash and cash equivalents		**1,747**	4,921
		2,657	5,482
Trade and other payables: amounts falling due within one year	14	**(2,640)**	(2,032)
Net current assets		**17**	3,450
Total assets less current liabilities		**10,249**	7,862
Trade and other payables: amounts falling due after one Year	14	**(1,592)**	(424)
Net assets		**8,657**	7,438

Equity			
Stated Capital	16	**12,349**	9,606
Retained loss		**(3,692)**	(2,168)
Total Equity		**8,657**	7,438

The consolidated financial statements on pages 42 to 66 were approved and authorised for issue by the Board of Directors on the 9 January 2023 and were signed on its behalf by:

Mr J M Clubb
Executive Chair

Mr M C Moore
CFO and COO

Consolidated Statement of Changes in Equity for the Year Ended 30 September 2022

	Share capital £'000	**Share premium £'000**	**Stated capital £'000**	**Retained loss £'000**	**Total £'000**
At 1 October 2021	-	-	**9,606**	**(2,168)**	**7,438**
New share Capital	**-**	**-**	**2,743**	**-**	**2,743**
Loss for the year	**-**	**-**	**-**	**(1,524)**	**(1,524)**
At 30 September 2022	**-**	**-**	**12,349**	**(3,692)**	**8,657**

	Share capital £'000	**Share premium £'000**	**Stated capital £'000**	**Retained loss £'000**	**Total £'000**
At 1 October 2020	**9**	**1,823**	**-**	**(462)**	**1,370**
New share Capital	**-**	**163**	**553**	**-**	**716**
Cost of shares issued through IPO	**-**	**(443)**	**-**	**-**	**(443)**
Conversion of shares	**(9)**	**(1,543)**	**1,552**	**-**	**-**
Share premium received from IPO	**-**	**-**	**7,501**	**-**	**7,501**
Loss for the year	**-**	**-**	**-**	**(1,706)**	**(1,706)**
At 30 September 2021	**-**	**-**	**9,606**	**(2,168)**	**7,438**

Consolidated Statement of Cash Flows for the Year Ended 30 September 2022

	Note	**Year to 30 Sept 2022 £'000**	Year to 30 Sept 2021 £'000
Cash flows from operating activities			
Loss for the year before tax		**(1,588)**	(1,751)
Adjustments to cash flows from non-cash items:			
Depreciation and amortisation	6	**624**	254
Finance costs	7	**23**	9
Trade and other receivables (net of effects from acquisition of subsidiaries)		**(362)**	(107)
Trade and other payables (net of effects from acquisition of subsidiaries)		**(61)**	139
Net cash outflow from operating activities		**(1,364)**	(1,456)
Cash flows from investing activities			
Acquisition of subsidiary net of cash acquired		**(3,496)**	(1,659)
Payment of deferred consideration		**(1,534)**	-
Acquisition of property, plant and equipment		**(15)**	(53)
Net cash outflow from investing activities		**(5,045)**	(1,712)

Cash flows from financing activities

Cash flows from financing activities		
Lease liability paid	**(85)**	(57)
Issue of share capital	**2,743**	7,221
Net cash flow from financing activities	**2,658**	7,164
Net (decrease)/increase in cash and cash equivalents	**(3,751)**	3,996
Cash and cash equivalents at beginning of year	**4,921**	253
Cash and cash equivalents from subsidiaries at acquisition	**577**	672
Cash and cash equivalents at end of year	**1,747**	4,921

The consolidated statement of cash flow of the Group for the year ended 30 September 2022 is set out above. The only changes in liabilities other than from financing cash flows are in respect of leases. Details of additions and disposals of which are given in note 9.

Non-cash items:
During the year, Omega Financial Services (Jersey) Limited was acquired for a total consideration of £3,815,558, which comprised of cash consideration of £3,385,558 (£1,385,558 payable post yearend) and share capital exchange of £430,000. The cash flow as shown in the acquisition of subsidiary line is netted off by the cash acquired of £297,838.

During the year, Concentric Group Limited was acquired for a total consideration of £2,329,562, which comprised cash consideration of £1,496,229 and share capital exchange of £833,333. The cash flow of acquisition of subsidiary above is netted off by the cash acquired of £278,591.

Notes to the Consolidated Financial Statements for the year ended 30 September 2022

1. General information

TEAM plc (the "Company") is a Registered Public Company limited by share capital incorporated and registered in Jersey, Channel Islands on 4 July 2019. The registered Company number is 129405. The principal place of business is 6 Caledonia Place, St Helier, Jersey, JE2 3NG.

The principal activity of the Group is the provision of investment management services.

These financial statements are presented in Pound Sterling (£), rounded to the nearest thousand (£'000), which is the currency of the primary economic environment in which the Group operates.

2. Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These consolidated financial statements have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and the requirements of the Companies (Jersey) Law 1991. The Group's consolidated financial statements have been prepared under the historical cost convention, with the exception of financial instruments, which are stated in accordance with IFRS 9 Financial Instruments: recognition and measurement.

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates. It also requires The Directors to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements are disclosed in more detail under the critical accounting judgements policy.

Basis of consolidated financial statements

The Group's financial statements consolidate those of the parent company and all its subsidiaries as at 30 September 2022. Control is achieved where the Company is exposed, or has rights, to variable returns from its involvement with an investee company and has the ability to affect those returns through its power over the other entity; power generally arises from holding a majority of voting rights.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.
Profit or loss and other comprehensive income of the subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent given all subsidiaries are 100% owned.

New standards and interpretations not yet adopted

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning 1 January 2023:

- IFRS 17 Insurance Contracts
- Classification of Liabilities as Current or Non-Current - Amendments to IAS 1
- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimates - Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

The Group does not believe that the standards not yet effective, will have a material impact on the consolidated financial statements.

For Annual Reporting periods beginning on or after 1 January 2022, the following are newly effective requirements:

- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).
- Onerous Contracts - Cost of Fulfilling a Contract Amendments to IAS 37

Going concern

The Directors have prepared financial projections along with sensitivity analyses of reasonably plausible alternative outcomes. The forecasts demonstrate that the Directors have a reasonable expectation that the existing Group will require additional financial resources to meet the cash-settled deferred consideration liabilities due in the coming financial year (£0.8m). This liquidity position has been exacerbated by the challenging market conditions, with falls in asset prices, and cost inflation, especially in salaries, moving the business away from generating a cash profit from the current operations of the Group. The requirement for additional fund raising has been highlighted as a feature of the business model for TEAM in the initial years on the business plan. The placing and subscription in May 2022 saw a high level of follow on investment from the institutional and private shareholders, and the Board members. It is this support from the current and potential shareholder base, and the expectation that further earnings enhancing acquisitions will be brought to current and potential shareholders for financing in the coming financial year, that gives the Board sufficient confidence to consider the financial position to not meet the test for material uncertainty, and for the going concern basis to be appropriate for the accounts.

Critical accounting estimates and judgements

The Group makes certain estimates and assumptions in the preparation of financial statements. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable that best reflects the conditions and circumstances that exist at the reporting date.

The principal estimates and judgements that could have an effect upon the Group's financial results are the useful economic lives of property, plant and equipment, the impairment of trade receivables and intangible assets and the provision for income and deferred taxes. Further details of these estimates and judgements are set out in the related notes to the consolidated financial statements for these items.

Revenue recognition

The Group has applied IFRS15 - Revenue from Contracts with Customers. IFRS 15 establishes the principles that an entity applies when reporting information about the nature, amount,

timing and uncertainty of revenue and cash flows from a contract with a customer. Applying IFRS 15, an entity recognises revenue to depict the transfer of promised services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services.

The Group recognises revenue on the transfer of services in accordance with the contractual terms entered into with clients. Fees and commissions are received on a variety of different payment terms.

- Commission: Trading and foreign exchange commission income is recognised on a trade date basis
- Management Fees: Portfolio and investment management, introductory and sponsor fees are recognised on an accrual basis over time.
- Treasury services: Treasury fees are recognised on an accrual basis over time.
- Financial advice services: These are recognised on an accrual basis over time.

Exceptional costs

Costs which are material either because of their size or their nature, are highlighted separately on the face of the consolidated statement of profit or loss. The separate reporting of exceptional costs helps provide a better picture of the Group's underlying performance. Items which may be included within the exceptional category include, inter alia, acquisition and restructuring costs and other particularly significant or unusual items.

Exceptional items are excluded from the headline profit measures used by the Group and are highlighted separately in the consolidated statement of profit or loss as management believe that they need to be considered separately to gain an understanding of the underlying profitability of the trading businesses.

Segment reporting

IFRS 8 requires that an entity disclose financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments. Operating segments are identified on the basis of internal reports that are regularly reviewed by the Board to allocate resources and to assess performance. Using the Group's internal management reporting as a starting point the single reporting segment set out in note 3 has been identified.

Foreign currency transactions and balances

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are included in statement of total comprehensive income in operating expenses.

Tax

The tax expense for the period represents the sum of the tax currently payable and the deferred tax.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date 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 is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Property, plant and equipment

Property, plant and equipment are stated in the Statement of Financial Position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Assets are recognised when it is probable that the future economic benefits associated with the asset will flow to the entity and the cost can be measured reliably. Cost includes expenditure that is directly attributable to the acquisition of items.

Fully depreciated assets are retained in the cost and the related accumulated depreciation until they are removed from service. In the case of disposals, assets and related depreciation are removed from the financial statements at the net amount. Proceeds from disposal are charged or credited to the statement of income.

Depreciation

Depreciation is charged so as to write off the cost or valuation of assets over their useful economic lives, using the straight-line method

Asset class	Depreciation rate
Computer hardware	5 years
Equipment	4 years
Leasehold Improvements	5 years
Right of use assets	Over the term of the lease

Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date.

Intangible assets

The value of the customer relationships has been calculated using the excess earnings approach discounted using the Group's estimated cost of capital. The average life of a customer relationship has been set based on the customer base and represents both the period over which the value of such relationships have been calculated and the amortisation period of the intangible asset arising. The Group amortises intangible assets over the following periods:

Customer relationships	5 -10 years

At each reporting date, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. Such investments are those with original maturities of three months or less.

Trade receivables

Trade and other receivables are recognised initially at fair value. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment.

A provision for the impairment of trade receivables is based on the lifetime expected credit loss and past and forward-looking information.

Payables

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Trade and other payables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method

Leases

Under IFRS 16, the Group recognises right-of-use assets and liabilities for significant leases.

The Group has elected and applied the exemption not to recognise right-of-use assets and lease liabilities for short-term leases of equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

At inception of a contract under IFRS 16, the Group assesses whether a contract is, or contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-to-use asset and lease liability at the lease commencement date.

The right-to-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any direct costs incurred and an estimate of costs to restore the underlying asset, less any incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is subsequently measured at amortised cost using the effective interest rate method.

The Group presents right-of-use assets in property, plant and equipment and lease liabilities in loans and borrowings in the Statement of Financial Position.

Financial instruments

The Group has adopted IFRS 9 in respect of financial instruments.

Financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for lifetime expected credit losses based on past and forward-looking information. 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 the Statement of Comprehensive Income. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Statement of Comprehensive Income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Basic financial liabilities, including trade and other payables, 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.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts 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 payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Stated capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Share premium reserves

Share premium reserves represents the excess of the value received for shares issued over their nominal value less transaction costs and amounts used to fund bonus issues.

Retained losses

Retained losses

Retained losses represent the cumulative earnings or losses of the Group, less any dividends declared.

3. Operating Segments

Following the acquisitions of the subsidiaries, the Group now identifies two principal operating segments, Investment and Fund Management (IFM) and Advisory and Consultancy (AC), and a number of operating activities that have been aggregated into one operating segment.

IFM provides investment management services for individuals, trusts, sovereign agencies and corporations, and fund management services to for a range of fund vehicles. AC provides personal financial advice, investment consulting, and treasury advisory services. Both segments are located in Jersey, Chanel Islands.

No customer represents more than 10% of group revenues (FY 21: nil)

The following table represents revenue and cost information for the Group's business segments

	Investment and fund management £'000	**Advisory and consultancy £'000**	**Group and consolidation adjustments £'000**	**Group £'000**
Revenue	1,025	1,334	(239)	2,120
Direct Cost	(386)	-	(28)	(414)
Contribution	**639**	**1,334**	**(267)**	**1,706**
Indirect Costs	(1,255)	(847)	(416)	(2,518)
Underlying profit before tax	**(616)**	**487**	**(683)**	**(812)**
Acquisition related costs	-	-	(129)	(129)
Amortisation of an acquired clients relationships	-	-	(543)	(543)
Changes in fair value	-	-	(23)	(23)
Net changes in the value of non-current asset	-	-	(81)	(81)
Profit before tax	**(616)**	**487**	**(1,459)**	**(1,588)**
Tax	67	(3)	-	64
Profit/loss for the year	**(549)**	**484**	**(1,459)**	**(1,524)**

4. Staff costs

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

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Wages and salaries	**1,678**	1,335
	1,678	1,335

The average number of employees (including Directors) during the year was 22 (FY21: 14).

5. Directors' remuneration

The Directors' remuneration for the year was as follows:

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Executive		
J M Clubb	**142**	89
M C Moore	**208**	138
Non-Executive		
L P C Taylor	**25**	15
M M Gray	**25**	15
D J K Turnbull	**25**	15
L Smith*	**-**	4
L Trevellyan*	**-**	4
A Stanton*	**-**	2
	425	**281 ****

* Resigned in previous year ** rounding difference

Directors' Interests in Management Incentive Plan shares

Director	**Total 30 Sept 2022 No.**	Total 30 Sept21 No.
J M Clubb	-	375
M C Moore	650	438
	650	**813**

On 12th May 2022 the Company set up the TEAM plc MIP to replace the previous MIP. Mr Clubb chose not to participate in the new plan, and Mr Moore was awarded 650, with two other non-Directors of Team plc being awarded 100 shares each.

Team plc being awarded 100 shares each.

The maximum dilution under the MIP has been reduced from 12.5% to 8.5%. One-third of the MIP will be set with reference to the TEAM plc share price, with full pay out where the share price is twice the Subscription Price. Two-thirds of the scheme will be set with reference to the TEAM plc market capitalisation, with full pay out where the market capitalisation is equal to or exceeds £40m. A hold period of 12 months is required for any Ordinary Shares issued under the MIP. Previously, there were no hold periods under the MIP.

6. Operating loss

Is stated after charging:

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Auditors' remuneration - audit fees	**48**	27
Costs relating to the admission of the shares	**-**	449
Amortisation of intangibles	**543**	194
Depreciation of property, plant and equipment	**17**	10
Depreciation of right of use asset	**64**	50
Interest on right of use asset	**30**	5

7. Interest payable and similar expenditure

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Interest payable - Right of use asset	**30**	5
Pershing deposit - Fair value	**(8)**	2
Other interest payable	**1**	2
	23	9

8. Taxation

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Deferred tax		
Deferred tax charge	**(64)**	(45)
	(64)	(45)

The Group is liable for taxation in Jersey at the standard rate of 0% for none regulated businesses, (FY21: 0%) and 10% for regulated businesses (FY21: 10%).

The differences are reconciled below	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Loss before tax applicable to financial service companies from date of acquisition to year end	**(643)**	(458)
Tax for financial service companies at 10%	**(64)**	(45)
Effect of permanent expense not deductible in determining taxable profit (tax loss)	**18**	9
Effect of temporary expense not deductible in determining taxable profit (tax loss)	**-**	1
Tax increase from effect of unrelieved tax losses carried forward	**46**	35
Total tax decrease	**-**	-

Deferred tax assets and liabilities

	Year to 30 Sep 2022 £'000	Year to 30 Sep 2021 £'000
Losses carried forward	**153**	86
Capital allowances	**3**	3
Deferred tax asset	**156**	89

9. Intangible assets

The value of the customer relationships for TEAM Limited has been calculated using the excess earnings approach discounted using the incremental borrowing rate of 11.25%. The discount rate of 11.25% is based on the Group's weighted average cost of capital (WACC) as estimated from the WACCs for comparable listed companies operating in the same sector (FY21: 10.26% as based on borrowing rates), which is believed to be a more appropriate method.

The average life of a customer relationship has been set at ten years and represents both the period over which the value of such relationships have been calculated and the amortisation period of the intangible asset arising. Based on management's assessment, the intangible assets recoverable value is higher than its carrying amount as at 30 September 2022, hence the intangible asset is not impaired.

On 31 July 2022, TEAM plc acquired the entire share capital of Omega Financial Services Limited ("Omega"), a trading company incorporated and registered in Jersey, Channel Islands. The total

("Omega"), a trading company incorporated and registered in Jersey, Channel Islands. The total consideration paid for Omega was £3,815,558 which comprises of cash of £3,385,558 and shares amounting to £430,000. Included in the Statement of Comprehensive Income are £34,879 in transaction costs relating to this acquisition.

On 8 August 2022, TEAM plc acquired the entire share capital of Concentric Group Limited ("CGL"), a holding company incorporated and registered in Jersey, Channel Islands which is the parent company for the Concentric group companies of Concentric Financial Services Limited and Concentric Analytics Limited. The total consideration paid for CGL was £2,329,562 which comprises of cash of £1,496,229 and shares amounting to £833,333. Included in the Statement of Comprehensive Income are £55,782 in transaction costs relating to this acquisition.

The value of the customer relationships for both acquisitions has been calculated using the excess earnings approach discounted using the weighted average cost of capital of 11.25% based on management review. The average life of a customer relationship has been set at ten years and represents both the period over which the value of such relationships has been calculated and the amortisation period of the intangible asset arising. Based on management's assessment, the intangible assets recoverable value is higher than its carrying amount as at 30 September 2022, hence the intangible asset is not impaired.

Any goodwill arising through business combinations is allocated to individual assets of its subsidiaries including identified intangible assets. A summary of the fair values of each major class of consideration in relation to Omega & Concentric Group Limited is listed in the next tables:

	As at 31 July 2022 £'000
Categorisation of assets: Omega Financial Services Limited	
Intangible asset: customer contracts	**3,279**
Goodwill	**524**
Cash and cash equivalents	**298**
Trade and other receivables	**31**
Trade and other payables	**(316)**
	3,816

	As at 8 August 2022 £'000
Categorisation of assets: Concentric Group Limited	
Intangible asset: customer contracts	**2,091**
Goodwill	**168**
Non-current fixed asset	**9**
Cash and cash equivalents	**279**
Trade and other receivables	**261**
Trade and other payables	**(478)**
	2,330

	TEAM Limited £'000	JCAP Limited £'000	Omega Limited £'000	CG Limited £'000	**Total customer relationships £'000**	**Goodwill £'000**	**Total intangible assets £'000**
Cost							
At 1 October 2021	1,059	1,759	-	-	2,818	1,191	**4,009**
Acquired through business combinations	-	-	3,279	2,091	5,370	704	**6,074**
At 30 September 2022	**1,059**	**1,759**	**3,279**	**2,091**	**8,188**	**1,895**	**10,083**
Amortisation							
At 1 October 2021	176	88	-	-	264	-	**264**
Charge for the year	106	352	55	30	543	-	**543**
At 30 September 2022	**282**	**440**	**55**	**30**	**807**	**-**	**807**
Carrying Amount							
At 30 September 2022	**777**	**1,319**	**3,224**	**2,061**	**7,381**	**1,895**	**9,276**
At 30 September 2021	883	1,671	-	-	2,554	1,191	3,745

10. Property, plant and equipment

	Right of use assets £'000	**Equipment and fixtures £'000**	**Computer Hardware £'000**	**Leasehold Improvements £'000**	**Total £'000**
Cost					
At 1 October 2021	491	37	45	-	**573**
Additions	266	14	8	2	**290**

Disposals	-	-	(1)	-	**(1)**
At 30 September 2022	**757**	**51**	**52**	**2**	**862**
Depreciation					
At 1 October 2021	22	4	19	-	**45**
Disposals	-	-	(1)	-	**(1)**
Charge for the year	64	10	7	-	**81**
At 30 September 2022	**86**	**14**	**25**	**-**	**125**
Carrying Amount					
At 30 September 2022	671	**37**	**27**	**2**	**737**
At 30 September 2021	469	33	26	**-**	528

The right-to-use asset balance is made up of three properties across the Group. The three properties are:

- 6 Caledonia Place, St Helier, Jersey, JE2 3NG. The lease term ends on 30 April 2030.
- Ground Floor, 3 Mulcaster Street, St Helier, Jersey, JE2 3NJ. The lease term ends on 23 March 2026.
- Third Floor, Conway House, St Helier, Jersey, JE2 3NT. The lease terms ends on 31 October 2027.

11. Subsidiary undertakings

Undertakings	Country of incorporation	Holding	Proportion held by Group 30-Sep-22	Proportion held by Subsidiary 30-Sep-22	Proportion held by Group 30-Sep-21	Proportion held by Subsidiary 30-Sep-21
TEAM Midco Limited	Jersey	Ordinary	**100%**	**0%**	100%	0%
JCAP Limited	Jersey	Ordinary	**100%**	**100%**	100%	100%
TEAM Limited	Jersey	Ordinary	**100%**	**100%**	100%	100%
TEAM (UK) Management Services Limited	U.K.	Ordinary	**100%**	**100%**	100%	100%
TEAM Nominees Limited	Jersey	Ordinary	**100%**	**100%**	100%	100%
Omega Financial Services Limited	Jersey	Ordinary	**100%**	**100%**	0%	0%
Concentric Group Limited	Jersey	Ordinary	**100%**	**100%**	0%	0%
Concentric Financial Services Limited	Jersey	Ordinary	**100%**	**100%**	0%	0%
Concentric Analytics Limited	Jersey	Ordinary	**100%**	**100%**	0%	0%

100% of the share capital of Omega and the Concentric Group were acquired during the year in line with the strategy of the group to become a leading wealth manager on the island of Jersey.

Since being acquired at 31st July 2022, Omega has earned revenue of £195,818 and a profit of £120,258 for the two-month period ended 30 September 2022. If acquired at the start of the reporting period, Omega would have earned revenue of £1,268,089 and a profit of £444,988.

Since being acquired at 8th August 2022, CGL has earned revenue of £109,575 and a loss of £30,514 for the shortened two-month period ended 30 September 2022. If acquired at the start of the reporting period, CGL would have earned revenue of £1,011,9334 and a loss of £130,059.

12. Long-term deposit

On 6 August 2020, the Company entered into a client agreement with Pershing (Channel Islands) Limited ("Pershing"), whereby Pershing is to provide the company with the following services:

- clearing and settlement services in relation to permitted investments;
- execution of transactions to permitted investments and foreign exchange transactions in connection with executed trades; and
- custody and nominee services.

The total amount held by Pershing on a deposit account, on behalf of the Company during the year was £100,000 (FY21: £100,000). The client agreement shall be binding for a period of 7 years from the 6 August 2020 and may be terminated by way of written notice of not less than 180 days following the end of the 7 years' period.

The Company has opted to classify its Pershing deposit under the amortised cost, given that there isn't a fair value methodology to determine the market value of the deposit.

The present value of the deposit at the 30 September 2022 was £63,208 (FY21: £49,490) based on a discount rate of 11.25% (FY21: 10.26%).

13. Trade and other receivables

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Due within one year		
Trade receivables	**403**	330
Accrued income	**247**	156
Prepayments and other receivables	**260**	75
	910	**561**

Impairment of receivables

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Trade receivables	**-**	-

At the year ended 30 September 2022, the value of invoices that were past due was approximately £90,000 relating to the dispute between JCAP and a client on non-payment of fees due (2021: £nil).

14. Trade and other payables

	Note	30 Sep 2022	30 Sep 2021
	Note	**£'000**	£'000
Due within one year			
Lease liability	15	**102**	43
Payables		**353**	158
Social security and other taxes		**79**	39
Other Payables		**1,833**	1,494
Accruals		**273**	298
		2,640	**2,032**
Due greater than one year			
Lease liability	15	**592**	424
Other Payables		**1,000**	-
		1,592	424

Included in other payables due within one year is £1,648,891 of deferred consideration in relation to the purchase of Omega and CGL (FY21: deferred consideration for purchase of JCAP of £1,493,726). This is the maximum amount payable under the acquisition agreement.

Included in other payable dues greater than one year is £1,000,000 of deferred consideration in relation to the purchase of Omega (FY21: £nil). This is the maximum amount payable under the acquisition agreement.

Deferred Consideration	30 Sep 2022	30 Sep 2021
Opening balance	**1,493,726**	-
Additions in year	**2,648,891**	1,493,726
Additional consideration due from prior years	**40,625**	-
Deferred consideration paid in year	**(1,534,351)**	-
Closing balance	**2,648,891**	1,493,726

15. Lease liabilities

The amount of interest on the lease liabilities recognised as an expense during the year was £29,843 (FY21: £5,400). Due to the acquisitions of Omega and CGL during the year, the Group now occupies three properties. **1)** 6 Caledonia Place, St Helier, Jersey, JE2 3NG The lease repayments are £70,000 per annum. The lease term ends on 30 April 2030.**2)** Ground Floor, 3 Mulcaster Street, St Helier, Jersey, JE2 3NJ. The lease repayments are £30,000 per annum. The lease term ends on 23 March 2026.**3)** Third Floor, Conway House, St Helier, Jersey, JE2 3NT. The lease repayments are £40,680 per annum. The lease terms ends on 31 October 2027.

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Maturity analysis		
Not later than one year	**102**	43
Between one and five years	**426**	145
Greater than 5 years	**166**	279
	694	**467**

16. Stated capital

	30 Sep 2022	30 Sep 2021
	No.	No.
Allotted, called and fully paid shares		
Ordinary shares*	**21,976,145**	17,299,795

*all shares hold equal voting rights of 1 vote each, the board can issue new shares up to the limit all shares hold equal voting rights of 1 vote each, the board can issue new shares up to the limit specified in the ordinary resolution.

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Allotted, called and fully paid share capital		
Opening balance	**-**	9
Transferred	**-**	(9)
	-	-

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Share Premium		
Opening balance	**-**	1,823
Premium in year	**-**	163
Cost of shares issued through IPO	**-**	(443)
Transferred	**-**	(1,543)
	-	-

	30 Sep 2022	30 Sep 2021
	£'000	£'000
Stated capital		
Opening balance	**9,606**	-
Transferred	**-**	1,552
Share premium received from IPO	**-**	7,501
New Capital subscribed	**2,743**	553
	12,349	9,606

17. Related party transactions

Key management personnel are the same as the Directors. Remuneration of the Directors is disclosed in note 5 to the financial statements.

There are no further related party transactions to be disclosed during the year.

18. Financial instruments

	30 Sep 2022	30 Sept 2021
	£'000	£'000
Categorisation of financial instruments		
Financial assets measured at amortised cost:		
Trade receivables	**403**	330
Cash and cash equivalents	**1,747**	4,921
	2,150	5,251
Financial liabilities measured at amortised cost:		
Trade payables	**(353)**	(158)
Other payables	**(2,833)**	(1,494)
Lease liability	**(694)**	(467)
	(3,880)	(2,119)

19. Capital management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Certain activities of the Group are regulated by the JFSC which is the regulator for financial services businesses in Jersey and has responsibility for policy, monitoring and discipline for the financial services industry. The JFSC requires the regulated entities' resources to be adequate, that is sufficient in terms of quantity, quality and availability.

Credit risk management

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above. Revenue is generated daily and cash is received in arrears, typically within 30 days from the month or quarter end. The Group does not believe there is significant credit risk. In addition, the financial assets are neither past due or impaired.

Foreign currency risk management

The Group is exposed to foreign exchange risk as it manages client assets in Euro, US Dollar and Swiss Francs. Change in the exchange rate will have an impact on the fees earned when translated into Sterling.

Market risk management

The Group is mainly exposed to market risk in respect of variations in customer asset values and therefore the management fees that the Group receives. There has been no material change to the Group's exposure to market risks or the manner in which it manages and measures the risks.

Interest risk management

The Group has no borrowings exposed to variable interest rates and is therefore not exposed to interest rate risk in that respect.

Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring the capital requirements of the Group. As at 30 September 2022, the deficit of financial assets over financial liabilities was £1,730,000 (FY21: surplus of £3,132,000).

Remaining maturities of financial liabilities:

	Less than one year	**Between 2-5 years**	**Greater than 5 years**	**Total**
	£'000	**£'000**	**£'000**	**£'000**
Trade payables	353	-	-	**353**
Other payables	1,833	1,000	-	**2,833**
Lease liabilities	102	426	166	**694**
At 30 September 2022	**2,288**	**1,426**	**166**	**3,880**

	Less than one year	**Between 2-5 years**	**Greater than 5 years**	**Total**
	£'000	**£'000**	**£'000**	**£'000**
Trade payables	158	-	-	**158**
Other payables	1,494	-	-	**1,494**
Lease liabilities	43	145	279	**467**
At 30 September 2021	**1,695**	**145**	**279**	**2,119**

20. Earnings per share

The Group has calculated the weighted-average number of outstanding ordinary shares for the period as follows:

Weighted Average Number of Shares 2022	**Date**	**Number of shares**	**Time weighting**	**Weighted average number of shares**
1 October 2021 - balance brought forward	01-Oct-21	17,299,795	12/12	17,299,795
28 February - 31 March 2022	31-Mar-22	259,683	7/12	151,482
May 2022 - Project Sword	01-May-22	4,416,667	5/12	1,840,278
		21,976,145	**12 months**	**19,291,555**

Weighted Average Number of Shares 2021	**Date**	**Number of shares**	**Time weighting**	**Weighted average number of shares**
Balance brought forward	01-Oct-20	93,000	12/12	**93,000**
Shares issued	19-Oct-20	3,600	12/12	**3,600**
Shares issued	06-Jan-21	900	9/12	**675**
Bonus issue of 82 for 1	06-Jan-21	7,897,500	9/12	**5,923,125**
Shares issued	06-Jan-21	41,000	9/12	**30,750**
Initial Public Offering	08-Mar-21	8,523,334	7/12	**4,971,945**
Shares issued	02-Jul-21	740,461	3/12	**185,015**
		17,299,795	**12 months**	**11,208,210**

Loss per share	**30 Sep 2022**	**30 Sep 2021**
	£	£
Loss per share		
Loss for the financial period and total comprehensive loss	**(1,523,624)**	(1,706,309)
Weighted average number of shares	**19,291,555**	11,208,210
	(0.079)	(0.152)

The Parent Company does not have any contingent issuable shares as at year end, hence diluted loss per

The Parent Company does not have any contingent issuable shares as at year end, hence diluted loss per share is the same as the basic loss per share

Adjusted Loss per share	**Year to 30 Sep 2022 £'000**	Period to 30 Sept 2021 £'000
Loss after tax	**(1,524)**	**(1,706)**
Interest	**23**	9
Tax	**(64)**	(45)
Depreciation	**81**	60
Amortisation of intangible assets	**543**	194
EBITDA	**(941)**	**(1,488)**
IPO related expenses	**-**	449
Acquisition related expenses	**129**	**241**
Adjusted EBITDA	**(812)**	**(798)**

	30 Sep 2022 £	**30 Sep 2021 £**
Adjusted loss per share		
Adjusted EBITDA	**(812,000)**	(798,000)
Weighted average number of shares	**19,291,555**	11,208,210
	(0.042)	(0.071)

21. Ultimate controlling party

In the opinion of the Directors, there is no single ultimate controlling party.

22. Events after the statement of financial position date

No events occurred after the statement of financial position date that are required to be disclosed.

END

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