RNS Number : 9940Z
W.H. Ireland Group PLC
12 August 2024

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The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 (MAR) as in force in the United Kingdom pursuant to the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via Regulatory Information Service (RIS), this inside information is now considered to be in the public domain.

WH Ireland Group Plc

("WH Ireland" or the "Company" and with its subsidiaries the "Group")

Financial Results for the Twelve Months ended 31 March 2024

WH Ireland announces its final results for the year ended 31 March 2024.

Financial & Operating Summary

- Revenue of £21.5m (FY 2023: £26.7m)
- Underlying* loss before tax £2.5m (FY 2023: underlying loss before tax of £2.0m)
- Statutory loss before tax £5.9m (FY 2023: loss before tax £1.8m) reflecting impact of:
  - Restructuring costs of £2.9m (FY2023: nil)
  - Reduced loss on investments of £0.6m (FY 2023: loss of £2.7m)
  - Nil benefit from other income (FY 2023: other income of £2.2m)
- Loss per share of 3.38p (FY 2023: loss of 3.08p)
- Cash and cash equivalents as at 31 March 2024 of £4.9m (FY 2023: £4.2m)
  - Cash and cash equivalents of £6.5m as at 31 July 2024
- Successful £5m placing completed in August 2023

**A reconciliation from underlying profits to statutory profits is shown within the financial review on page 6.*
The above results include the Capital Market Division which was sold post period end on 15 July 2024

Pro-forma results of the continuing group comprising wealth management and head office

These pro-forma results consider what the continuing operations results would look like following the post year end decision to no longer actively pursue a sale of the WM business. Refer to note 5 of the annual report for further information.

- Revenue of £11.9m (FY 2023: £14.4m) reflecting market falls during the year
- Total AUM at £1.2bn (FY2023: £1.4bn)
- Underlying loss before tax of £0.6m (FY 2023: loss before tax of £0.2m)
- Statutory loss before tax of £2.8m (FY 2023: loss before tax of £1.7m)
- Loss per share of 1.57p (175,718,098 shares)(FY 2023: loss of 2.82p, 59,172,423 shares)

Post period end events

- Disposal of Capital Markets division completed in July 2024 for up to £5m deferred consideration
- The disposal has resulted in reduced liabilities and a lower working capital requirement
- Settlement of final deferred consideration relating to the purchase of Harpsden in 2020
- Decision by the Board to no longer actively pursue a sale of the Wealth Management business, whilst assessing strategic opportunities if and when they arise

Current Trading and Outlook

- Focus on operational development of the WM division whilst assessing strategic opportunities
- Further reduction in Group central costs planned following the sale of the CM division
- These initiatives are designed to ensure that the Group can return to sustainable profitability

Commenting, Phillip Wale, Chief Executive Officer said:

"The market backdrop has been extremely challenging. While the FTSE 100 has been relatively resilient, the AIM All Share Index fell 9% over the period. These market conditions severely impacted transactional business (and particularly fundraisings) in the Capital Markets Division, which, together with significant restructuring costs, were the principal reason for the Group reporting losses for the year.

"However, having completed the sale of the Capital Markets division in July 2024, we have achieved a more stable financial position for the Group against the current market backdrop. We are now implementing plans for the growth of the remaining WM business to return it to break even whilst finding further efficiencies in the Group as a whole."

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Notes to Editors:

About WH Ireland Group plc

Wealth Management Division

WH Ireland provides independent financial planning advice and discretionary investment management. Our goal is to build long term, mutually beneficial, working relationships with our clients so that they can make informed & effective choices about their money and how it can support their lifestyle ambitions. We help clients to build a long term financial plan and investment strategy for them and their families.

Capital Markets Division

The sale of the division to Zeus Capital Limited was completed on 15 July 2024.

WH Ireland Group plc is the holding company for WH Ireland Limited (WHI). WHI provides a high quality service across both of its business areas - a Wealth Management (WM) division providing investment solutions for individuals, families and charities and a Capital Markets (CM) division which is a leading firm for public and private companies seeking corporate advice and investment capital.

Classification and Disclosure within Financial Statements

During the year, the Group pursued a sale of both the WM and CM divisions. Both sales were judged to be highly probable at year end and so have been classified as 'held for sale' assets within the Statement of Financial with the associated loss for the year being shown within Discontinued Operations within the Statement of Comprehensive Income. A breakdown of these disclosures is shown within note 6.

Post year end, the sale of the WM business did not proceed and the strategy for this division shifted to driving growth in the assets under management and providing a wider level of service to develop further revenue streams. The sale of the CM division completed post year end in July 2024. This will assist the group in the implementation of its plans for the growth of the remaining WM business.

Wealth Management

WHI provides financial planning advice and discretionary investment management. Our goal is to build long-term, mutually beneficial, working relationships with our clients so that they can make informed and effective choices about their money and how it can support their lifestyle ambitions. We help clients to build a long-term financial plan and investment strategy for them and their families.

Capital Markets

The CM division had been specifically focused on the public and private growth company marketplace. The team's significant experience in this dynamic segment means that they have been able to provide a specialist service to each of its respective participants. For companies, we have raised public and private growth capital, as well as provided both day-to-day and strategic corporate advice including M&A advisory. The division's tailored approach means that the team engages with all of the key investor groups active in its market - High Net Worth individuals, Family Offices, Wealth Managers and Funds. The broking, trading and research teams provide the link between growth companies and this broad investor base.

Chair and Chief Executive's statement

Market backdrop

The market backdrop has been extremely challenging. While the FTSE 100 has been relatively resilient, the AIM All Share Index fell 9% over the period. These market conditions severely impacted transactional business (and particularly fundraisings) in our CM Divisions and there have been a number of strategic issues for the board to consider.

Outlook

As shareholders will be aware the Group announced in July 2023 that it had raised £5m through a placing of shares in the Company. The board would like to thank shareholders for their support for this placing which enabled stabilisation to occur in our financial position whilst a cost reduction exercise and other strategic initiatives were carried out.

Following a further decline in market conditions and a persistent inflationary backdrop, the board has continued with the strategy to actively explore opportunities and options for the group principally a sale of all or part of its assets.

During the year a number of potential buyers approached us in respect of a purchase of the WM division and where it was appropriate these were actively pursued. However none of these discussions resulted in a transaction and therefore whilst the WM division was held as an asset for sale at the year end (and this is reflected in the approach to the completion of the year end accounts) it is now part of our ongoing operations and will therefore be subject to the normal accounting treatments on an ongoing basis in the absence of an event occurring which impacts this assessment.

Post balance sheet date, the Group reached completion on a deal to sell the CM division. This completed in July 2024 and is on a deferred consideration basis. This division was actively being marketed for sale and it was highly probable that this sale would occur within a few months of reporting date. This division is therefore also shown as an asset held for sale and a discontinued operation in the subsequent Financial Statements. The sale of this division completed in July 2024.

Looking forward
Following the sale of the CM division after the year-end it is the intention of the Group to focus on the operation and development of the WM division whilst assessing strategic opportunities for the Group as they arise.

Moving forward we will further reduce costs, as certain group and central functions can be streamlined following the sale of the CM division. Considering this, together with the implementation of our cost reduction programme earlier in the year, we believe the Group Moving forward we will further reduce costs, as certain group and central functions can be streamlined following the sale of the CM division. Considering this, together with the implementation of our cost reduction programme earlier in the year, we believe the Group has an improved chance of returning the continuing WM division to a break-even position.

The Financial Year 2024

Overall revenue fell 19.6% from the previous year from £26.7m to £21.5m, we reduced administrative expenses by 2% from £27.6m to £26.7m. Although our loss on investments reduced from a £2.7m loss in the previous year to £0.6m loss, we incurred large restructuring costs of £2.9m. These were principally redundancies and project costs in relation to the Board exploring strategic opportunities for parts of the business. This led to a loss overall for the business of £5.9m before tax.

WM income was affected by market falls which led to a reduction of total assets under management from £1.4bn to £1.2bn. This was the principal reason for a fall in revenue of 18% (from £14.4m to £11.9m). With the reduction of costs, including the redundancies of staff, WM recorded a small underlying loss for the year.

CM revenue is derived from retainer income, earned from our role as NOMAD or broker to clients, and transactional income. While retainer income held up well, we finished the year with 79 clients, a fall from 90 at the beginning of the period, transactional income was severely hit, with a particularly sharp fall in corporate fundraisings. This led to an overall drop in CM revenue of 22% from £12.2m to £9.6m.

Board
The Company welcomed two new non-executive directors in November 2023, Simon Moore and Garry Stran to the Board, with Simon serving as Chair. The Directors thank the previous non-executive directors of the Company for their service to the business.

On behalf of the Board, we would like to express our appreciation for the continuing hard work and loyalty of employees throughout a difficult period. Whilst this has been an unsettling period for all stakeholders we would like to thank our employees, clients and partners for their efforts to complete the sale of the CM division and for working with us to stabilise the business.

We would also like to thank the team members who were unfortunately made redundant during the year for their professionalism during this period and wish them well for the future.

As outlined in this report your board will now focus on creating a business that has sustainable profitability, a vibrant culture and is well placed to exploit strategic opportunities should they arise in order to maximise the opportunity to create shareholder value.

Financial review
Overview
The WH Ireland Group consists of a principal operating subsidiary, WH Ireland Limited.

WH Ireland Limited consists of two business divisions: WM (WM), which provides investment management solutions and financial advisory services to retail clients and CM (CM) which provides a range of services to both public and private companies, including day to day regulatory and strategic corporate advice, institutional sales and broking services; and the production of equity research. It also provides trading services to Funds, High Net worth individuals and Family Offices. Post balance sheet date, the CM division has been sold.

Total assets managed by the Group are £1.8bn (FY23: £2.1bn). Of this total, £1.2bn (FY23: £1.4bn) is held in WM with a further £0.6bn (FY23: £0.7bn) within CM's Ultra High Net Worth business.

The Group's income is derived from activities conducted in the UK with a number of retail, high net worth, ultra-high net worth, institutional and corporate clients.

The average Group headcount for the year was 133 (FY23: 163) in the UK.

Strategy summary

Following the fundraise that took place during the year, the Group's aim was to increase the value of discretionary assets under management in WM. The Group also aimed to continue to service our new and existing corporate client list in CM, whilst sourcing new transactional activity utilising our strong distribution capability in public and private markets. During the year, the Group pursued a sale of both the WM and CM divisions. Both sales were judged to be highly probable at year end and so have been classified as 'held for sale'. Post year end, the strategy for WM shifted from a sale of the division to driving growth in the assets under management and providing a wider level of service to develop further revenue streams. The sale of the CM division completed post year end in July 2024. This will assist the group in the implementation of its plans for the growth of the remaining WM business whilst finding efficiencies in the remaining business.

Group financial results summary

	Year to 31 Mar 2024 £'000	Year to 31 Mar 2023 £'000
Revenue	**21,465**	26,688
Administrative expenses	**(26,665)**	(27,591)
Expected credit loss	**(328)**	(239)
Operating loss	**(5,528)**	(1,142)
Net loss on investments	**(583)**	(2,683)
Release of deferred consideration	**160**	-
Changes in fair value and finance cost of deferred consideration	**-**	(173)
Other income	**-**	2,175
Loss before tax	**(5,951)**	(1,823)
Taxation	**12**	-
Loss and total comprehensive income for the year	**(5,939)**	(1,823)

The format of these tables do not follow that in the Statement of Comprehensive Income which is required to show effect of discontinued operations on the business. These table show the results of both divisions in the statutory format.

Reconciliation between underlying and statutory profits

Underlying profit before tax is considered by the Board to be an accurate reflection of the Group's performance when compared to the statutory results, as this excludes income and expense categories which are deemed of a non-recurring nature or non-cash operating item. Reporting at an underlying level is also considered appropriate for external analyst coverage and peer group benchmarking. A reconciliation between underlying and statutory profit before tax for the year ended 31 March 2024 with comparative is shown below:

	Year to 31 Mar 2024 £'000	Year to 31 Mar 2023 £'000
Underlying loss before tax	**(2,468)**	(1,987)
Amortisation of acquired brand and client relationships	**(273)**	(496)
Changes in fair value and finance cost or release of deferred consideration	**160**	(173)
Restructuring costs	**(2,909)**	-
Client Settlement	**(152)**	-
Other income	**-**	1,957
Net changes in the value of non-current investments	**(309)**	(1,124)
Total underlying adjustments	**(3,483)**	164
Statutory loss before tax	**(5,951)**	(1,823)
Tax	**12**	-
Loss and total comprehensive income for the year	**(5,939)**	(1,823)
Underlying earnings per share		
Weighted average number of shares ('000) in issue during the period (note 12)	**175,718**	59,172
Basic underlying earnings per share	**(1.40p)**	(3.36p)

Amortisation of acquired brand and client relationships

These intangible assets are created in the course of acquiring funds under management and are amortised over their useful life which have been assessed between two to 12 years. This charge has been excluded from underlying profit as it is a significant non-cash item. Amortisation ceased from the date the WM division was reclassifies to assets held for sale, refer to note 6.

Changes in fair value and finance cost of deferred consideration

This comprises the fair value measurement arising on the deferred consideration payments from acquisitions together with the associated finance costs from the unwinding of the present value discount relating to the Harpsden acquisition (subsidiary previously acquired).

Restructuring costs

These costs relate to the restructuring costs within both WM and CM and the resultant costs of redundancies of staff in the London office arising from the cost savings measures taken during the year. These costs also include transaction fees paid in relation to the exploration of the potential sale of the WM division and the resultant sale of the CM division.

Client Settlement

This item relates to an issue with our outsourced platform provider, cited in our interim results, which resulted in incorrect amounts of interest being paid to clients. The provider and the Group have settled these amounts with clients.

Other income

Last year the Group received a refund of £2.2m from HMRC. This was following confirmation from HMRC that the supply of certain Group services were exempt from VAT during the period from 2017 to 2022. This is presented net of commission payable to a third party of £218k.

Net changes in value of investments

As part of the fee arrangement with corporate clients in CM, there is often a grant of warrants over shares or the issue of actual shares in addition to the cash element of the fee. The value of such warrants and shares are credited to revenue on the date of the fee note and then any changes in the valuation are recorded as net gains or losses. In view of the nature of these gains or losses, including non-cash, these gains or losses have been excluded from underlying profit. The total change in value of investments are £583k, a corresponding commission payable of £274k on the gain or loss of these warrants are included in the net changes above. The net change in investment value is £309k.

The Financial Year 2024

Overall revenue fell from £26.7m to £21.5m from the previous (19.6%), we reduced administrative expenses by 2% from £27.6m to £26.7m. Although our loss on investments reduced from a £2.7m loss in the previous year to £0.6m loss, we incurred restructuring costs of £2.9m. These were principally redundancies and transaction costs in relation to the Board exploring strategic opportunities for parts of the business. This led to a loss overall for the business of £6.0m before tax.

WM income was affected by market falls which led to a reduction of assets under management from £1.4bn to £1.2bn. This was the principal reason for a fall in revenue of 18% (from £14.4m to £11.9m). With the reduction of costs, including the redundancies of staff, WM recorded a small underlying loss for the year.

CM revenue is derived from retainer income, earned from our role as NOMAD or broker to clients, and transactional income. While retainer income held up well, we finished the year with 79 clients, a fall from 90 at the beginning of the period, transactional income was severely hit, with a particularly sharp fall in corporate fundraisings. This led to an overall drop in CM revenue of 22% from £12.2m to £9.6m.

Expenses

Total operational costs decreased by 3.2%. As part of cost of sales, third party commission increased by 63.14%, due to agreements that are revenue contingent. Variable people costs, mainly related to bonus payments have reduced by 49%.

	2024 **£'000**	2023 £'000
Cost of sales - non-salaried staff costs (note 7)	**1,592**	605
Fixed non-people costs	**11,235**	10,867
Fixed people costs	**12,881**	14,243
Variable people costs	**956**	1,876
Total	**26,664**	27,591

Financial position and regulatory capital

Net assets remained consistent at £14.3m at 31 March 2024 (FY23: £14.3m) and tangible net assets (net assets excluding disposal group, prior year net assets excluding intangible assets and goodwill) decreased by 10% to £6.3m (FY23: £7.0m).

The Investment Firms Prudential Regime (IFPR) applies to all solo-regulated MiFID investment firms and WH Ireland is a non-SNI (small and non-interconnected) MIFIDPRU investment firm.

Accordingly, the Group's regulatory capital requirement is its fixed overhead requirement as defined by the Financial Conduct Authority (FCA). During the year the Group carried out a placing to raise £5m by way of the issue of ordinary shares, to ensure that the Group's own funds are in excess of its regulatory capital requirement. Post year end, the sale of the CM division took place. This has had the effect of fixed overhead requirements and wind-down costs for the business falling.

Cost reduction exercises have been implemented during the year, including certain members of senior management agreeing to sacrifice a proportion of their salary in return for share options, alongside a collective consultation regarding headcount reduction.

As a result, the Directors have reviewed the forward-looking position as part of the going concern modelling and stress testing and in light of post year-end events believe that the regulatory requirements will be met.

Future developments

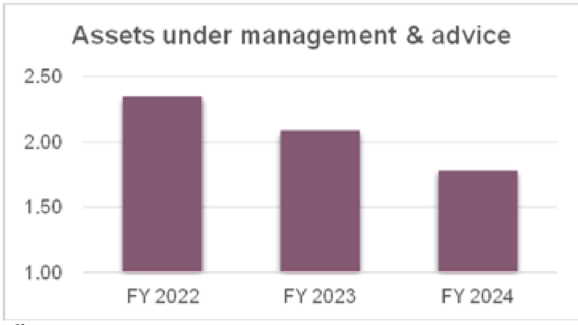
The Group has continued to be subjected to challenging market conditions resulting from a number of well documented public events. The funds from the placing that took place during the year have been used to provide working capital, secure the current regulatory capital position and achieve a more stable financial position for the Group against the current market backdrop. The Group has also actively explored asset sales during the year, with the CM division being sold post year end. This sale has resulted in a positive regulatory capital position and changed requirements. The Directors will now focus on implementing improvements to the remaining WM division as well as making changes that will increase efficiencies across the business.

Key Performance Indicators

The following financial and strategic measures have been identified as the key performance indicators (KPIs) of the Group's overall performance for the financial year.

1. GROUP ASSETS UNDER MANAGEMENT
The total value of funds under management has a direct impact on the Group's revenue.

-14%



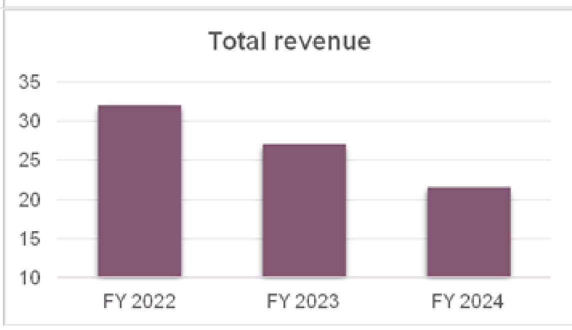
£bn

2. NUMBER OF RETAINED CM CORPORATE CLIENTS
The number of retained clients has a direct relationship to the value of fees earned from success fees and retainer income in CM.

-11

3. TOTAL REVENUE
The amount of revenue generated by WM and CM together is one of the key growth indicators.

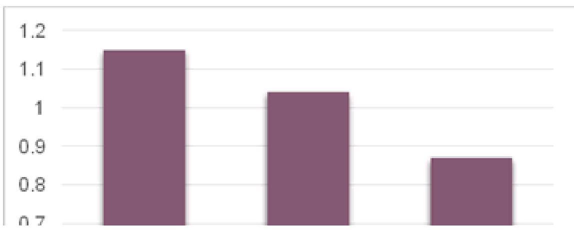
-20%

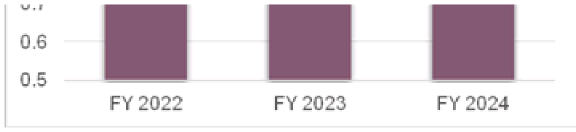


£m

4. DISCRETIONARY AND ADVISORY ASSETS UNDER MANAGEMENT (WM)
Discretionary and advisory funds are the main income driver for our WM business.

-16%





£bn

Dividends

The Board does not propose to pay a dividend in respect of the financial year (FY23: £nil).

Statement of Financial Position and Capital Structure

Maintaining a strong and liquid statement of financial position remains a key objective for the Board, alongside its regulatory capital requirement. Due to the successful placing of shares during the year, the Group have been able to secure the current regulatory capital position and achieve a more stable financial position for the Group against the current market backdrop. The group regulatory capital position is surplus to the regulatory capital requirement. As a result of the post year end sale of the CM division, the required regulatory capital position has fallen to £3.8m (based on harm assessment). The group therefore will be more likely to achieve these requirements. As at 31 March 2024, total net assets were £14.3m (FY23: £14.3m) and net current assets £14.3m (FY23: £5.3m). This increase is due to assets and liabilities being allocated to the disposal groups. Cash balances at year-end were £4.9m (FY23: £4.2m).

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 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 risk register covers all categories including human capital risk, regulatory risk, conduct (client) risk, competition, financial risk, IT and operational resilience risk and legal risk. Each risk is ranked on impact and likelihood and mitigating strategies are identified. In addition, the Executive Committee which is formed of the Executive Directors, the Heads of the business divisions, a representative from HR and Chief Risk and Compliance Officer meet to assess and monitor these. An Executive Risk Committee has recently been established to manage and monitor risks and report into the Board.

The Group had outsourced its internal audit function to Deloitte since April 2021. Post year end this function is now outsourced to BDO. The internal auditors formally report to Garry Stran, Chair of the Audit Committee with Jay Iyer, Chief Risk and Compliance Officer, being the principal day to day contact.

Liquidity and capital risk

The Group continues to focus on managing the costs of its business and returning to growth and sustainable profitability whilst increasing the proportion of recurring revenue with CM and the building of its discretionary fee paying client base in WM to better fit the regulatory environment in which it operates.

To mitigate risk, the Board continues to focus on ensuring that the financial position remains robust and suitably liquid with sufficient regulatory capital being maintained over the minimum common equity tier 1 capital requirements. Regulatory capital and liquid assets are monitored on a daily basis.

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.

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

The Group seeks to ensure that its risk management framework and control environment is continuously evolving which Compliance and Risk monitor on an ongoing basis.

Credit risk

The Board takes active steps to minimise credit losses including formal new business approval, and 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.

Regulatory risk

The Company operates in a highly regulated environment in the UK. 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. The impact of the regulatory environment on the Group's management of its capital is discussed in note 26 of the financial statements.

Section 172 Statement

Broader Stakeholder Interests

Directors of the Group must consider Section 172 of the Companies Act 2006 which requires them to act in the way that would most likely promote the success of the Group for the benefit of all its stakeholders. The Board and its committees consider who its key stakeholders are, the potential impact of decisions made on them taking into account a wider range of factors, including the impact on the Company's operations and the likely consequences of decisions made in the long-term. The Group's key stakeholders and how the Board and the Group have engaged with them during the year is set out below.

Employees

The CEO and his management team on behalf of the Board engage with employees through a variety of methods including periodic 'all staff' updates, information and points of interest, staff forums, group meetings and Town Hall meetings.

Shareholders

Our shareholders have been pivotal in supporting the Group and its management team and Board. The Board recognise and frequently discuss the importance of good, open and constructive relationships with both potential new shareholders as well as existing shareholders and is committed to this communication. The way in which this has been achieved during the year has been by our Chief Executive Officer, supported by the management team, maintaining regular contact and meetings with individual and institutional shareholders, both existing and potential, and communicating and discussing shareholders' views with the Board. A number of Board members and employees also hold the Group's shares and regular communications are provided. Having one class of share capital ensures all shareholders are treated equally.

The Group's strategy and results are presented to shareholders through meetings following announcements of the final and interim results. Shareholders are also invited to meet the Board and management team, who attend the Annual General Meeting. The annual report and accounts for the year ended 31 March 2024 along with all past accounts, regulatory communications and other material is set out on the Group's website at https://www.whirelandplc.com/investor-relations.

Regulators

The Board maintains continuous and open communication with our regulators at the FCA as well as with the London Stock Exchange. Regular ongoing dialogue has continued through the CEO and CFO with the FCA who receive regular Management information. The FCA have approved the appointments of each member of the Management team and the Board members as required.

Clients

Our clients are fundamental to the business of the Group and the Board recognise that their interests are of paramount importance. Management of WM and CM closely engage with clients to understand their objectives so that the service provided by the business is appropriate. In WM the client's profile and the suitability of the investment strategy provided is frequently assessed by our professional investment managers and this is supplemented by a second line of review from management and our compliance team. It is recognised that the status of our clients can and does change in line with the environment and vulnerable clients in particular are identified and discussed at management and at Committee level to ensure that they are provided with the best possible advice.

In CM the Group's objective is also to achieve the best outcome and this applies equally to institutional corporate clients. Regular contact is maintained with them across all departments including corporate broking, corporate finance, trading and research. Our investor relations team arranges meetings with investors, undertakes site visits and organises events for a wide range of our clients' teams.

Suppliers, Community and Environment

The Board through its Executive Directors is keenly focused on its key supplier relationships and regularly challenges and reviews its arrangements. The Group openly encourages its offices and employees to engage in local charitable, community groups and other causes.

The Board recognises the firm's duty to act in the best long-term interests of our clients which includes having investment practices that contribute to the preservation of our planet. The Board has had an active effort to continue on our path towards carbon neutrality by consuming less as an organisation, providing recycling points in our offices and planting a new tree for every new investment account opened.

Each of the Board members consider that they have acted together, in good faith in a way most likely to promote the success of the Group for the benefit of its broader range of stakeholders as a whole taking into account section 172 (1) (a-f) of the Companies Act 2006.

Maintaining a reputation for high standards of business conduct

The board supports a culture that encourages the group's high standards which helps the Group deliver on its strategic

The board supports a culture that encourages the group's high standards which helps the Group deliver on its strategic objectives. The board ensures adherence to policies that encourage high performance of employees and regularly receives updates on the group's culture through engagement surveys and in the business updates.

Considering the Long Term

The board outlines the Group's strategy and oversees the framework of governance, risk management and internal controls to with the long-term success of the business in mind. The strategy is focused on developing the Group's ability to service the long-term needs of its clients. The group operates in a highly regulated environment. The identification, management and mitigation of risks to the group's business is key to ensuring the delivery of its strategy over the longer term, and the consideration of risk plays an important part in decision-making.

The Strategic Report has been approved by the Board and signed on its behalf by:

S Jackson
Chief Finance Officer
9 August 2024

Consolidated statement of comprehensive income

	Note	**Year ended 31 March 2024 £'000**	Year ended 31 March 2023 £'000 *Restated
Net loss on investments	*17*	(583)	(2,683)
Release of deferred consideration	*8*	160	(173)
Pre-tax loss from continuing operations		**(423)**	(2,856)
Taxation	*10*	**12**	-
Post-tax loss from continuing operations		**(411)**	(2,856)
(Loss)/profit from discontinued operations inc. tax	*6*	**(5,528)**	1,033
Loss and total comprehensive income for the year		**(5,939)**	(1,823)

Earnings per share	*12*		
From continuing operations			
Basic and diluted		**(0.23p)**	(4.83p)
From discontinuing operations			
Basic and diluted		**(3.15p)**	1.75p
Total			
Basic and diluted		**(3.38p)**	(3.08p)

*The 2023 consolidated statement of comprehensive income has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.

There were no items of other comprehensive income for the current year or prior years.

Consolidated statement of financial position

		Group		
	Note	**31 March 2024 £'000**	31 March 2023 £'000 *Restated	31 March 2022 £'000 *Restated
ASSETS				
Non-current assets				
Intangible assets	*15*	**-**	3,763	4,259
Goodwill	*14*	**-**	3,539	3,539
Property, plant and equipment	*13*	**-**	569	325
Investments	*17*	**-**	820	3,013
Right of use asset	*18*	**-**	635	1,168
Deferred tax asset	*19*		-	-
		-	9,326	12,304
Current assets				
Trade and other receivables	*20*	**5,098**	5,444	5,758
Other investments	*21*	**1,544**	2,049	1,912

Cash and cash equivalents	*22*	**4,902**	4,234	6,446
Assets held for sale	*6*	**7,994**	-	-
Total current assets		**19,538**	11,727	14,116
Total assets		**19,538**	21,053	26,420
LIABILITIES				
Current liabilities				
Trade and other payables	*23*	**(3,232)**	(4,013)	(6,681)
Lease liability	*18*	**-**	(319)	(376)
Provisions	*24*	**(1,676)**	(2,121)	(2,412)
Liabilities classified as held for sale	*6*	**(293)**	-	-
Total current liabilities		**(5,201)**	(6,453)	(9,469)
Non-current liabilities				
Deferred tax liability*	19	**-**	-	-
Lease liability	*18*	**-**	(293)	(999)
		-	(293)	(999)
Total liabilities		**(5,201)**	(6,746)	(10,468)
Total net assets		**14,337**	14,307	15,952
Capital and reserves				
Share capital	*27*	**4,965**	3,116	3,104
Share premium	*27*	**22,817**	19,014	19,014
Other reserves		**981**	981	981
Retained earnings		**(13,312)**	(7,711)	(6,247)
Treasury shares	*28*	**(1,114)**	(1,093)	(900)
Shareholders' funds		**14,337**	14,307	15,952

* The 2023 and 2022 consolidated statement of financial position has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.

These financial statements were approved by the Board of Directors on 9 August 2024 and were signed on its behalf by:

S Jackson

Director

Company statement of financial position

		Company	
		31 March	31 March
		2024	2023
	Note	**£'000**	£'000
ASSETS			
Non-current assets			
Investment in subsidiaries	*16*	**19,848**	26,448
Loan receivable	*28*	**1,114**	1,093
Amounts owed from Group companies	*20*	**4,676**	-
		25,638	27,541
Current assets			
Trade and other receivables	*20*	**44**	29
		44	29
Total assets		**25,682**	27,570
LIABILITIES			
Current liabilities			
Trade and other payables	*23*	**(750)**	(1,136)
Provisions	*24*	**(1,229)**	(2,121)
Total liabilities		**(1,979)**	(3,257)
Total net assets		**23,703**	24,313
Capital and reserves			
Share capital	*27*	**4,965**	3,116
Share premium	*27*	**22,817**	19,014
Other reserves		**228**	228
Retained earnings		**(4,307)**	1,955
Shareholders' funds		**23,703**	24,313

The Company has elected to take the exemption under Section 408 of the Companies Act 2006 not to present the Company statement of comprehensive income. The loss after tax of the Company for the year was £6.6m (FY23: £nil).

These financial statements were approved by the Board of Directors on 9 August 2024 and were signed on its behalf by:

S Jackson

Director

Consolidated and Company statement of cash flows

		Group		Company	
		Year ended 31 Mar 2024	Year ended 31 Mar 2023	**Year ended 31 Mar 2024**	Year ended 31 Mar 2023
	Notes	**£'000**	£'000 *restated	**£'000**	£'000
Operating activities:					
Loss for the year		**(5,939)**	(1,823)	**(6,600)**	-
		(5,939)	(1,823)	**(6,600)**	-
Adjustments for non-cash items:					
Depreciation and amortisation	*13, 15, 18*	**624**	1,093	**-**	-
Finance income	*8*	**-**	(10)	**-**	-
Movement in deferred consideration	*8*	**(160)**	173	**(160)**	173
Finance expense	*8*	**21**	51	**-**	-
Tax	*10*	**(12)**	-	**-**	-
Non-cash adjustment for share option charge	*7*	**338**	359	**338**	359
Non-cash adjustment for investment gains	*17, 21*	**583**	2,683	**-**	-
Non-cash consideration for revenue		**(761)**	(1,096)	**-**	-
Non-cash adjustment for right of use assets	*18*	**-**	(125)	**-**	-
Impairment	*16*	**-**	-	**6,600**	-
Working capital changes:					
Decrease / (increase) in trade and other receivables		**346**	314	**(4,851)**	88
(Decrease) / increase in trade and other payables and provisions**		**(336)**	(2,668)	**(228)**	(1,221)
Net cash (used in) / generated from operations		**(5,296)**	(1,049)	**(4,901)**	(601)
Income taxes received/(paid)	*10*	**-**	-	**-**	
Net cash outflows from operating activities		**(5,296)**	(1,049)	**(4,901)**	(601)
Investing activities:					
Acquisition of property, plant and equipment	*13*	**(16)**	(475)	**-**	-
Decrease / (increase) in loan receivables		**-**	-	**(21)**	(193)
Interest received	*8*	**12**	10	**-**	-
Cash received on disposal of investments and warrants	*17, 21*	**1,408**	430	**-**	-
Deferred consideration paid*	*24*	**(78)**	(464)	**(78)**	(464)
Net cash generated from / (used in) investing activities		**1,326**	(499)	**(99)**	(657)
Finance activities:					
Proceeds from issue of share capital	*27*	**5,000**	12	**5,000**	12
Purchase of own shares by Employee Benefit Trust		**(21)**	(193)	**-**	-
Interest paid	*8*	**-**	-	**-**	-
Lease liability payments		**(340)**	(483)	**-**	-
Net cash generated from/ (used in) financing activities		**4,639**	**(664)**	**5,000**	**12**
Net increase / (decrease) in cash and cash equivalents		**668**	(2,212)	**-**	(1,246)
Cash and cash equivalents at beginning of year		**4,234**	6,446	**-**	1,246
Cash and cash equivalents at end of year		**4,902**	4,234	**-**	-

*The 2023 consolidated statement of financial position has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.
In the prior year, Deferred consideration paid of £464k had been presented as a Financing activity. The cash flow relates to the payment of deferred consideration relating to the acquisition of Harpsden WM Limited, which is an Investing activity. The comparative has been restated accordingly.

Non-cash transaction:

** During the period, outstanding deferred consideration of £654k was settled via issue of shares (refer to note 24)

Reconciliation of Group and Company liabilities arising from financing activities in the year:

Group	As at 1 April 2023 £'000	Cash flows £'000	Non-cash changes £'000	As at 31 March 2024 £'000
Lease liability	612	(340)	21	293
	612	**(340)**	**21**	**293**

Reconciliation of Group and Company liabilities arising from financing activities in the prior year:

Group	As at 1 April 2022 £'000	Cash flows £'000	Non-cash changes £'000	As at 31 March 2023 £'000
Lease liability	1,375	(483)	(280)	612
	1,375	**(483)**	**(280)**	**612**

There are no Company liabilities arising from financing activities.

Consolidated and Company statement of changes in equity

Group	Share capital £'000	Share premium £'000	Other reserves £'000	Retained earnings £'000	Treasury shares £'000	Total equity £'000
Balance at 1 April 2022 (As originally stated)	3,104	19,014	981	(6,789)	(900)	15,410
Prior year adjustment*	-	-	-	542	-	542
Balance at 1 April 2022 (As restated)	3,104	19,014	981	(6,247)	(900)	15,952
Loss and total comprehensive income for the year (Previously stated as £1,944k)	-	-	-	(1,823)	-	(1,823)
Transactions with owners in their capacity as owners:						
Employee share option scheme	-	-	-	359	-	359
New share capital issued	12	-	-	-	-	12
Purchase of own shares by Employee Benefit Trust	-	-	-	-	(193)	(193)
Balance at 31 March 2023 (As restated)	3,116	19,014	981	(7,711)	(1,093)	14,307
Loss and total comprehensive income for the year	-	-	-	(5,939)	-	(5,939)
Transactions with owners in their capacity as owners:						
Employee share option scheme	-	-	-	338	-	338
New share capital issued**	1,849	3,928	-	-	-	5,777
Share issue costs	-	(125)	-	-	-	(125)
Purchase of own shares by Employee Benefit Trust	-	-	-	-	(21)	(21)
Balance at 31 March 2024	4,965	22,817	981	(13,312)	(1,114)	14,337

*The 2023 Consolidated and Company statement of changes in equity has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.

**See further details in note 27.

Retained earnings include £10k (2023: £10k) ESOT reserve.

Company	Share capital £'000	Share premium £'000	Other reserves £'000	Retained earnings £'000	Treasury shares £'000	Total equity £'000
Balance at 1 April 2022	3,104	19,014	228	1,596	-	23,942
Profit / (loss) and total comprehensive income for the year	-	-		-	-	-
Transactions with owners in their capacity as owners:						
Employee share option scheme	-	-	-	359	-	359
New share capital issued	12	-	-	-	-	12
Balance at 31 March 2023	3,116	19,014	228	1,955	-	24,313
Profit / (loss) and total comprehensive income for the year	-	-	-	(6,600)	-	(6,600)
Transactions with owners in their capacity as owners:						
Employee share option scheme	-	-	-	338	-	338
New share capital issued (note 27)	1,849	3,928	-	-	-	5,777
Share issue costs	-	(125)	-	-	-	(125)
Balance at 31 March 2024	4,965	22,817	228	(4,307)	-	23,703

The nature and purpose of each reserve, whether consolidated or Company only, is summarised below:

Share premium

The share premium is the amount raised on the issue of shares that is in excess of the nominal value of those shares and is recorded less any direct costs of issue.

Other reserves

Other reserves comprise a (consolidated) merger reserve of £753k (FY23: £753k) and a (consolidated and company) capital redemption reserve of £228k (FY23: £228k).

Retained earnings

Retained earnings reflect accumulated income, expenses, gains and losses, recognised in the statement of comprehensive income and the statement of recognised income and expense and is net of dividends paid to shareholders. It includes £10k (FY23: £10k) of ESOT reserve.

Treasury shares

Purchases of the Company's own shares in the market are presented as a deduction from equity, at the amount paid, including transaction costs. That is, shares are shown as a separate class of shareholders' equity with a debit balance. This includes shares in the Company held by the EBT or ESOT, both of which are consolidated within the consolidated figures.

Notes to the financial statements

1. General information

WH Ireland Group plc is a public company incorporated in the United Kingdom. The shares of the Company are traded on the AIM, a market of the London Stock Exchange Group plc. The address of its registered office is 24 Martin Lane, London, EC4R 0DR.

Basis of preparation

The consolidated and Parent Company financial statements have been prepared in accordance with International Accounting Standards as adopted by the UK and in accordance with the Companies Act 2006. The principal accounting policies adopted in the preparation of the consolidated financial statements are set out in note 3. The policies have been consistently applied to all the years presented, unless otherwise stated.

The consolidated financial statements are presented in British Pounds (GBP), which is also the Group's functional currency. Amounts are rounded to the nearest thousand, unless otherwise stated.

Going concern

The financial statements of the Group have been prepared on a going concern basis. In making this assessment, the Directors have prepared detailed financial forecasts for the period to September 2025 which consider the funding and capital position of the Group and Company. Those forecasts make assumptions in respect of future trading conditions, notably the economic environment and its impact on the Group's revenues and costs. In addition to this, the nature of the Group's business is such that there can be considerable variation in the timing of cash inflows. The forecasts take into account foreseeable downside risks, based on the information that is available to the Directors at the time of the approval of these financial statements.

Certain activities of the Group are regulated by the FCA, the statutory regulator for financial services business in the UK which has responsibility for policy, monitoring and discipline for the financial services industry. The FCA requires the Group's 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 Group's regulatory capital resources on a regular basis.

The Directors have conducted full and thorough assessments of the Group's business and the past financial year has provided a thorough test of those assessments. The ongoing market conditions presented a range of challenges to the business and during the year the Group raised additional capital by way of placing of ordinary shares to existing shareholders and new investors raising £5m. After the year end, the Group sold the CM division which resulted in an up-front reduction in the required regulatory capital. Additionally, this will also result in cost reductions as expenses related to that division will reduce, with benefits taking effect from quarter 2 of the financial year. The cost savings have been factored into the forecasts.

Whilst there always remains uncertainty over the economic environment, after the year-end the business has improved its capital position and likelihood of a return to a break-even position. Further actions open to the Directors include incremental cost reductions, regulatory capital optimisation programmes or further capital raising.

An analysis of the potential downside impacts was conducted as part of the going concern assessment to assess the potential impact on revenue and asset values with a particular focus on the variable component parts of our overall revenue. Furthermore, reverse stress tests were modelled to assess what level the Group's business would need to reduce to before resulting in a liquidity crisis or a breach of regulatory capital. That modelling concluded that all revenue would need to decline by more than 45% from management's forecasts to create such a crisis situation within 18 months' time.

Based on all the aforementioned, the Directors believe that regulatory capital requirements will continue to be met and that the Group and Company has sufficient liquidity to meet its liabilities for the next 12 months and that the preparation of the financial statements on a going concern basis remains appropriate.

2. Adoption of new and revised standards

New and amended standards that are effective for the current year

A number of new or amended standards became applicable for the current reporting period and as a result the Group and Company has applied the following standards:

- IAS 1: Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current and Classification of Liabilities as Current or Non-Current - Deferral of Effect Date. Non-current Liabilities with covenants

The above requirements did not have a material impact on the financial statements of the group or company.

New standards, interpretations and amendments not yet effective

Name	Description	Effective date
IAS 1	Non-current Liabilities with covenants	1 January 2024

The Directors do not expect the adoption of these standards and amendments to have a material impact on the Financial Statements.

3. Significant accounting policies

Basis of consolidation

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full. The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained until the date on which control ceased.

In the Company's accounts, investments in subsidiary undertakings are stated at cost less any provision for impairment.

Business combinations

All business combinations are accounted for by applying the purchase method. The purchase method involves recognition, at fair value, of all identifiable assets and liabilities, including contingent liabilities, of the subsidiary at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. The cost of business combinations is measured based on the fair value of the equity or debt instruments issued and cash or other consideration paid, plus any directly attributable costs. Any directly attributable costs relating to business combinations before or after the acquisition date are charged to the statement of comprehensive income in the period in which they are incurred.

Goodwill arising on a business combination represents the excess of cost over the fair value of the Group's share of the identifiable net assets acquired and is stated at cost less any accumulated impairment losses. The cash generating units to which goodwill is allocated are tested annually for impairment. Any impairment is recognised immediately in administrative expenses in the statement of comprehensive income and is not subsequently reversed. On disposal of a subsidiary the attributable amount of goodwill that has not been subject to impairment is included in the determination of the profit or loss on disposal.

REVENUE

WM (WM)

Management and custody fees

Investment management fees are recognised in the period in which the related service is provided. It is a variable fee based on the average daily market value of assets under management and is invoiced on a calendar quarter basis in arrears. The performance obligation is satisfied over time as the contractual obligations are on ongoing throughout the period under contract. The revenue accrued but not yet invoiced is recognised as a contract asset.

Initial and ongoing advisory fees

Initial advisory fees are charged to clients on a fixed one-off fee agreement. The performance obligation is satisfied as the initial advice is provided. Ongoing advisory fees are variable fees based on the average daily market value of assets under management and invoiced on a calendar quarter basis in arrears. Both initial and ongoing advisory fees are recognised in the period in which the related service is provided. The performance obligation of ongoing advice is satisfied over time as the contractual obligations are ongoing throughout the period under contract. The revenue accrued but not yet invoiced is recognised as a contract asset.

Commission and transaction charges

Commission is recognised when receivable in accordance with the date of settlement. It is a variable fee based on a percentage of the transaction and therefore the performance obligation is satisfied at the date of the underlying transaction. The transaction price is calculated based on the agreed percentage of the underlying consideration of the trade. The underlying consideration being the number of shares multiplied by the share price at the time of the underlying transaction.

CM (CM)

Commission

Brokerage commission is recognised when receivable in accordance with the date of settlement. It is a variable fee based on a percentage of the transaction and therefore performance obligation is satisfied at the date of the underlying transaction. The transaction price is calculated based on the agreed percentage of the underlying consideration of the trade. The underlying consideration being the number of shares multiplied by the share price at the time of the underlying transaction.

Corporate finance advisory fees

Corporate finance advisory fees are fixed fees agreed on a deal by deal basis and might include non-cash consideration received in the form of shares, loan notes, warrants or other financial instruments recognised at the fair value on the date of receipt and therefore the performance obligation is satisfied over time when the Group has met the performance obligations per the contract.

Retainer fees

Retainer fees are recognised over the length of time of the agreement. Fees are fixed and invoiced quarterly in advance based on the agreed engagement letter. The performance obligation is satisfied over time as the contractual obligations are on ongoing throughout the period under contract. The deferred revenue is recognised as a contract liability.

Corporate placing commissions

Corporate placing commissions are variable fees agreed on a deal-by-deal basis based on a percentage of the funds raised as part of a transaction. This includes non-cash consideration received in the form of shares, loan notes, warrants or other financial instruments recognised at the fair value on the date of receipt. Given that fees related to this work are success based, there is a significant risk of reversal of the variable revenue and therefore the performance obligation is satisfied at a point in time when the transaction is completed. The combination of corporate placing commissions and corporate finance advisory fees are referred to as corporate success fees.

Employee benefits

The Group contributes to employees' individual money purchase personal pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The amount charged to the statement of comprehensive income represents the contributions payable to the schemes in respect of the period to which they relate.

Short-term employee benefits are those that fall due for payment within 12 months of the end of the period in which employees render the related service. The cost of short-term benefits is not discounted and is recognised in the period in which the related service is rendered. Short-term employee benefits include cash-based incentive schemes and annual bonuses.

Share-based payments

The share option programmes allow Group employees to receive remuneration in the form of equity-settled share-based payments granted by the Company.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value of the options granted is measured using an option valuation model. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognised for equity settled transactions, at each reporting date until the vesting date, reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

Where the terms of an equity-settled award are modified, an incremental value is calculated as the difference between the fair value of the repriced option and the fair value of the original option at the date of re-pricing. This incremental value is then recognised as an expense over the remaining vesting period in addition to the amount recognised in respect of the original option grant.

Where an equity-settled award is cancelled or settled (that is, cancelled with some form of compensation) it is treated as if it had vested on the date of cancellation and any expense not yet recognised for the award is recognised immediately.

However, if a new award is substituted for the cancelled award and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. Any compensation paid up to the fair value of the award is accounted for as a deduction from equity. Where an award is cancelled by forfeiture, when the vesting conditions are not satisfied, any costs already recognised are reversed (subject to exceptions for market conditions).

In all instances, the charge/credit is taken to the statement of comprehensive income of the Group or Company by which the individual concerned is employed.

Employee Share Ownership Trust (ESOT)

The Company has established an ESOT. The assets and liabilities of this trust comprise shares in the Company and loan balances due to the Company. The Group includes the ESOT within these consolidated Financial Statements and therefore recognises a Treasury shares reserve in respect of the amounts loaned to the ESOT and used to purchase shares in the Company. Any cash received by the ESOT on disposal of the shares it holds, will be used to repay the loan to the Company.

The costs of purchasing Treasury shares are shown as a deduction against equity. The proceeds from the sale of own shares held increase equity. Neither the purchase nor sale of treasury shares leads to a gain or loss being recognised in the consolidated statement of comprehensive income.

Income taxes

Income tax on the profit or loss for the years presented, comprising current tax and deferred tax, is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using rates enacted or substantively enacted at the reporting year-end date and any adjustment to tax payable in respect of previous years.

Deferred tax is provided for temporary differences, at the reporting year-end date, between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The following temporary differences are not provided for;

- goodwill which is not deductible for tax purposes;
- the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; and
- temporary differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting period end date (note 19).

A deferred tax asset is recognised for all deductible temporary differences and unused tax losses only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised.

Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and impairment. Depreciation is calculated, using the straight-line method, to write down the cost or revalued amount of plant and equipment over the assets' expected useful lives, to their residual values, as follows:

Computers, fixtures and fittings	-	4 to 7 years

Intangible assets

Measurement

Intangible assets with finite useful lives that are acquired separately are measured, on initial recognition at cost. Following initial recognition, they are carried at cost less accumulated amortisation and any accumulated impairment. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

Intangible assets other than goodwill are amortised over the expected pattern of their consumption of future economic benefits, to write down the cost of the intangible assets to their residual values as follows:

Client relationships	-	10 to 12 years
Brand	-	2 years

The amortisation period and method for an intangible asset are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset or its residual value are accounted for by changing the amortisation period or method.

Impairment

The carrying amounts of the Group's intangible assets, excluding goodwill, are reviewed when there is an indicator of impairment and the asset's recoverable amount is estimated.

The recoverable amount is the higher of the asset's fair value less costs to sell (or net selling price) and its value-in-use. Value-in-use is the discounted present value of estimated future cash inflows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Where the recoverable amount of an individual asset cannot be identified, it is calculated for the smallest cash-generating unit (CGU) to which the asset belongs. A CGU is the smallest identifiable group of assets that generates cash inflows independently.

When the carrying amount of an asset (or CGU) exceeds its recoverable amount, the asset (or CGU) is considered to be impaired and is written down to its recoverable amount. An impairment loss is immediately recognised as an expense. Any subsequent reversal of impairment credited to the statement of comprehensive income shall not cause the carrying amount of the intangible asset to exceed the carrying amount that would have been determined had no impairment been recognised.

Impairment of assets

Goodwill and other intangible assets that have an indefinite life are not subject to amortisation, they are tested annually for impairment. Other assets are tested for impairment when any changes in circumstance indicate the carrying amount is possibly not recoverable. An impairment loss is recognised when the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the value in use. Goodwill is allocated to cash generating units for the purpose of assessing impairment, assets (excluding goodwill) are grouped together based on the assets that independently generates cash flow whose cash flow is largely independent of the cash flows generated by other assets (cash generating units).

Leased assets

Measurement and recognition of leases as a lessee

For any new lease contracts entered into on or after 1 April 2019, as permitted under IFRS 16, the Group recognises a right of use asset and a lease liability except for:

- Leases with a term of 12 months or less from the lease commencement date
- Leases of low value assets

Lease liabilities are measured at the present value of the unpaid lease payments discounted using an incremental borrowing rate.

Right of use assets are initially measured at the amount of the lease liabilities plus initial direct costs, costs associated with removal and restoration and payments previously made. Right of use assets are amortised on a straight-line basis over the term of the lease.

Lease liabilities are subsequently increased by the interest charge using the incremental borrowing rate and reduced by the principal lease.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities

Investments are recognised and derecognised on the trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Assets and liabilities are presented net where there is a legal right to offset and an intention to settle in that way.

The three principal classification categories for financial assets are: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Financial assets are not reclassified after their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Assets held at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Trade receivables and other receivables are measured and carried at amortised cost using the effective interest method, less any impairment. If impaired, the carrying amount of other receivables is reduced by the impairment loss directly and a charge is recorded in the Income Statement. For trade receivables, the carrying amount is reduced by the expected credit lifetime losses under the simplified approach permitted under IFRS9. Subsequent recoveries of amounts previously written off are credited against the allowance account and changes in the carrying amount of the allowance account are recognised in the Income Statement.

Equity investments at FVOCI are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

The following financial assets & liabilities are held at FVTPL; investments and deferred consideration. The following financial assets and liabilities are held at amortised cost; Cash and cash equivalents, trade and other receivables, contract assets, trade and other payables and lease liabilities.

Trade payables

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The Directors consider that the carrying amount of trade payables approximates to their fair value.

Deferred consideration

Deferred consideration is recognised at the discounted present value of amounts payable. After initial recognition, it is rebased over the period in which the consideration is payable, with the unwinding of the discount being taken to the statement of comprehensive income.

4. Critical accounting judgements and key sources of estimation and uncertainty

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Identification and classification of discontinued operations and disposal group assets and liabilities

Management was required to assess both divisions against criteria set out in IFRS 5 on whether they would be classed as discontinued operations. During the year, the Group pursued a sale of both the WM and CM divisions. Both sales were judged to be highly probable at year end and so have been classified as 'held for sale'. The sale of the divisions were deemed to be highly probable on the date bids were received from the preferred bidders. This was 31st October 2023 for WM and 15th February 2024 for CM. At year end both divisions have been classed as such and assets and liabilities held for sale have been allocated to the associated disposal groups.

Post year end, the WM sale fell through and there was an initial attempt to find an alternative buyer. However, following the successful sale of the CM business and positive impact that has on the group's cash flows and regulatory capital, management felt that this transaction essentially gave more time to make a decision on the future of the WM division. The intention to continue operating the WM division became the preferred option. As this decision was made post year end, it is not indicative of circumstances that existed at the year end, an adjustment is therefore not necessary to be made at 31 March 2024 and the WM division remains classified as held for sale at that date.

The Statement of Comprehensive Income shows the results from the discontinued operations. The Statement of Financial Position has the assets and liabilities held for sale. These have been allocated to the disposal groups as detailed in note 6.

Amortisation and impairment of non-financial assets

As noted above, the Group estimates the useful economic lives of intangible assets, in order to calculate the appropriate amortisation charge. This is done by the Directors using their knowledge of the markets and business conditions that generated the asset, together with their judgement of how these will change in the foreseeable future. Note 14 outlines the details of the value in use calculation and the assumptions made in this.

Where an indicator of impairment exists, value in use calculations are performed to determine the appropriate carrying value of the asset. The value in use calculation requires the Directors to estimate the future cash flows expected to arise for the CGU and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Goodwill is subject to an annual impairment review which is performed by comparing the recoverable amount of the CGU to its

Goodwill is subject to an annual impairment review which is performed by comparing the recoverable amount of the CGU to its carrying value. The recoverable amount is the higher of the value in use and fair value to sell less costs.

Single enlarged CGU

The assets directly relating to the Harpsden acquisition, together with the in-place workforce and directly attributable revenue and costs were previously separated in an independent CGU within WH Ireland. The goodwill and intangibles were previously allocated to the Harpsden CGU, these have now been reallocated to the WM CGU. There no longer exists cash inflows for Harpsden that are largely independent. Instead the cash inflows for Harpsden are dependent on, and can be substituted with, cash inflows in respect of the WM division as a whole. It is therefore now the view of management that a change in CGUs is justified due to the further integration of the Harpsden clients and operations into the wider WM division.

Although the integration of Harpsden into the wider WM division has occurred over time, there are a few factors that have triggered a change in identification. The main factor is the interdependence on cash inflows for Harpsden on the cash inflows of the WM division. Other items judged to trigger this change in identification include redistribution of Harpsden AUM across the division, deregulation of the Harpsden entity with the FCA, internal reporting of the branches within the WM division and the use of group resources being shared across the division.

Investments in subsidiaries

Where an indicator of impairment exists, management uses its judgement to assess the carrying value of the asset by determining the fair value by independent assessment of the carrying value of the business units. The carrying value of investments in subsidiaries, prior to impairment, on 31 March 2024 was £26.4m (FY23: £26.4m) (see note 16).The market capitalisation of WH Ireland Group Plc is £9.5m which is less than the £26.4m holding of WHI Ltd and Harpsden Ltd together, which could indicate an impairment.

At the year-ended 31 March 2024, the carrying values of the investments in subsidiaries were consequently assessed for indicators of impairment. The recoverable value of the two CGUs were calculated using the Value in Use of WM and the sale price of CM.

The value of investment in subsidiaries were considered in the sum of two parts, for the two CGUs. The WM CGU was valued by calculating its value in use (note 14). CM was assessed with reference to the consideration for the disposal of the division which occurred post year end (see note 33).

The sum of the two parts was £19.85m, resulting in an impairment of £6.6m (note 16).

5. Segment information

The Group has two principal operating segments, WM (WM) and CM (CM) and a number of central office costs that do not fall into either of these operating segments. At 31 March 2024 both of these operating segments met the criteria in IFRS 5 to be classified as discontinued operations (see note 6 & 33). This information has been disclosed to enable users of the financial statements to see the breakdown of the groups result from discontinued operations by segment.

WM offers investment management advice and services to individuals and contains our Wealth Planning business, giving advice on and acting as intermediary for a range of financial products. CM provides corporate finance and corporate broking advice and services to companies and acts as Nominated Adviser (Nomad) to clients traded on the AIM and contains our Institutional Sales and Research business, which carries out stockbroking activities on behalf of companies as well as conducting research into markets of interest to its clients.

Both divisions are located in the UK. Each reportable segment has a segment manager who is directly accountable to, and maintains regular contact with, the Chief Executive Officer.

No customer represents more than ten percent of the Group's revenue (FY23: nil).

The following tables represent revenue and cost information for the Group's business segments. The key line items below are not consistent with the statement of comprehensive income.

Year ended 31 March 2024	**WM**	**CM**	**Central Office**	**Group**
	£'000	£'000	£'000	£'000
Revenue	11,891	9,574	-	**21,465**
Direct costs	(9,628)	(9,448)	-	**(19,076)**
Contribution	2,263	126	-	**2,389**
Indirect costs*	(2,894)	(1,963)	-	**(4,857)**
Underlying loss before tax	(631)	(1,837)	-	**(2,468)**
Amortisation of acquired brand and client relationships	(273)	-	-	**(273)**
Release of deferred consideration	-	-	160	**160**
Redundancy costs	(380)	(564)	-	**(944)**
Holiday Leave paid on termination	(43)	(83)	-	**(126)**
Project Costs	(865)	(527)	-	**(1,392)**
Onerous contracts	-	(447)	-	**(447)**
Client settlement	(152)			**(152)**

Client settlement	(152)	-	-	**(152)**
Investment losses	-	-	(583)	**(583)**
Payaway on investment losses	-	274	-	**274**
Loss before tax	(2,344)	(3,184)	(423)	**(5,951)**
Tax	-	-	12	**12**
Loss for the year	(2,344)	(3,184)	(411)	**(5,939)**

*Includes £329k auditor's remuneration as follows:

Audit of these financial statements £80k (FY23: £60k)

Amounts payable to the principal auditors and their associates in respect of:

- audit of financial statements of subsidiaries pursuant to legislation £130k (FY23: £115k)
- audit related assurance services £59k (FY23: £50k)
- audit of financial statements relating to prior year £60k (FY23: £50k)

Year ended 31 March 2024	**WM**	**CM**	**Group**
	£'000	£'000	**£'000**
Statutory operating costs included the following:			
Amortisation	273	-	**273**
Depreciation	56	60	**116**
Depreciation from Right of Use assets	142	93	**235**

Year ended 31 March 2023	**WM**	**CM**	**Central Office**	**Group**
	£'000	£'000	£'000	£'000
Revenue	14,443	12,245	-	**26,688**
Direct costs	(11,400)	(11,604)	-	**(23,004)**
Contribution	3,043	641	-	**3,684**
Indirect costs	(3,314)	(2,357)	-	**(5,671)**
Underlying profit / (loss) before tax	(271)	(1,716)	-	**(1,987)**
Amortisation of acquired brand and client relationships	(496)	-	-	**(496)**
Changes in fair value and finance cost of deferred consideration	-	-	(173)	**(173)**
Other income	1,957	-	-	**1,957**
Investment losses	-	-	(2,683)	**(2,683)**
Payaway on investment losses	-	1,559	-	**1,559**
Profit / (loss) before tax	1,190	(157)	(2,856)	**(1,823)**
Tax	-	-	-	**-**
Profit / (loss) for the year	1,190	(157)	(2,856)	**(1,823)**

The segment note has been restated to be consistent with the current year presentation.

Year ended 31 March 2023	**WM**	**CM**	**Group**
	£'000	£'000	**£'000**
Statutory operating costs included the following:			
Amortisation	496	-	**496**
Depreciation	141	90	**231**
Depreciation from Right of Use assets	218	148	**366**

Segment assets and segment liabilities are reviewed by the Chief Executive Officer based on the consolidated statement of financial position. Accordingly, this information is replicated in the Group Consolidated statement of financial position. As no measure of assets or liabilities for individual segments is reviewed regularly by the Chief Executive Officer, no disclosure of total assets or liabilities has been made.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

Revenue disaggregated by division and timing of recognition below:

Year ended 31 March 2024	**WM**	**CM**	**Group**
	£'000	£'000	£'000

Point in time	1,107	5,541	**6,648**
Over time	10,784	4,033	**14,817**
	11,891	9,574	**21,465**

Year ended 31 March 2023	**WM**	**CM**	**Group**
	£'000	£'000	£'000
Point in time	1,528	8,011	**9,539**
Over time	12,915	4,234	**17,149**
	14,443	12,245	**26,688**

The following movement of contract liabilities was recognised in the year:

Group	As at 31 Mar 2023 £'000	Recognised in revenue £'000	Amounts deferred £'000	As at 31 Mar 2024 £'000
Contract liabilities	7	(7)	14	14

Contract liabilities relate to deferred recognition of retainer fees invoices quarterly. Contract assets relate to accrued management fee income and the decrease from £3m to £2.48m at 31 March 2024 is linked to the decrease in WM fee income for the period. Refer to note 20.

6. Discontinued operations and assets & liabilities held for sale

During the year, management entered into separate discussions to sell both divisions of the group; WM and CM. This decision was taken in line with the Group's strategy on returning the business to sustainable profitability. Consequently, all non-current and associated current assets and liabilities were classified as a disposal group. WM has been judged to be held for sale from 31 October 2023 and CM from 15 February 2024. Assets and Liabilities held for sale have been allocated to the associated disposal groups on these dates. Measurement of the disposal group's assets is based on the lower of their carrying amount and fair value less costs to sell.

Financial performance information

	Note	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Revenue		**21,465**	26,688
Administrative expenses		**(26,665)**	(25,416)
Expected credit loss	*20*	**(328)**	(239)
Operating loss		**(5,528)**	1,033
Taxation	*10*	**-**	-
Post-tax (loss)/ profit from discontinuing operations		**(5,528)**	1,033

The carrying amounts of assets and liabilities in the disposal group may be analysed as follows:

Assets and liabilities of disposal group classified as held for sale

Year ended 31 Mar 2024		**WM**	**CM**	**Total**
Assets classified as held for sale	*Note*	**£'000**	**£'000**	**£'000**
Intangible assets	*15*	**3,490**	**-**	**3,490**
Goodwill	*14*	**3,539**	**-**	**3,539**
Property, plant and equipment	*13*	**255**	**214**	**469**
Investments - warrants	*17*	**-**	**95**	**95**
Right of use asset	*18*	**378**	**23**	**401**
Total assets held for sale		**7,662**	**332**	**7,994**

Year ended 31 Mar 2024		**WM**	**CM**	**Total**
Liabilities directly associated with assets classified as held for sale	*Note*	**£'000**	**£'000**	**£'000**
Lease liability	*18*	**(272)**	**(21)**	**(293)**
Total liabilities held for sale		**(272)**	**(21)**	**(293)**

	Year ended 31-Mar-24	Year ended 31-Mar-23
	£'000	£'000
Cash flows from operating activities	**(5,306)**	1,305

Cash flows from investing activities	**(16)**	(475)
Cash flows from financing activities	**(340)**	(483)
Total cash movement from discontinued activities	**(5,662)**	347

7. Employee benefit expense

Non-salaried staff are commission-only brokers and therefore do not receive a salary.

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Wages and salaries	**10,970**	11,970
Bonuses	**618**	1,537
Social security costs	**1,442**	1,734
Other pension costs	**469**	539
	13,499	15,780
Non salaried staff	**1,592**	605
Charge for share options granted to employees (note 30)	**338**	359
	15,429	16,744

Company	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Wages and salaries	**249**	207

The average number of persons (including Directors) employed during the year was:

Group	**Year ended 31 Mar 2024**	Year ended 31 Mar 2023
Executive and senior management	**6**	6
CM	**36**	50
WM	**68**	74
Support staff	**20**	30
Salaried staff	**130**	160
Non salaried staff	**3**	3
Total	**133**	163

Company	**Year ended 31 Mar 2024**	Year ended 31 Mar 2023
Executive and senior management	**3**	4

The total amount paid to Directors in the period, including social security costs was £0.8m (FY23: £0.9m). Full details of Directors' remuneration, including that of the highest paid Director, are disclosed in the Remuneration Report of the financial statements.

8. Finance income and expense

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Bank interest receivable	**12**	10
Other interest	**-**	-
Finance income	**12**	10
		-
Interest payable on lease liabilities classified within result from discontinued operations	**21**	51
Release of deferred consideration (see note 24)	**(160)**	173
Finance expense	**(139)**	224

9. Other income

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
VAT refund	**-**	2,175
Total other income	**-**	2,175

During the previous year the Group received a refund of £2.2m from HMRC. This was following confirmation from HMRC that the supply of certain Group services were exempt from VAT during the period from 2017 to 2022.

10. Taxation

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000 *Restated
Current tax expense:		
United Kingdom corporation tax at 25% (FY23: 19%)	**-**	-
Adjustment in respect of prior year	**(12)**	-
Total current tax	**(12)**	-
Deferred tax credit (note 19):		
Current year	**-**	-
Effect of change in tax rate	**-**	-
Total deferred tax	**-**	-
Total tax	**(12)**	-

*The 2023 taxation note has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.

The tax credit for the year and the amount calculated by applying the standard United Kingdom corporation tax rate of 25% (FY23: 19%) to profit before tax can be reconciled as follows:

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Loss before tax	**(5,951)**	(1,823)
Tax expense using the United Kingdom corporation tax rate of 25% (FY23: 19%)	**(1,488)**	(346)
Other expenses not tax deductible	**313**	334
Income not chargeable to tax	**-**	(11)
Movement in unrecognised deferred tax	**1,163**	9
Other amounts	**-**	14
Total tax (credit) / charge	**(12)**	-

11. Dividend

No dividend is proposed in respect of 2024 (FY23: none).

12. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Company (note 28).

Diluted EPS is the basic EPS, adjusted for the effect of the conversion into fully paid shares of the weighted average number of all employee share options outstanding. In a year when the Company presents positive earnings attributable to ordinary shareholders, anti-dilutive options represent options issued where the exercise price is greater than the average market price for the period.

Group	**Year ended 31 Mar 2024**	Year ended 31 Mar 2023
Weighted average number of shares in issue during the period	**175,718**	59,172
Effect of dilutive share options	**-**	-

(thousands)		
	175,718	59,172

Total		
Post-tax loss from continuing operations (£'000)	**(411)**	(2,856)
(Loss)/profit from discontinuing operations incl. tax (£'000)	**(5,528)**	1,033
Earning per share - basic and diluted		
From continuing operations	**(0.23p)**	(4.83p)
From discontinuing operations	**(3.15p)**	1.75p
Total	**(3.38p)**	(3.08p)

Reconciliations of the earnings and weighted average number of shares used in the calculations are set out below:

*The 2023 Earnings per share note has been restated to reflect the recognition of a deferred tax asset to offset the deferred tax liability. Refer to Note 19 for further details.

13. Property, plant and equipment

	Group	Company
	Computers, fixtures and fittings	**Computers, fixtures and fittings**
	£'000	£'000
Cost		
At 31 March 2022	5,748	37
Additions	475	-
Disposal	-	(4)
At 31 March 2023	6,223	33
Additions	16	-
Transfer to asset held for sale	**(6,239)**	**-**
At 31 March 2024	**-**	**33**
Depreciation and impairment		
At 31 March 2022	5,423	33
Depreciation charge	231	-
At 31 March 2023	5,654	33
Depreciation charge	116	-
Transfer to asset held for sale	**(5,770)**	**-**
At 31 March 2024	**-**	**33**
Net book values		
At 31 March 2024	-	-
At 31 March 2023	569	-

Property, plant and equipment were transferred to the WM and CM disposal groups on 31 October 2023 and 15 February 2024 respectively.

Included in the above, are software costs capitalised in the year with a net book value at 31 March 2024 of £9k (FY23: £116k).

14. Goodwill

Goodwill acquired in a business combination is allocated to a cash generating unit (CGU) that will benefit from that business combination. As explained in note 4, the goodwill is now attributed to the WM CGU.

The carrying amount of goodwill acquired in the acquisition of Harpsden WM is set out below:

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Beginning of year	**3,539**	3,539
Transfer to asset held for sale	**(3,539)**	-
End of year	**-**	3,539

Goodwill is assessed annually for impairment and the recoverability has been assessed at 31 March 2024 by comparing the carrying value of the CGU to which the goodwill is allocated against its recoverable amount. The recoverable amount is the higher of the CGU's fair value less cost to sell and the value in use. The value in use has been calculated using pre-tax discounted cash flow projections based on the most recent budgets and forecasts approved by the Board of Directors.

The projections cover a five-year period and a terminal multiple has been applied to the cash-flows extrapolating the projections consistent with the assumed indefinite useful life of the goodwill. The projections are based on a four-year forecast that has been approved by the board, with the fifth year being extrapolated using the trend in the forecast.

The newly enlarged WM CGU recoverable amount was calculated as £18.0m, with a headroom of £10m which indicates that there is no impairment. The main underlying assumptions used in the calculations are the pre-tax discount rate, the short-term growth in revenue and expenditure and the long-term growth rate to perpetuity. The revenue growth used in the cash flow forecast is based on the AUM forecasts multiplied by the relevant yields. AUM forecasted growth ranges from 0.0% to 8.2%. Cash outflows are forecasted individually, in an absence of specific detail these costs are set to increase by 5% in line with inflation. A pre-tax discount rate of 17.0% has been used. This is based on the Group's assessment of the risk-free rate of interest and specific risks relating to the division. A 2% long-term growth rate has been applied, which is prudent when compared against the growth rates used in the forecast calculations for the first five years.

Sensitivity analysis has been performed and no impairment would arise if the following scenarios occurred:

- A fall in AUM in FY25 to FY29 of 12% each year would result in a break-even position
- Costs for the entire business applying to the WM CGU - if all forecasted costs were applied to the WM CGU, the headroom would reduce to £4m. Still, this would not result in an impairment of the CGU

This amount was transferred to the WM disposal group on 31 October 2023.

15. Intangible assets

Client relationships arise when the group acquires a broker business with an existing client base. The assets below represent the fair value of future benefits arising from these client relationships. Amortisation of client relationships is charged to administrative expenses in note 6 on a straight-line basis over the estimated useful lives (2 to 12 years). No impairment indicators were present for the acquired client relationship contracts.

Group	**Client relationships** £'000	**Brand** £'000	**Total** **£'000**
Cost			
At 31 March 2022	8,731	75	8,806
Additions	-	-	-
At 31 March 2023	8,731	75	8,806
Additions	-	-	-
Transfer to asset held for sale	**(8,731)**	**(75)**	**(8,806)**
At 31 March 2024	**-**	**-**	**-**
Amortisation			
At 31 March 2022	4,500	47	4,547
Charge for the year	468	28	496
At 31 March 2023	4,968	75	5,043
Charge for the year	273	-	273
Transfer to asset held for sale	**(5,241)**	**(75)**	**(5,316)**
At 31 March 2024	**-**	**-**	**-**
Net book values			
At 31 March 2024	**-**	**-**	**-**
At 31 March 2023	3,763	-	3,763

During the year ended 31 March 2021, the group acquired client relationships totalling £4.2m as part of the Harpsden acquisition and at the year ending 31 March 2024 the net book value was £3.25m (FY23: £3.37m) and remaining useful economic life of 7 years (FY23: 8 years). An intangible asset was also recognised representing the Harpsden brand totalling £75k and at the year ending 31 March 2024 the net book value was fully amortised.

An intangible asset was recognised relating to the client relationships brought in by Robert Race when he joined the group. At the year ended 31 March 2024 the net book value was £244k (FY23: £367k) and remaining useful economic life of 2 years (FY23: 3 years). The Harpsden and Robert Race client relationships total net book value comes to £3.49m.

These were transferred to the WM disposal group on 31 October 2023.

The company did not have any intangible assets either at 31 March 2024 or 31 March 2023.

16. Subsidiaries

Company	Note	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2032 £'000

Beginning of year		**26,448**	26,448
Impairment	*4*	**(6,600)**	-
End of year		**19,848**	26,448

Investments in subsidiaries are stated at cost less impairment.

The Company's subsidiaries, all of which are included in the consolidated financial statements, are presented below:

Subsidiary	**Country of incorporation**	**Principal activity**	**Class of shares**	**Proportion held by Group**	**Proportion held by Company**
WH Ireland Limited	England & Wales	WM and CM	Ordinary	100%	100%
Harpsden WM Limited	England & Wales	WM	Ordinary	100%	100%
WH Ireland (Financial Services) Limited	England & Wales	Dormant	Ordinary	100%	-
Readycount Limited	England & Wales	Dormant	Ordinary	100%	100%
Stockholm Investments Limited	England & Wales	Dormant	Ordinary	100%	100%
ARE Business and Professional Limited	England & Wales	Dormant	Ordinary	100%	-
SRS Business and Professional Limited	England & Wales	Dormant	Ordinary	100%	-
WH Ireland Nominees Limited	England & Wales	Nominee	Ordinary	100%	-
WH Ireland Trustee Limited	England & Wales	Trustee	Ordinary	100%	-
Fitel Nominees Limited	England & Wales	Nominee	Ordinary	100%	-

The registered office of all companies listed above is 24 Martin Lane, London, EC4R 0DR.

The following dormant subsidiaries are guaranteed by the Company and therefore take advantage of the Companies Act (2006) in obtaining exemption from an individual audit:

Subsidiary	**Country of incorporation**	**Company registration number**
WH Ireland (Financial Services) Limited	England & Wales	4279349
Readycount Limited	England & Wales	3164863
Stockholm Investments Limited	England & Wales	4215675
ARE Business and Professional Limited	England & Wales	3681185
SRS Business and Professional Limited	England & Wales	4238969
WH Ireland Nominees Limited	England & Wales	2908691
WH Ireland Trustee Limited	England & Wales	3559373
Fitel Nominees Limited	England & Wales	1401140

17. Investments

Group

Other financial assets at fair value through profit or loss	Quoted £'000	Warrants £'000	**Total £'000**
At 31 March 2022	1	2,964	**2,965**
Additions	-	286	**286**
Fair value loss	-	(2,060)	**(2,060)**
Disposals	(1)	(370)	**(371)**
At 31 March 2023	-	820	**820**
Additions	-	184	**184**
Fair value loss	-	(597)	**(597)**
Disposals	-	(312)	**(312)**
Transfer to asset held for sale	-	(95)	**(95)**
At 31 March 2024	-	-	**-**
Total investments at 31 March 2024	**-**	**-**	**-**
Total investments at 31 March 2023	-	820	**820**

Financial assets at fair value through profit or loss include equity investments other than those in subsidiary undertakings. These are measured at fair value with fair value gains and losses recognised through profit and loss.

Other investments, in the main, comprise financial assets designated as fair value through profit or loss and include warrants and equity investments. These were transferred to the CM disposal group on 15 February 2024.

Warrants may be received during the ordinary course of business and are designated as fair value through profit or loss. There is no cash consideration associated with the acquisition.

Fair value, in the case of quoted investments, represents the bid price at the reporting year-end date. In the case of unquoted investments, the fair value is estimated by reference to recent arm's length transactions. The fair value of warrants is estimated using established valuation models.

The fair value of the warrants was determined using the Black Scholes model and grouped within level 3 with fair value measurements derived from formal valuation techniques (see note 25). The key inputs into this calculation are the share price as at 31 March 2024, exercise price, risk free interest rate and volatility which is based on the share price movements during the same length as the remaining time of exercise.

Net loss on investments	Note	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Fair value loss on warrants		(597)	(2,060)
Fair value gain / (loss) on investments	*21*	14	(623)
Total net loss on investments		(583)	(2,683)

18. Right of use asset and lease liability

	Leasehold Properties £'000
Cost	
At 31 March 2022	**2,667**
Additions	**445**
Disposals	**(1,185)**
Deferred rent release	125
At 31 March 2023	2,052
Transferred to asset held for sale	**(2,052)**
At 31 March 2024	**-**
Depreciation and impairment	
At 31 March 2022	**1,499**
Charge for the year	**366**
Disposal	(448)
At 31 March 2023	1,417
Charge for the year	235
Transfer to asset held for sale	(1,652)
At 31 March 2024	**-**
Net book values	
At 31 March 2024	**-**
At 31 March 2023	635

Maturity of discounted lease payments in relation to non-cancellable leases

The table below represents the minimum lease payments in relation to non-cancellable leases where the group is a lessee:

	Group			
Group	Payable within 1 year £'000	Payable in 2 to 5 years £'000	Payable after more than 5 years £'000	**Total contractual payments £'000**
2024	**97**	**196**	**-**	**293**
2023	319	281	12	612

The leases were transferred to the WM and CM disposal groups on 31 October 2023 and 15 February 2024 respectively.

The following represents the lease expense in relation to leases which is recognised in the statement of comprehensive income:

Group	**Year ended 31 Mar 2024 £'000**	Year ended 31 Mar 2023 £'000
Depreciation of right of use asset	**235**	366
Deferred rent release	**-**	(125)
Interest charge	**21**	51
Total charge	**256**	292

Nature of leases

The Group leases a number of properties in the jurisdictions it operates.

These leases are usually for a fixed term although the Group sometimes negotiates break clauses in its leases. On a case-by-case basis, the Group will consider whether the absence of a break clause would expose the group to excessive risk. Typically factors considered in deciding to negotiate a break clause include:

- the length of the lease term;

- the economic stability of the environment in which the property is located; and
- whether the location represents a new area of operations for the Group

As at 31 March 2024, the carrying amounts of the lease liabilities are not reduced by the amounts that would not be paid as a result of exercising the break clauses because the Group does not anticipate exercising its rights to the break clauses.

The total cash outflow for leases, including short-term leases, in the year ending 31 March 2024 was £340k (FY23: £483k)

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis in administrative expenses in note 6. Short-term leases are leases with a lease term of 12 months or less without a purchase option, short term leases recorded as an expense during the year was £115k.

The Company did not have any right of use assets or lease liabilities either at 31 March 2024 or 31 March 2023.

19. Deferred tax assets and liabilities

Deferred tax is provided for temporary differences, at the reporting year-end date, between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes using a tax rate of 25% (FY23: 19%). A deferred tax asset is recognised for all deductible temporary differences and unutilised tax losses only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

The deferred tax liability balance has been restated during the year . There is a net nil deferred tax position as at 31 March 2024 and 31 March 2023.

Year ended 31 March 2024	**Asset £'000**	**Liability £'000**	**Net £'000**
Business Combinations	-	(596)	(596)
Trading losses carried forward	596	-	596
Deferred tax asset/ (liability)	596	(596)	-
Set off	(596)	596	-
Net deferred tax asset/ (liability)	-	-	-

Year ended 31 March 2023	**Asset £'000** (restated)	**Liability £'000**	**Net £'000**
Business Combinations	-	(663)	(663)
Trading losses carried forward	663	-	663
Deferred tax asset/ (liability)	663	(663)	-
Set off	(663)	663	-
Net deferred tax asset/ (liability)	-	-	-

The carrying amount of the deferred tax asset is reviewed at each reporting date and is only recognised to the extent that it is probable that future taxable profits of the Group will allow the asset to be recovered.

The unrecognised tax losses and fixed asset timing differences amount to £18.3m (FY23: £17.1m). No deferred tax has been recognised in respect of these losses due to the uncertainty over the timing of future profits.

The change in deferred tax assets and liabilities during the year was as follows:

	Asset £'000	**Liability £'000**	**Net £'000**
Balance as at 1 April 2022	542	(542)	-
Released to Consolidated statement of comprehensive income	121	(121)	-
Balance as at a 31 March 2023	663	(663)	-
Released to Consolidated statement of comprehensive income	(67)	67	-
Balance as at 31 March 2024	596	(596)	-

The Company had no deferred tax balances either at 31 March 2024 or 31 March 2023.

Restatement of deferred tax asset

The Group has a deferred tax liability in relation to temporary differences on intangible assets recognised as part of acquisition accounting for business combinations in the Group's consolidated financial statements. Such intangible assets are not permitted to be recognised in the acquiree's separate financial statements.

Upon acquisition accounting, the Group did not reassess whether an additional deferred tax asset could have been recognised to the extent of the additional deferred tax liability that was recognised in the consolidated financial statements to the extent of the additional deferred tax liability that was recognised in the consolidated financial statements.

There has previously been a diversity of practice in relation to the accounting treatment for the recognition of deferred tax assets on business combinations in accordance with IAS 12. There has been solidification following publication of recent reviews, which have clarified the position, resulting in the recognition of a deferred tax asset on consolidation to the extent the Group has unused tax losses available, to offset the deferred tax liability.

This is because the taxable temporary differences associated with the intangible assets relates to the same tax authority (UK) as the Group as such the asset meets the criteria for recognition. In addition, the offset criteria of IAS 12 are also met and therefore the deferred tax amounts are presented net in the consolidated statement of financial position. The additional deferred tax asset recognised for tax attributes within the existing Group is credited to the consolidated statement of comprehensive income.

This change in accounting treatment has been applied retrospectively by restating each of the affected financial statement line items as follows. A third consolidated statement of financial position has been presented as of 31 March 2022 and the impact of the adjustment is below.

Consolidated statement of financial position:

	2022 Prior to adjustment £'000	Adjustment £'000	2022 Restated £'000
Deferred tax asset/(liability)			
Deferred tax	(542)	542	-
Equity			
Retained earnings	(6,789)	542	(6,247)

	2023 Prior to adjustment £'000	Adjustment £'000	2023 Restated £'000
Deferred tax asset/ (liability)			
Deferred tax	(663)	663	-
Equity			
Retained earnings	(8,374)	663	(7,711)

The Deferred tax as at 31 March 2022 of £542k above represents the net of the non-current deferred tax asset and current deferred tax liability that were previously presented gross in the consolidated statement of financial position at 31 March 2022.

Consolidated statement of changes in equity:

	2022 Prior to adjustment £'000	Adjustment £'000	2022 Restated £'000
Equity			
Retained earnings	(6,789)	542	(6,247)

	2023 Prior to adjustment £'000	Adjustment £'000	2023 Restated £'000
Equity			
Retained earnings	(8,374)	663	(7,711)

Consolidated statement of profit or loss and other comprehensive income:

	2023 Prior to adjustment £'000	Adjustment £'000	2023 Restated £'000
Income tax charge/ (credit)	(121)	(121)	-
Total Profit/ (Loss) for the year	(1,944)	(121)	(1,823)

20. Trade and other receivables

	Group		Company	
	31 Mar 2024 £'000	31 Mar 2023 £'000	**31 Mar 2024 £'000**	31 Mar 2023 £'000
Non-current assets				
Amounts owed from Group companies	**-**	-	**4,676**	
Current assets				
Trade receivables	**508**	643	**-**	-
Other receivables	**874**	528	**26**	14
Contract assets	**2,481**	3,008	**-**	-

Prepayments	**1,235**	1,265	**18**	15
	5,098	5,444	**44**	29

The carrying value of trade and other receivable balances are denominated fully in British pounds (FY23: 100%).

Contract assets relates to management fee accruals. Management fees are accrued on a monthly basis and reconciled to fees collected quarterly. Consideration to IFRS 9 has been made and it has been determined that there is a low probability of default and therefore the expected credit loss is not material.

The impact of applying IFRS 9 to intercompany balances for the Company has been considered and probability of default was assessed and consequently, it was determined that the expected credit loss is not material.

Fees and charges owed by clients are generally considered to be past due where they remain unpaid five working days after the relevant billing date. At 31 March 2024, trade receivables (net of provisions for impairment and doubtful debts) comprised of the following:

	Group		Company	
	31 Mar 2024	31 Mar 2023	**31 Mar 2024**	31 Mar 2023
	£'000	£'000	**£'000**	£'000
Not past due	**61**	17	**-**	-
Up to 5 days due	**-**	-	**-**	-
from 6 to 15 days past due	**12**	-	**-**	-
From 16 to 30 days past due	**6**	-	**-**	-
From 31 to 45 days past due	**43**	467	**-**	-
More than 45 days past due	**386**	159	**-**	-
	508	643	**-**	-

Trade receivables are largely amounts due from retainer clients, who are invoiced on a quarterly basis in advance. The Group's payment terms are set out in each client's engagement letter (with a maximum of 30 days). Consequently, these receivables have no significant financing component and the Group have applied the simplified approach in line with IFRS 9. Calculation of loss allowances are measured at an amount equal to lifetime expected credit losses (ECLs). The approach taken by the Group in arriving at the expected credit loss is as follows:

Step 1: The Group have determined the appropriate brackets by grouping each trade receivables based on the ageing structure.

Step 2: Having determined the appropriate groupings, a historical loss rate (adjusted for forward looking information) was calculated for each age bracket by reviewing the pattern of payment of trade receivables over the past 12 months.

Step 3: This historical loss rate (adjusted for forward looking information) has been applied to each ageing bracket of trade receivables as at the balance sheet date to arrive at an expected credit loss for each grouping. All trade receivables over 365 days have a 100% historical loss rate loss applied to them.

Based on the above, the group recognised an expected credit loss of £328k (FY23: £239k expected credit loss).

The maximum exposure to credit risk, before any collateral held as security, is the carrying value of each class of receivable set out above.

The Directors consider that the carrying amounts of trade and other receivables approximate their fair value.

Movements in impairment provisions were as follows:

	Group		Company	
	31 Mar 2024	31 Mar 2023	**31 Mar 2024**	31 Mar 2023
	£'000	£'000	**£'000**	£'000
Opening balance	**248**	502	**-**	-
Amount released from provision due to recovery	**(66)**	(25)	**-**	-
Amounts written off, previously fully provided	**(121)**	(493)	**-**	-
Amount charged to the statement of comprehensive income	**394**	264	**-**	-
Closing balance	**455**	248	**-**	-

21. Other investments

	Group		Company	
	31 Mar 2024	31 Mar 2023	**31 Mar 2024**	31 Mar 2023
	£'000	£'000	**£'000**	£'000
Current asset investment	**671**	922	**-**	-
Restricted cash	**873**	1,127	**-**	-
Total	**1,544**	2,049	**-**	-

Current asset investments represent short-term principal positions in the form of listed and unquoted investments which are held at market value.

Included in current asset investments are unquoted investments totalling a value of £nil (FY23: £nil).

Restricted cash represents monies held by the Group which have some restrictions on their conversion to cash. The cash is held by an external broker which has restrictions on cash in order to comply with margin requirements.

Included in net loss on investments, in the Consolidated statement of comprehensive income is the fair value gain and the sale of investments. Further details can be found in note 17.

22. Cash and cash equivalents

	Group		Company	
	31 Mar 2024	31 Mar 2023	**31 Mar 2024**	31 Mar 2023
	£'000	£'000	**£'000**	£'000
Cash and cash equivalents	**4,902**	4,234	**-**	-

For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand and deposits with banks and financial institutions with a maturity of up to three months.

Cash and cash equivalents represent the Group's and the Company's money and money held for settlement of outstanding transactions.

Money held on behalf of clients is not included in cash and cash equivalents on the statement of financial position. Client money at 31 March 2024 for the Group was £137k (FY23: £301k). There is no client money held in the Company (FY23: £nil).

23. Trade and other payables

	Group		Company	
	31 Mar 2024	31 Mar 2023	**31 Mar 2024**	31 Mar 2023
	£'000	£'000	**£'000**	£'000
Trade payables	**1,210**	1,148	**226**	12
Amounts due to Group companies	**-**	-	**312**	790
Other payables	**192**	89	**-**	-
Tax and social security	**289**	588	**-**	-
Contract liabilities	**14**	7	**-**	-
Accruals	**1,527**	2,181	**212**	334
	3,232	4,013	**750**	1,136

The Directors consider that the carrying amounts of trade and other payables approximate their fair value.

Deferred income relates to retainer fees invoiced in advance and spread over the length of the period, typically quarterly. The balance at year-end was fully recognised in the following financial year.

Amounts due to Group companies are unsecured, interest free and repayable on demand.

24. Provisions

	Group				Company		
	Deferred consi-deration	Provision for onerous contracts	Other provision	£'000	Deferred consi-deration	Other provision	£'000
At 31 March 2022	2,412	-	-	2,412	2,412	-	2,412
Charged to Statement of Comprehensive Income	173	-	-	173	173	-	173
Paid during the year	(464)	-	-	(464)	(464)	-	(464)
At 31 March 2023	2,121	-	-	2,121	2,121	-	2,121
(Credited)/charged to Statement of Comprehensive Income	(160)	447	-	287	(160)	-	287
Reclassification	(354)	-	354	-	(354)	354	-
Paid during the year	(78)	-	-	(78)	(78)	-	(78)
Settled during the year via share issue	(654)	-	-	(654)	(654)	-	(654)
At 31 March 2024	**875**	**447**	**354**	**1,676**	**875**	**354**	**1,229**

Provisions of £1,676k (2023: £2,121k) are included in current liabilities.

Deferred consideration relates to the acquisition of Harpsden and the maximum amounts payable over a two-year period. The following assumptions were made: revenue growth of 2%, attrition rate of 3% for larger clients and 10% for smaller clients, discount rate of 13.5%.

During the year £78k was paid to former shareholders of Harpsden WM Limited (Harpsden) in relation to the deferred consideration due. A further settlement to the former shareholders of Harpsden of £654k was made by way of share issue. The group reached an agreement with the former shareholders on a final payment of £875k that has been paid after the year end. Following the settlement agreement, the deferred consideration provision was reduced so that the carrying value at 31 March 2024 reflects the final agreed settlement amount of £875k. This resulted in £160k being released and credited to profit or loss. The remaining excess provision of £354k has been retained by the Group and reclassified to other provisions on account of potential future claims that may arise.

As part of the sale of the CM division there are existing contracts that run until December 2024. These services will not be used by the business going forward so are included in the discontinued operations for CM. These are onerous contracts as the Group is locked into them and are not transferred to the buyer.

The other provision is for a potential liability in relation to the deferred consideration. There is uncertainty around the timing of this liability as well as the amount. This may fall due within one year, as such this liability is shown as current.

25. Financial risk management

The fair value of all the Group's and the Company's financial assets and liabilities approximated to their carrying value at the reporting year-end date. The carrying amount of non-current financial instruments, including floating interest rate borrowing, are not significantly different from the fair value of these instruments based on discounted cash flows. The significant methods and assumptions used in estimating fair values of financial instruments are summarised below:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include equity investments, other than those in subsidiary undertakings. In the case of listed investments, the fair value represents the quoted bid price at the reporting period end date. The fair value of unlisted investments is estimated by reference to recent arm's length transactions.

Other investments

Other investments include warrants and equity investments, categorised as fair value through profit or loss. In the case of listed investments, the fair value represents the quoted bid price at the reporting year-end date. The fair value of unlisted investments is estimated by reference to recent arm's length transactions. In the case of warrants, the fair value is estimated using established valuation models.

Trade receivables and payables

The carrying value less impairment provision of trade receivables and payables is assumed to approximate to their fair values due to their short-term nature.

Borrowings

Borrowings are measured at amortised cost using the effective interest rate method. The tables below summarise the Group's main financial instruments by financial asset type:

		31 March 2024		
Group	Note	Amortised cost £'000	Fair value through profit or loss £'000	Total £'000
Financial assets				
Other investments	*6, 21*	-	1,639	1,639
Trade and other receivables	*20*	3,863	-	3,863
Cash and cash equivalents	*22*	4,902	-	4,902
Financial liabilities				
Trade and other payables	*23*	2,929	-	2,929
Deferred consideration	*24*	875	-	875
Lease liability	*18*	293	-	293

		31 March 2023		
Group	Note	Amortised cost £'000	Fair value through profit or loss £'000	Total £'000
Financial assets				
Other investments	*17, 21*	-	2,869	2,869
Trade and other receivables	*20*	[illegible]		[illegible]

Trade and other receivables		4,179	-	4,179
Cash and cash equivalents	22	4,234	-	4,234
Financial liabilities				
Trade and other payables	23	3,418	-	3,418
Deferred consideration	24	2,121	-	2,121
Lease Liability	18	612	-	612

The tables below summarise the Company's main financial instruments by financial asset type:

		31 March 2024		
Company	Note	Amortised cost £'000	Fair value through profit or loss £'000	Total £'000
Financial assets				
Trade and other receivables	*20*	26	-	26
Amounts owed from Group companies		4,676	-	4,676
Cash and cash equivalents	*22*	-	-	-
Financial liabilities				
Trade and other payables	*23*	438	-	438
Amounts due to Group companies	*32*	312	-	312

		31 March 2023		
Company	Note	Amortised cost £'000	Fair value through profit or loss £'000	Total £'000
Financial assets				
Trade and other receivables	*20*	14	-	14
Financial liabilities				
Trade and other payables	*23*	346	-	346
Amounts due to Group companies	*32*	790	-	790

Risks

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk. Market risk comprises, interest rate risk and other price risk. The Directors review and agree policies for managing each of these risks which are summarised below:

Credit risk

Credit risk is the risk that clients or other counterparties to a financial instrument will cause a financial loss by failing to meet their obligations. Credit risk relates, in the main, to the Group's trading and investment activities and is the risk that third parties fail to pay amounts as they fall due. Formal credit procedures include approval of client limits, approval of material trades, collateral in place for trading clients and chasing of overdue accounts. Additionally, risk assessments are performed on banks and custodians.

The maximum exposure to credit risk at the end of the reporting period is equal to the statement of financial position figure. The impairment policy can be found in note 20. There were no other past due, impaired or unsecured debtors.

Financial assets that are neither past due nor impaired in respect of trade receivables relate mainly to accrued management fees.

The credit risk on liquid funds, cash and cash equivalents is limited due to deposits being held at the Group's main bank with a credit rating of "A", assigned by Standard and Poor's.

There has been no change to the Group's exposure to credit risk or the manner in which it manages and measures the risk during the period.

The credit risk in the Company principally comes from intercompany balances and subordinated loan. Since these are all within the Group, the Directors can closely monitor the risk of default on a regular basis to minimise any potential losses.

Liquidity risk

Liquidity risk is the risk that obligations associated with financial liabilities will not be met. The Group monitors its risk to a shortage of funds by considering the maturity of both its financial investments and financial assets (for example, trade receivables) and projected cash flows from operations.

The Group's objective is to maintain the continuity of funding using bank facilities where necessary, which are reviewed annually with the Group's Banker, the Bank of Scotland. Items considered are limits in place with counterparties which the bank are required to guarantee, payment facility limits, as well as the need for any additional borrowings.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

		31 March 2024			
Group	Note	Payable within 1 year £'000	Payable in 2 to 5 years £'000	Payable after more than 5 years £'000	Total contractual payments £'000
Trade and other payables	*23*	2,929	-	-	2,929
Lease liability	*6,18*	110	210	-	320
Deferred consideration	*24*	875	-	-	875
		3,914	210	-	4,124

		31 March 2023			
Group	Note	Payable within 1 year £'000	Payable in 2 to 5 years £'000	Payable after more than 5 years £'000	Total contractual payments £'000
Trade and other payables	*23*	3,418	-	-	3,418
Lease liability	*18*	340	306	14	660
Deferred consideration	*24*	2,121	-	-	2,121
		5,879	306	14	6,199

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	31 March 2024			
Company	Payable within 1 year £'000	Payable in 2 to 5 years £'000	Payable after more than 5 years £'000	Total contractual payments £'000
Trade and other payables	438	-	-	438

	31 March 2023			
Company	Payable within 1 year £'000	Payable in 2 to 5 years £'000	Payable after more than 5 years £'000	Total contractual payments £'000
Trade and other payables	346	-	-	346

Market Risk

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates to the Group's amount of interest receivable on cash deposits. The maximum exposure for interest is not significant.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk) whether those changes are caused by factors specific to the individual financial instrument or its issuer or factors affecting all similar financial instruments traded in the market. Other investments are recognised at fair value and subject to changes in market prices.

The Group manages other price risk by monitoring the value of its financial instruments monthly and reporting these to the Directors and Senior Management. The Group has disposed of several of its investments during the year, which has helped mitigate risk. However, the risk of deterioration in prices remains high whilst the market continues to be volatile.

The risk of future losses is limited to the fair value of investments as at the year-end of £1,639k (FY23: £2,869k). See note 17 and 21.

Fair value measurement recognised in the statement of financial position

The following table provides an analysis of financial instruments that are measured after initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 at fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 fair value measurements are those derived from inputs other than the quoted price included within Level 1 that are observable for the asset or a liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from formal valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The valuation technique used in determining the fair value is the Black Scholes model. The key inputs into this calculation are the share price as at 31 March 2024, exercise price, risk free interest rate and share price volatility.

	31 March 2024			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss				
Unquoted equities	-	-	-	-
Financial instruments designated at fair value through profit or loss				
Other investments (note 17 & 21)	1,544	-	95	1,639
Total	1,544	-	95	1,639

	31 March 2023			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss				
Unquoted equities	-	-	-	-
Financial instruments designated at fair value through profit or loss				
Other investments (note 17 & 21)	2,049	-	820	2,869
Total	2,049	-	820	2,869

26. Capital management

The capital of the Group comprises share capital, share premium, retained earnings and other reserves. The total capital at 31 March 2024 amounted to £14.3m for the Group (FY23: £14.3m) and £23.7m for the Company (FY23: £24.3m). The primary objective of the Group's capital management is to ensure that it maintains a strong capital structure to support the development of its business, to maximise shareholder value and to provide benefits for its other stakeholders.

These objectives are met by managing the level of debt and setting dividends paid to shareholders at a level appropriate to the performance of the business.

Certain activities of the Group are regulated by the FCA which is the statutory regulator for financial services business and has responsibility for policy, monitoring and discipline for the financial services industry. The FCA requires the Group's resources to be adequate, that is, sufficient in terms of quantity, quality and availability, in relation to its regulated activities.

The Group monitors capital on a daily basis by measuring movements in the Group regulatory capital requirement and through its Internal Capital Adequacy and Risk Assessment Process (ICARA), which was formerly through its Internal Capital Adequacy Assessment Process (ICAAP). Compliance with FCA minimum common equity tier 1 regulatory capital requirements was maintained during the year and the Group is satisfied that there is and will be, sufficient capital to meet these regulatory requirements for the foreseeable future.

27. Share capital and share premium account

	Number of shares			Share
Ordinary shares	**Ordinary shares**	**Deferred shares**	**Share capital**	**premium**
	000's	**000's**	**£'000**	**£'000**
As at 1 April 2022	62,086	-	3,104	19,014
Shares issued:				
On placing	225	-	12	-
Balance at 31 March 2023	62,311	-	3,116	19,014

Shares issued:

Shares issued:				
To settle deferred consideration	2,842	-	142	511
Share split	-	65,153	-	-
On placing	170,833	-	1,707	3,417
Share issue costs	-	-	-	(125)
Balance at 31 March 2024	235,986	65,153	4,965	22,817

The total number of ordinary shares in issue is 235.99 million of 1p each (31 March 2023: 62.31 million of 5p each). The total number of deferred shares is 65.15 million (31 March 2023: nil) of 4p each.

During the year the group undertook a share placing, which raised net proceeds of £5m by way of 170,833,333 ordinary shares at a price of 3p. The placing took place on 28 July 2023 and funds were received in August 2023. This decision was taken after discussions with the FCA.

In order to permit the Placing Shares to be issued at the Placing Price, which was lower than the nominal value of the Existing Ordinary Shares, the Company divided each issued Existing Ordinary Share (nominal value 5p each) into one New Ordinary Share (nominal value 1p each) and one Deferred Share (nominal value 4p each). The New Ordinary Shares have the same rights and benefits as the Existing Ordinary Shares. Following the Share Sub-division, the number of New Ordinary Shares held by each Shareholder were the same as the number of Existing Ordinary Shares held by them immediately before the Share Sub-division. The Deferred Shares were not admitted to trading on AIM, have only very limited rights on a return of capital and are effectively valueless and non-transferable. As a result of the Share Sub-division, the Company adopted the New Articles, which set out the rights and restrictions applicable to the New Ordinary Shares and the New Deferred Shares.

28. Treasury shares

Group	**Year ended 31 March 2024 £'000**	Year ended 31 March 2023 £'000
At 31 March	**1,093**	900
Additions	**21**	193
At 31 March	**1,114**	1,093

At 31 March 2024 no shares in the Company were held in the EBT (FY23: nil shares) and the ESOT held 3,117,418 shares (FY23: 3,017,418), at a nominal value of 1p per share and represents the full balance above. This represents 1.32% of the called up share capital (FY23: 4.84%). The company loaned the amount required for the ESOT to purchase the shares as required.

During the year the Company's Employee Share Option trust (ESOT) purchased the following ordinary shares in the Company:

Date of issue	**Number of shares 000's**	**Nominal value £'000**	**Total consideration £'000**
20-Apr-23	50,000	5p	9,500
12-Jun-23	10,000	5p	2,310
20-Jun-23	40,000	5p	9,240

29. Employee Benefit Trusts (EBT)

The WH Ireland EBT was established in October 1998 and the WH Ireland Group plc Employee Share Ownership Trust (ESOT) was established in October 2011, both for the purpose of holding and distributing shares in the Company for the benefit of the employees. All costs of the EBT and ESOT are borne by the Company or its subsidiary WH Ireland Limited.

Joint Ownership Arrangements (the 'JOE Agreements') are in place in relation to 400,000 shares between the trustees of the ESOT and a number of employees (the 'Employees'). Under the JOE Agreements, the option for the Employees to acquire the interest that the trustees of the ESOT has in the jointly owned shares, lapses when an employee is deemed to be a Bad Leaver. If an Employee ceases to be an employee of the Group, other than in the event of critical illness or death, the Employee is deemed to be a Bad Leaver.

The shares carry dividend and voting rights though these have been waived by all parties to the JOE Agreements. Due to the consolidation of the ESOT into the Group accounts, these shares are shown in Treasury (note 28). Due to the nature of these arrangements, the options contained in the JOE Agreements are accounted for as share-based payments (note 30).

30. Share-based payments

The Group had two schemes for the granting of non-transferable options to employees during the reporting period; the approved Company Share Ownership Plan (CSOP) and a Save as You Earn Schemes (SAYE). In addition, options are held in the ESOT (note 29). SAYE matures in July 2025.

Company Share Ownership Plan (CSOP)

Under the terms of the Unapproved Options, options over the Company's shares may be granted on a discretionary basis to employees and consultants of the Group (including Directors) at a price to be agreed between the Company and the relevant option holder. Under the terms of the options granted, such options vest on the third anniversary of the award dates; are exercisable at the market price at the time the option was issued and are exercisable for ten years after the vesting date.

Salary Sacrifice Scheme

During the year, directors agreed to sacrifice a proportion of their respective salaries in consideration of being awarded with options to subscribe, at nil cost, for a number of New Ordinary Shares, with such options vesting on a monthly basis over such period and (subject to vesting) which may be exercised in the period of ten years following the date of vesting. Vesting is subject to their remaining an employee of the Company at the relevant time.

Movements in the number of share options outstanding that were issued post 7 November 2002 and their related weighted average exercise prices (WAEP) are as follows:

31 March 2024

	ESOT		ESOT		2019 LTIP		2020 EMI Option Plan		2022 EMI Option Plan		Salary Sacrifice Plan	
	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP
Outstanding at beginning of year	250,000	74.50p	50,000	92.5p	1,650,000	45.00p	2,936,361	44.45p	2,678,568	46.00p	-	-
Granted	-	-	-	-	-	-	-	-	-	-	13,066,665	-
Expired / forfeited	(250,000)	74.50p	-	-	(150,000)	45.00p	(208,333)	48.00p	(1,428,570)	46.00p	-	-
Exercised	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding at end of year	-	-	50,000	92.50p	1,500,000	45.00p	2,728,028	30.82p	1,249,998	46.00p	13,066,665	-
Exercisable at end of year	-	-	50,000	92.50p	1,500,000	45.00p	2,728,028	30.82p	1,249,998	46.00p	3,266,666	-
WA Life*	-		2.01 yrs		6.10 yrs		9.68 yrs		8.32 yrs		10.27 yrs	

* WA Life represents the weighted average contractual life in years to the expiry date for options outstanding at the end of the year.

31 March 2023

	CSOP		ESOT		ESOT		2019 LTIP		2020 EMI Option Plan		2022 EMI Option Plan	
	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP	Options	WAEP
Outstanding at beginning of year	35,502	84.50p	350,000	74.50p	50,000	92.5p	1,800,000	45.00p	3,644,170	37.34p	-	-
Granted	-	-	-	-	-	-	-	-	-	-	2,678,568	46.00p
Expired / forfeited	(35,502)	84.50p	(100,000)	74.50p	-	-	(150,000)	45.00p	(260,416)	48.00p		-
Exercised	-	-	-	-	-	-	-	-	(447,393)	48.00p	-	-
Outstanding at end of year	-	0.00p	250,000	74.50p	50,000	92.50p	1,650,000	45.00p	2,936,361	44.45p	2,678,568	46.00p
Exercisable at end of year	-	0.00p	250,000	74.50p	50,000	92.50p	1,650,000	45.00p	2,936,361	44.45p	2,678,568	46.00p
WA Life*	-		0.50 yrs		3.01 yrs		7.10 yrs		10.68 yrs		9.32 yrs	

* WA Life represents the weighted average contractual life in years to the expiry date for options outstanding at the end of the year.

Pricing Models

	ESOT	ESOT	2019 LTIP	2020 EMI Option Plan	2022 EMI Option Plan	Salary Sacrifice Plan
Pricing model	Monte Carlo	N/A	Black Scholes	Black Scholes	Black Scholes	N/A
Date of grant	28/10/13-13/4/16	30/05/17	28/06/19 & 28/12/19	01/11/20 - 01/09/21	01/04/22 - 01/11/22	28/09/23
Share price at grant (p)	74.5-114.5	125	45.0 & 49.0	42.0-56.5	30.0-45.00	5.5
Exercise price (p)	0.0-114.5	-	45.0 & 49.0	0.0-58.0	42.0-48.0	-
Expected volatility (%)	43.0000-37.0000	N/A	50	50	21-22	N/A
Expected life (years)	5	3	3	1-3	3	2

Risk-free rate (%)	0.8000-1.9300	N/A	2	5	1.38-3.22	N/A
Expected dividend yield (%)	0.67-2.19	N/A	N/A	N/A	N/A	N/A

The pricing models used to value these options and their inputs are as follows:

31. Capital commitments

There were no capital commitments for the Group or the Company as at 31 March 2024 (FY23: £nil).

32. Related party transactions

Group

Services rendered to related parties were on the Group's normal trading terms in an arms' length transaction. Amounts outstanding are unsecured and will be settled in accordance with normal credit terms. No guarantees have been given or received. No provision (FY23: £nil) has been made for impaired receivables in respect of the amounts owed by related parties.

Key management personnel include Executive and Non-Executive Directors of WH Ireland Group plc and all its subsidiaries. They can undertake transactions in stocks and shares in the ordinary course of the Group's business, for their own account and are charged for this service, as with any other client. The transactions are not material to the Group in the context of its operations, but may result in cash balances on the Directors' client accounts owing to or from the Group at any one point in time. The charges made to these individuals and the cash balances owing from/due to them are disclosed in the table below. There are no other material contracts between the Group and the Directors.

No transactions occurred with key management personnel and other relates parties during the year ended 31 March 2024 or 31 March 2023.

The total compensation of key management personnel is shown below:

	Year ended 31 March 2024	**Year ended 31 March 2023**
	£'000	£'000
Short-term employee benefits	**2,565**	2,528
	2,565	2,528

The highest paid Director for 2024 was P Wale receiving emoluments of £374,216 (FY23: £470,868).

Company

The Parent Company receives interest from subsidiaries in the normal course of business. Total interest received during the year was £nil (FY23: £nil). In addition, the Parent Company received a management charge of £999k (FY23: £879k) from its subsidiary WH Ireland Limited. WH Ireland Limited also charged the Parent Company £nil (FY23: £nil) for broker services.

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation. The captions in the primary statements of the Parent Company include amounts attributable to subsidiaries. These amounts have been disclosed in aggregate in the notes 16, 20 and 23 and in detail in the following table:

	Amounts owed by related parties		Amounts owed to related parties	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Readycount Limited	**-**	-	**-**	-
Stockholm Investments Limited	**-**	-	**-**	-
WH Ireland Limited	**4,676**	-	**-**	478
Harpsden WM Limited	**-**	-	**295**	295
WH Ireland Trustee Limited	**-**	-	**17**	17
	4,676	-	**312**	790

The net amount owed by related parties is £4,364k (FY23: £790k owed to related parties) (see note 20 and 23).

The placing that took place during the year resulted in an amount owed by WH Ireland Limited to the Parent Company of £4.7m. This is due to the shares included in the placing were in the Parent Company, and the cash received by WH Ireland Limited to be used in the operation of the business.

33. Events after the reporting date

Successful sale of the CM business

Post year end, the Group completed on the sale of the CM division on the 12th July 2024. This sale has resulted in a positive regulatory capital position and changed requirements. The sale will also increase potential cash inflows if and when the deferred consideration (of up to £5 million) is paid, shortly following the first anniversary of completion of the Transaction.

The deferred consideration is to be paid in cash within 30 days of the first anniversary of Completion and is to be calculated by reference to the retainer and transaction revenue generated by the CM Division within the 12 months after Completion. This amount is to be the aggregate of 20% of the Retainer Fees, 30% of the Transaction Fees, 75% of the Market Making Equity Value and, subject to the Relevant Retainer Fees being equal to or greater than £2.75m, an amount equal to the Market Making Cash (£250k).

Decision by the Board to no longer actively pursue a sale of the WM business

After the year-end the sale of the WM division did not proceed. However, at the year end date and shortly after the Board remained committed to the disposal and therefore the WM division is classified as a discontinued operation and the assets and liabilities form part of the disposal group at 31 March 2024. This, along with the successful sale of the CM division as announced on 3 June 2024, prompted management to reassess the strategy for the WM division. From this date, the WM division was removed from the disposal group. The Group will now focus on implementing improvements to the remaining WM division as well as making changes that will increase efficiencies across the business. Consequently, this division will no longer be held for sale or be shown as a discontinued operation in the 2025 financial year. Results for the WM division have been isolated and presented in note 5.