Annual Report and Accounts
For the year ended 30 June 2023

Fiske

CELEBRATING 50 YEARS

Contents

Chairman's and Chief Executive's Report

Trading and revenues

Revenues of £5.9m to June 2023 were up on the prior year equivalent 12-month period and closely matched the 13 months to June 2022 (£5.8m). This was largely due the resurgence of interest income towards the end of the year which countered the slightly lower fee and commission revenues due to the flat UK market.

We remain committed to delivering sustainable profitability for our shareholders whilst maintaining a strong capital position to weather market uncertainties. We are pleased to report our total client assets at June 2023 increased to £807m from £772m in June 2022, which represents an increase of 4.5%.

Costs

Costs have remained stable in the year to June 2023 (£5.8m) and broadly the same as the prior year equivalent 12-month period to June 2022. Overall, we have maintained operating expenses at the same overall run-rate; £5.8m in the year to 30 June 2023 (13 months to June 2022: £6.3m). Staff costs were up by some 6% which reflects both continued investment in growth and inflationary increases in salaries.

During the year, we have benefitted from the lower cost of our new modern premises without the relocation and overlap costs incurred in the prior period.

Outturn

The Group made an operating profit of £128,000 in the year to June 2023 (13 months to June 2022: loss of £505,000). Profit on ordinary activities after taxation was £253,000 for the year to June 2023 (13 months to June 2022: loss of £172,000). The cash flow arising from this is rather better given that there is some £206,000 of phased write down of past goodwill on acquisitions. Meanwhile, the £200,000 dividend income receipt from our holding in Euroclear helped fund the £290,000 acquisition of a customer base.

Euroclear

Euroclear's operating income increased from €1,615m in 2021 to €1,955m in 2022 (after deducting the Russian sanctions impact) and its operating margin increased from 40% in 2021 to 42% in the year to December 2022. Net earnings per share increased 30% to €191.7 in 2022 compared to €147.0 in 2021.

There were several private transactions in Euroclear shares during the year and these have helped us to better assess the appropriate carrying value of our holding in our financial statements. Considering recent transaction prices in Euroclear shares, we have marked the carrying value of our investment down to €1,911.50 per share (2022: €2,050 per share) being £4.3m in total (2022: £4.6m). Our mark down is not a diminution of our assessment of the company but a reflection of recent trades that need to be considered. Our holding continues to represent a significant store of value on our balance sheet and the company paid us gross dividends amounting to £200,000 in the year (2022: £185,000).

Net assets

Shareholder’s funds amount to some £8.3m (2022: £8.3m) and within this we now hold some £3.3m (2022: £3.2m) of cash.

Dividend

The Board has resolved not to pay a dividend for the period to 30 June 2023 (2022: £nil).

Staff

We would like to thank all members of our dedicated staff for their continued commitment and hard work. As a company we have continued to evolve, adapt and improve our modus operandi throughout the year.

Board

In August 2023 we celebrated our 50th anniversary and, as mentioned in my last report, as Founder and Chairman I will be stepping down as Chairman at the conclusion of the Annual General Meeting in November 2023 and handing over my investment management responsibilities for clients. The board has elected Tony Pattison as Chairman to succeed me from the conclusion of our Annual General Meeting (‘AGM’) this year. Tony is a former Chairman of Capital Gearing Trust plc and was the Chairman of Fieldings Investment Management at the time of our acquisition of this company in July 2017. Tony has been a director of the Company since 1 October 2018 and he and I have worked together during the last year of transition to ensure a smooth handover of my clients and the responsibilities of the Chairman.

Strategy

Our commitment to continuous improvement led us to apply significant efforts in fee automation systems over the past year. The improved utilisation of the technology platform in which Fiske has already invested has allowed us to streamline our processes, deliver more automation and enhance our client servicing capabilities.

Looking ahead, we will continue to invest in automation technologies, exploring opportunities to further enhance efficiency and accuracy while maintaining our commitment to transparency.

Our commitment to improving our back-office systems has resulted in more efficient operations, enhanced client services, and reduced risks. We will remain vigilant in this area, continually seeking ways to stay at the forefront of industry best practices.

Succession planning is a key consideration in our recruitment strategy, both for Investment Managers and for our Support and Operations teams. Our acquisition of a customer base in the year to June 2023 was driven by this strategy and we expect to capitalise on this in the future both for client satisfaction and business continuity.

Consumer Duty

The Consumer Duty came into effect on 1 August 2023. Considerable time and effort has been spent implementing the changes required within our business to ensure the new regulations are embedded in our policies and processes. Our Consumer Duty Champion who is also one of our non-executive directors will continue to assist the management team in ensuring that appropriate oversight is maintained as we operate under the new rules.

Markets

At present, stock markets generally, and certainly London and New York, are in a strange period of relative uncertainty which has been the pattern for some months. It is unusual when the outlook for major Western economies is so precariously perched between recession and stagflation. It is rare that no decisive trend has emerged in stock markets at a time when so much is changing in the economic and political scene. We have a serious war in Eastern Europe into which Western countries are being increasingly but decidedly more involved. We have an unstable situation with the China/Taiwan standoff. We have had 18 months of sharp and protracted rises in interest rates in a concerted effort to tame rampant inflation, which is not helped by the situation in Ukraine, and which may not have reached its peak yet in spite of the inevitable optimistic talk amongst the chattering classes. Meanwhile the tragic events unfolding in Israel and Gaza are exerting upward pressure on oil and gas prices with the possibility of military escalation in the Middle East creating further uncertainty. This is all happening when the West has a series of weak and hesitant governments who follow events rather than trying to control them, which is not a good combination. As a result, we are cautious about the immediate prospects for the stock markets this autumn.

Outlook

The financial industry has not been immune from the global economic challenges posed by the current inflationary pressures. While we understand the concerns this raises, we must strike a balance between maintaining our service quality and addressing the impact of inflation on our operational costs.

In light of rising costs, we have conducted a comprehensive review of our fee structure to ensure it remains fair and competitive and have applied revised fee rates from April 2023. We have begun to see the benefits of these new rates in the first few months of the new financial year.

Annual General Meeting

Shareholders are invited to attend the Annual General Meeting to be held at our offices at 100 Wood Street, London EC2V 7AN at 12.30 pm on Thursday 23 November 2023. We would like the opportunity to meet you and for you to meet the management of the Company in which you are invested.

The Board encourages shareholders to submit their votes via the CREST system. Shareholders may also submit questions in advance of the AGM to the Company Secretary via email to info@fiskeplc.com or by post to the Company Secretary at the address set out on page 56 of this report.

Clive Fiske Harrison
Chairman

James P Q Harrison
Chief Executive Officer

23 October 2023

Strategic Report

The Directors set out below their Strategic Report on the Company for the year ended 30 June 2023.

Activities and business strategy

The principal activity of Fiske plc and its subsidiary undertakings is the provision of financial intermediation which consists of private client and institutional stockbroking, and private client investment management. Fiske plc is the primary trading entity of the Group, is authorised and regulated by the Financial Conduct Authority and is a member of The London Stock Exchange listed on the Alternative Investment Market ('AIM').

The firm's core strategy is to focus on delivering a high-quality service to clients. This entails giving both private and institutional clients a personalised service delivered by experienced individuals. The firm's business model is to earn portfolio management fees and commissions on transactions, both of which are charged on an ad valorem basis. Preservation of client capital in real terms and seeking growth on portfolio values provides a long-term sustainability for both the firm and for clients.

The Board intends to maintain a strong balance sheet and to provide clear, unbiased advice to clients. The firm is capitalised with equity capital, with no debt and does not use financial instruments except its intra-day Crest cap.

Business review

The firm continued to win additional assets under management and to recruit more wealth managers.

Revenues are higher, whilst overall costs have remained broadly in line with the prior period.

Financial review and key performance indicators

The Group's activities resulted in a profit before tax for the 12-month period to June 2023 of £315,000 compared to a loss of £349,000 in the prior 13 months to June 2022.

A key performance indicator, closely monitored by the board, is the total value of safe custody assets which were £807m at 30 June 2023 (June 2022: £772m) these figures represent all safe custody assets under management including those held at external custodians. We aim to maintain safe custody assets at least in line with market movements and for the year to 30 June 2023 safe custody assets fell slightly more than the FTSE All-Share Index. No dividends were paid to shareholders in the period.

The results of the Group for the year to 30 June 2023 are set out on page 31 and the Consolidated Statement of Financial Position on page 32.

Future developments

Your board is seeking continued expansion of the business through attracting further investment managers to join the firm and is alert to small acquisitions. There is substantial value in the Group's holding in Euroclear resulting in a strong net asset position from which to leverage growth.

Section 172 statement

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders in their decision-making. The Directors continue to have regard to the interests of, and the impact of the firm's activities on, the various stakeholders in the firm and to consider what is most likely to promote the success of the Company for its members in the long term and look to ensure that sufficient consideration is given to issues relating to the matters set out in s172(1)(a)-(f).

Whilst the importance of giving due consideration to our stakeholders is not new, S172 requires that the Board elaborates how it discharges its duties in the arena. We have categorised our key stakeholders into four groups. Where appropriate, each group is considered to include both current and potential stakeholders:

- Clients
- Regulators
- Employees
- Shareholders

Our dealings with stakeholders and others are shaped by the culture and attitudes of all staff.

Clients

We strive to have regular dialogue with all our clients and to ensure that portfolios are appropriate to their needs. This goes hand in hand with our offering a bespoke service. In parallel, treating customers fairly is a core value to us as a firm.

Regulators

We have an open and transparent dialogue with the regulatory and industry bodies that we work with. Building public trust in the industry through raising standards in the investment industry and creating a trusted environment for customers is fundamental to our business. We have an ongoing, regular, reporting relationship with the FCA including a focus on safeguarding customer assets.

Employees

The quality of our staff is a key component of the efficient delivery of good service to our clients. We strive to help staff up-skill so as to improve our performance and to provide a stimulating environment in which to work.

Shareholders

Our shareholders are of course the owners of the firm and we need to act as fairly as we can between members of the Company. The great majority of our shareholders have been so for a long period. We have a regular dialogue with our key shareholders – but all are welcome to be in communication. Our annual general meetings are popular, and all shareholders are encouraged to attend.

Not all significant events or decisions will affect one or more categories of stakeholders.

Significant events/decisions in the period	Key s172 matter(s) affected	Actions and impact
Restructuring of customer tariffs	Clients	• extensive modelling of impact • impact will manifest itself in the year to June 2024
Acquisition of customer base	Clients, Employees	• assured continuity of care for those clients

Risk management

The Group is exposed to a number of business risks. The risk appetite of the Group is determined by the Board, members of whom are also the principal shareholders. Monitoring of risks applicable to the business is delegated to the Risk Committee whose principal function is to identify and evaluate the key risk areas of the business and ensure those risks can be managed at a level acceptable to the Board.

The Group has identified the following as the key risks and their mitigation:

- **Market risk**

Market risk also gives rise to variations in asset values and thus management fees, and variations in the value of investments held by Fiske plc, acting as principal. Some mitigation arises from the inherent diversification of client portfolios.

- **Loss of staff**

Staff are a key asset in the business and retaining the services of key staff is essential to ongoing revenue generation and development of the business. All Directors are shareholders in the business with longstanding commitment to its prosperity and the firm's culture.

- **Conduct and Regulatory risk**

The Group pays close attention to the risk of breaching, or non-compliance with, applicable regulations and restrictions, which could result in regulatory censure, fines and reputational damage. The compliance function is afforded high priority within the firm, as well as close attention to cultural adoption of regulatory objectives by staff.

- **Operational risk**

There is a whole range of operational risks to which the Group is exposed, including reputational risks and the Group seeks to mitigate operational risk to acceptable residual levels, in accordance with its risk appetite policy, by maintenance of its control environment, which is managed through the Group's operational risk management framework. The Group's controls include appropriate segregation of duties and supervision of employees; ensuring the suitability and capability of the employees; relevant training programmes that enable employees to attain and maintain competence and identifying risks that arise from inadequacies or failures in processes and systems. Certain operational risks are given extra attention:

    - Cyber attack

    The Group is at risk of its system infrastructure being breached by external counterparties. This could lead to data theft, ransomware or system malfunction or shutdown. The Group has strict internal policies on cyber security, training is provided to staff and the systems security independently tested by external specialists.

- Material outsourced service providers

  The Group makes use of certain third-party service providers. This gives rise to potential financial, reputational, operational and client-related risks. The Group looks to maintain its oversight capabilities and to work closely with such service providers.

Credit risk is not considered to be a major risk to the Group given (i) the screening of institutions with whom the Group trades and (ii) the fact that market transactions are executed in a delivery versus payment environment.

Assessing risk is a significant part of the Group's ICARA (Internal Capital Adequacy and Risk Assessment) process. The Group has a business continuity and disaster recovery plan that is regularly reviewed.

Pillar 3 disclosures are published on the Company's website at www.fiskeplc.com.

This Strategic Report was approved by the Board of Directors and authorised for issue on 23 October 2023.

Signed on behalf of the Board of Directors

Clive Fiske Harrison
Chairman

Directors' Report

The Directors have authorised for issue this report together with the audited financial statements for the period ended 30 June 2023. As stated in the Strategic Report on page 5, the firm does not use financial instruments except its intra-day Crest cap. The Corporate Governance Statement on page 12 forms part of this report.

Directors' interests – Shares

The Directors who served during the period and to the date of this report and their beneficial interests, including those of their spouses, at the end of the period in the shares of the Company were as follows:

	Ordinary 25p shares at the date of this report	**Ordinary 25p shares at 30 June 2023**	Ordinary 25p shares at 30 June 2022
J P Q Harrison†	2,352,010	**2,312,010**	2,312,010
C F Harrison*	1,993,328	**2,004,828**	2,063,328
T R Pattison**	465,617	**434,117**	364,117
A R Fiske-Harrison	90,500	**132,500**	162,500
M H W Perrin	35,000	**35,000**	35,000

† Including 2,133,802 (2022: 2,133,802) shares held by LongSand Group Limited, a company controlled by J P Q Harrison and 7,000 (2022: 7,000) shares held by Mrs A Harrison wife of Mr J P Q Harrison at the date of this report.

* Including 218,000 (2022: 218,000) shares held by Mrs B Harrison, wife of Mr C F Harrison at the date of this report.

** Including 8,674 (2022: 8,674) shares held by Mrs C Pattison, wife of Mr T R Pattison at the date of this report.

Directors' interests – Share options

Details of Directors' options over ordinary shares are as follows:

	Number of options							
	At start of period	Granted during period	Exercised during period	Expired or lapsed during period	At end of period	Exercise price	Market price on date of exercise	Date from which exercisable
J P Q Harrison – Approved	125,000	–	–	–	125,000	70.00p	–	1 June 2018

The exercise price at the start of the year was the same as at the period-end stated above and will not change throughout the remaining contractual life of the option. The closing mid-market price of the Company's ordinary 25p shares at 30 June 2023 was 66.5p (30 June 2022: 70p).

Major shareholdings

The Company has been notified of the following notifiable interests in its voting rights:

	At the date of this report		At 30 June 2023	
	Ordinary shares	%		%
J P Q Harrison	2,352,010	19.88	2,312,010	19.54
C F Harrison	1,993,328	16.85	2,004,328	16.94
Craven Hill Investments Limited	1,154,860	9.76	1,154,860	9.76
P G Turner	752,658	6.36	734,500	6.21
Capital Financial Markets Limited	598,205	5.06	598,205	5.06
S J Cockburn*	487,236	4.12	487,236	4.12
T R Pattison**	465,617	3.94	434,117	3.67
Miton Group	425,034	3.59	490,672	4.15
Mrs C M Short	386,029	3.26	386,029	3.26
B A F Harrison	376,500	3.18	376,500	3.18

* Including 15,000 (2022: 15,000) shares held by Mrs J A Cockburn, wife of Mr S J Cockburn at the date of this report.

** Including 8,674 (2022: 8,674) shares held by Mrs C Pattison, wife of Mr T R Pattison at the date of this report.

Director's Remuneration

The director's remuneration report is contained within note 5 to the financial statements below.

Capital Structure

Details of the authorised and issued share capital, together with details of the movements in the Company's issued share capital during the period are shown in note 22.

The holders of Ordinary Shares are entitled to receive notice of and to attend and vote at any General Meeting of the Company. Every member present at such a meeting shall, upon a show of hands, have one vote. Upon a poll, holders of all shares shall have one vote for every share held. All ordinary shares are entitled to participate in any distributions of the Company's profits or assets.

There are no restrictions on the transfer of the Company's ordinary shares. Fiske plc's ordinary 25p shares are traded solely on AIM.

Going Concern

After due and careful enquiry, the Directors have formed a judgement at the time of approving the financial statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. This analysis is based on the performance and progress of the Company, future cash flow projections, and an assessment of current and future risks including the effects of Covid-19, the appropriateness of the business strategy and review of the financial position of the Company. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements as set out in note 1 to the accounts.

Future Developments and Risk

Information on exposure to key risks together with likely future developments in the business are discussed in the strategic report.

Directors’ indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors which were renewed during the period and remain in force at the date of this report.

Disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this annual report confirms that:

(i) so far as the Director is aware, there is no relevant audit information of which the Company’s auditor is unaware; and

(ii) the Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company’s auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section s418 of the Companies Act 2006.

By Order of the Board

J P Q Harrison
Chief Executive Officer
23 October 2023

100 Wood Street,
London
EC2V 7AN

Corporate Governance Statement

Biographies of directors are set out at the back of this Report and Accounts immediately prior to the Notice of Annual General Meeting. In proposing retiring directors for re-election at the Annual General Meeting, the Board has considered the skills, experience and contribution of each, as part of an ongoing process.

Your Board is committed to the principles supporting good corporate governance from executive level and throughout the operations of the business.

Fiske plc is listed on AIM and all such companies are required to comply with a recognised corporate governance code. The Board adopted the Quoted Companies Alliance Corporate Governance Code (QCA) for Small and Mid-Size Companies. The Board believes that the QCA Code is both proportionate and appropriate in view of our size, strategy and resources. The QCA Code consists of 10 broad and accessible principles together with a set of minimum disclosures that are considered to be appropriate for both companies that are at an early stage of development and organisations that are more established.

Our Corporate Governance Statement, which aims to assist shareholders in understanding our approach to corporate governance, can be found on our website.

The Board

The Board is collectively responsible for the management of the Company and its success by directing and supervising its activities. It is also responsible for setting the Company's culture and promoting our core values of dealing with all stakeholders with integrity, acting professionally and treating all fairly and with respect.

Board Composition

During the period, the Board comprised three executive and two non-executive directors. The two non-executive directors are considered independent directors. All directors submit themselves for re-election at least every three years. MHW Perrin, a non-executive director who has served on the Board for over nine years, submits himself for re-election each year.

The Remuneration and Nomination Committee (a standing committee of the Board) is responsible for reviewing the composition of the Board and, when appropriate, follows a transparent process when identifying potential candidates for appointment to the Board. Such candidates will need to be duly knowledgeable with the appropriate skills; can work together with existing members and have a voice at Board meetings by taking decisions objectively in the interests of the Company. The people chosen will have the necessary experience and practical ability required to develop and deliver the strategy and business model of the Company.

Board Effectiveness

I believe that the Board has an effective and balanced structure. The existing members have the appropriate skill and a wealth of experience in the financial services sector which enables them to challenge, motivate and enhance our business to the benefit of all stakeholders, shareholders, clients, employees and suppliers alike.

Members of the Board, Investment Managers and all employees of the Group are required to undertake continuous professional development to maintain their skillset.

The three executive directors are full time employees. As regards the two non-executive directors I am satisfied that they continue to devote sufficient time to their roles with the Company.

Shareholder engagement

As Chairman I am aware that understanding our shareholders' and other stakeholders' interests is crucial in building trust and explaining what has transpired during the past year. I have had dialogue with some of the significant shareholders to discuss company matters and their comments about Fiske plc. The dialogue with other shareholders would take place at the Annual General Meeting where we encourage questions from our shareholders. We publish the results of shareholder votes at General Meetings on our website.

Finally, Corporate Governance is dynamic and as the Board develops the strategy of the Company or the business model is changed the governance by the Company will evolve to meet the changing circumstances.

Attendance at meetings

In the period to 30 June 2023, attendance at meetings can be quantified as:

	Scheduled Board meetings	Remuneration and Nomination committee	Audit committee	Risk Committee
Number of meetings in the period	9	1	2	2
Clive Fiske Harrison	8/9	1/1	1/2	–
James Harrison	9/9	–	–	2/2
Tony Pattison	8/9	1/1	–	–
Martin Perrin	9/9	1/1	2/2	2/2
Alexander Fiske-Harrison	9/9	1/1	2/2	–

Internal Control

The Board of Directors recognises that it is responsible for the Group's systems of internal control and for reviewing their effectiveness. Such systems, which include financial, operational and compliance controls and risk management include:

- the ongoing identification, evaluation and management of the significant risks faced by the Group;
- regular consideration by the Board of actual financial results;
- compliance with operating procedures and policies;
- annual review of the Group's insurance cover;
- defined procedures for the appraisal and authorisation of capital expenditure and capital disposals; and
- regular consideration of the Group's liquidity position.

When reviewing the effectiveness of the systems of internal control, the Board has regard to:

- a quarterly report from the Head of Compliance covering FCA regulatory matters and conduct of business rules;
- the level of customer complaints;
- the prompt review of daily management reports including previous days' bargains, unsettled trades and outstanding debtors;
- the regular reconciliation of all bank accounts, internal accounts and stock positions; and
- Management Committee meetings of Executive Directors for the day-to-day running of the business.

Customers

The Directors set it as a priority that customers and their affairs are well looked after, and customers and their treatment is specifically reviewed at each Board meeting. The Board believes that building good relationships with clients over a sustained period of time creates a better investment environment and basis for the Company's future.

Clive Fiske Harrison
Chairman
23 October 2023

Remuneration and Nomination Committee Report

Composition and constitution

The Remuneration and Nomination Committee is appointed by the Board and consists of not less than two members. The members of the remuneration and nomination committee are:

C F Harrison (Chairman),
T R Pattison (Chairman elect)
A R Fiske-Harrison and
M H W Perrin

The Committee normally meets twice a year. The purpose of the committee is to

(i) ensure that the Group's executive directors, Associates and senior executives are fairly rewarded for their individual contributions to the Group's overall performance, and

(ii) demonstrate to all the stakeholders in the business that the remuneration of the executive directors and senior executives of the Group is set by a Remuneration Committee of board members, who are independent and have no personal interest in the outcome of their decisions and who will give due regard to the interests of the Group.

The Committee is authorised by the Board to

(i) pursue or investigate any activity within its terms of reference, and

(ii) to obtain outside legal or other independent professional advice (advisers with relevant experience and expertise may attend meetings of the Committee if the chairman of the Committee considers this necessary).

Areas of Focus

The work of the committee is

(i) to determine the remuneration of executive directors and to approve any changes to their other terms and conditions including pensions and contractual notice arrangements,

(ii) to supervise the establishment of, and changes in, employee and executive share option schemes and other employee benefit schemes,

(iii) to approve any share option allocations and to be consulted in regard to proposals for the grant of share options to staff,

(iv) to monitor and review the membership and composition of the Board and senior executives; to consider appointments to and promotions within the Board, plans for succession and to make recommendations to the Board-on-Board appointments, promotion and succession generally.

Signed on behalf of the Remuneration and Nomination Committee

Clive Fiske Harrison
Chairman, Remuneration and Nomination Committee

Risk Committee Report

Composition and constitution

The Risk Committee is appointed by the Board and consists of not less than two members. The members of the risk committee are:

M H W Perrin (Chairman), and
J P Q Harrison, CEO

In addition, meetings are generally attended by two or three senior executives as required. The Committee formally meets at least twice a year. In practice, most of its work is executed by its members on a continuous basis in conjunction with senior operational management.

The purpose of the committee is to

(i) review the full spectrum of risks and the impacts on business planning and capital requirements,

(ii) promote risk management within the Company, helping to integrate risk management within the Company infrastructure and day-to-day business processes, and

(iii) provide appropriate risk information to the Board.

The Committee is authorised by the Board to

(i) pursue or investigate any activity within its terms of reference,

(ii) to seek any information that it requires from any employee and all employees shall be directed to co-operate with any request made by the Committee,

(iii) to obtain outside legal or other independent professional advice, and

(iv) to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Areas of Focus

The work of the committee is

(i) to identify and evaluate the key risk areas to the business,

(ii) to identify those individuals who are accountable for managing specific risks,

(iii) to assess the incidence and impact of various risks,

(iv) to design and implement controls by which those risks can be managed and maintained at a level acceptable to the Board and

(v) to monitor and review results.

During the period there was continued focus on (i) the interaction of risk assessments with capital adequacy assessments for ICARA, (ii) preparations for consumer duty requirements, and (iii) CASS. This work continues to be carried out in conjunction with operational management.

The committee interacts with the work of the audit committee to maximise comprehensive coverage of internal controls and interacts with management activities to address client assets and CASS recovery, the application of Company policies and regulatory reporting.

Signed on behalf of the Risk Committee

Martin H W Perrin
Chairman, Risk Committee

Audit Committee Report

Composition and constitution

The Audit Committee is appointed by the Board and consists of not less than two members, two of whom are to be non-executive directors. The Chief Executive, the Senior Financial Officer, the Head of Compliance and a partner of the external auditors will attend meetings of the Committee as required. The members of the audit committee are:

M H W Perrin (Chairman),
C F Harrison, and
A R Fiske-Harrison

The Committee formally meets at least twice a year. In practice, much of its work is executed by its members on an as needed basis.

The purpose of the committee is to

(i) ensure that management has systems and procedures in place to ensure the integrity of the financial information reported to the shareholders and in the maintenance of a sound system of internal control; and

(ii) to provide, by way of regular meetings, a line of communication between the Board and the external auditors.

The Committee is authorised by the Board to

(i) investigate any activity within its terms of reference,

(ii) to seek any information that it requires from any employee and all employees shall be directed to co-operate with any request made by the Committee,

(iii) to obtain outside legal or other independent professional advice, and

(iv) to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Areas of Focus

The work of the committee is

(i) to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal,

(ii) to review the non-audit services supplied to the Company by the external auditor,

(iii) to consider with the external auditor the nature and scope of the audit,

(iv) to consider internal audit functions and priorities,

(v) to review the interim and full year financial statements and related announcements/press releases before submission to the Board focusing particularly on:

- a) application of the Company's accounting policies,
- b) any changes in accounting policies and practices,
- c) the going concern assumption,
- d) compliance with the Stock Exchange, legal and other regulatory requirements, and
- e) the statement on internal control.

(vi) to discuss any problems and observations and recommendations arising from the interim review and final audit and the Report of the Auditors to the Audit Committee, including their Significant Risks dashboard, any weaknesses identified, or recommendations made in respect of the Company's accounting systems or internal controls and any matters the auditor may wish to discuss (in the absence of management where necessary),

(vii) to review the external auditor's report on their audit of full year financial statements and on their review of interim statements and management's response.

(viii) to consider any other topics, as may arise.

There were no interactions between the Company and the Financial Reporting Council during the period.

In reviewing the preparation of the Report and Accounts, the critical accounting judgements and key uncertainties were evaluated, and further information is set out in note 2 to the accounts.

During the period there has been focus on the manner in which the Company's operational processes and systems can lend themselves to a more streamlined audit. Also, in conjunction with the work of the Risk Committee, the risk and control framework and processes have been reviewed with rolling updates to policies and procedures.

The Company looks to augment internal resources with the use of external resources to carry out internal audit activities on a project by project basis. This does not normally affect the work of external auditors.

It is the Company's policy to balance guidelines on auditor rotation with the cost benefits of continuity. There are no contractual restrictions on auditor choice. BDO were first appointed to carry out the audit of the report and accounts of the Group for the period to May 2021. BDO also provide tax advisory services: the Board do not consider that this gives rise to any material conflict of interest. The Audit Committee assess the effectiveness of the audit on the basis of avoiding last-minute surprises, timely completion of the audit, on audit costs being on budget and on the efficiency and industry knowledge of the audit staff.

Whistleblowing

The Chairman of the Audit Committee is the Whistleblowing Champion for the Firm. It is formal policy that any member of staff may contact the Whistleblowing Champion privately.

Signed on behalf of the Audit Committee

Martin H W Perrin
Chairman, Audit Committee

Further information

Shareholders may review the detail on Fiske's Corporate Governance on our website at www.fiskeplc.com.

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) in conformity with the Companies Act 2006 and have also chosen to prepare the parent company financial statements under IFRSs in conformity with the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group's ability to continue as a going concern.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with International Financial Reporting Standards in conformity with Companies Act 2006 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- the strategic report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

This responsibility statement was approved by the Board of Directors on 23 October 2023 and is signed on its behalf by:

J P Q Harrison
Chief Executive Officer

Independent Auditor's Report to the Members of Fiske plc

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2023 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with UK adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Fiske Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 June 2023 which comprise the Consolidated Statement of Total Comprehensive Income, Consolidated Statement of Financial Position, Parent Company Statement of Financial Position, Group Statement of Changes in Equity, Parent Company Statement of Changes in Equity, Group and Parent Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Assessment of the latest board approved cash flow forecasts, which covered a period of 20 months from the date of approval of these financial statements;
- We corroborated input cash flow data to contractual agreements in place and also considered whether the uplift to forecast costs were reasonable in light of the current economic situation; and
- We reviewed the current period and post year end results against forecasts to assess the accuracy of the directors forecasting including the sufficiency of the capital requirement for regulatory purposes.

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

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

Coverage	*100% (2022: 100%) of Group loss before tax* *100% (2022: 100%) of Group revenue* *100% (2022: 100%) of Group total assets*		
Key audit matters		**2023**	2022
	KAM 1: Valuation of Euroclear shares	**x**	x
	KAM 2: Accuracy of revenue recognition	**x**	x
	KAM 3: Impairment of goodwill and intangibles	**x**	x
Materiality	*Group financial statements as a whole* £113,500 (2022: £86,400) based on 2% (2022: 1.5%) of total revenue.		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of the valuation of investments, goodwill and other intangibles which involves a high level of estimation uncertainty, as well as the Directors' assessment of going concern.

We determined there to be 2 (2022: 2) significant components in the Group, which are all registered and operate in the UK, each of which is subject to a full scope audit by BDO LLP.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of Euroclear shares *Refer to notes 1m, 2a and 17 for the accounting policy, critical accounting judgement and investment note.*	The Group holds unlisted shares in Euroclear Plc measured at fair value with movements through Other Comprehensive Income. The balance for the investment in Euroclear shares as at 30 June 2023 was £4,300,000 (2022: £4,621,000). The valuation of unlisted equities is a key audit matter given the inherent uncertainty involved when estimating the fair value of unlisted equities and there is a risk that the valuation is materially misstated.	Our procedures included the following: • We have reviewed the accounting policies in relation to the valuation of the Euroclear shares and assessed their compliance with IFRS 9 *Financial Instruments* and 13 *Fair Value Measurement*; and • We verified the appropriateness of management’s valuation basis by recalculating the value of the investment based on a recent transaction involving buying/sale of Euroclear shares. *Key observations:* As a result of our work we consider management’s basis for and assessment of the valuation of the Euroclear shareholding to be reasonable.

Key audit matter		**How the scope of our audit addressed the key audit matter**
Accuracy of revenue recognition *Refer to notes 1d, 2b and 3 for the accounting policy and critical accounting judgements and revenue note.*	The Group's revenue is made up of distinct revenue streams, primarily commission revenue and management fees. The standard commission and management fee rates can vary at times at the discretion of brokers. They can also be subject to manual calculation by management. The complexity of the accounting for revenue recognition, and the resulting risk of material misstatement due to error, have led the audit team to consider this to be a key audit matter. Management fee and commission income amounted to £5,845,000 (2022: £5,762,000).	Our procedures included the following: • We assessed whether the revenue accounting policy is in accordance with IFRS 15 *Revenue from Contracts with Customers*; • Specifically for commission fees: – We used data analytics to recalculate the total expected commission fees and compared to that recognised; – For a sample, we have performed testing on the completeness and accuracy of the data used within the data analytics by agreeing back to terms of business and fee schedules; – We performed recalculations, on a sample basis of the commissions receivable based on the agreed commission structure to assess whether the commission recognised is accurate, we obtained explanations from management for differences arising due to variances applied at the discretion of the brokers and corroborated these to policy in place; and – On a sample basis we tested the pricing of shares used by management in the calculation of commission fees to third party support. • Specifically for management fees: – We used data analytics to recalculate the total expected management fees and compared to that recognised; and – For a sample, we have performed testing on the completeness and accuracy of the data used within the data analytics by agreeing back to terms of business and fee schedules.

Key audit matter		How the scope of our audit addressed the key audit matter
Accuracy of revenue recognition *(continued)* *Refer to notes 1d, 2b and 3 for the accounting policy and critical accounting judgements and revenue note.*		– For a sample of clients, we have obtained a breakdown of their portfolio value at the date management fees were charged. The price of each security has been agreed to external data sourced from Bloomberg. The securities breakdown has been agreed to investor reports which are sent to each client and then we have reviewed the complaints log and credit notes report from throughout the year and post year end to identify any possible instances of customer dissatisfaction which could indicate errors within the portfolio as per the system. • Specifically with regards to accrued management fee revenue, we have performed the following procedures: – For a sample, we have agreed all inputs into the calculation back to supporting documentation and reperformed the calculation to assess accuracy; – Performed a comparison of last years' year-end accrual against management fees actually billed after the year end; – Obtained an understanding of any variances between actual management fees billed post year end and the current year -end accrued values; – Performed sensitivity analysis on the Financial Times Stock Exchange (FTSE) adjustment to the Net Asset Value (NAV) as this is a key area of management judgement of the accrual; and – Performed an analysis of the month on month movement in NAV of the Firm's portfolio to identify trends that were factored into management's calculation and enquired into any deviations from the trend. *Key observations:* As a result of performing the above procedures, we did not identify any matters to suggest that the accuracy of revenue recognition was inappropriate.

Key audit matter		How the scope of our audit addressed the key audit matter
Impairment of goodwill and intangibles *Refer to notes 1k, 2c and 11 for the critical accounting judgements and estimates.*	The impairment review of goodwill and other intangible assets is considered to be a significant audit risk and a key audit matter due to the judgements made in determining whether there is an indication of impairment in respect of the goodwill and other intangible assets and also in the calculations of recoverable amounts.	Our procedures included the following: • We assessed the reasonableness of management's impairment methodology against the requirements of the applicable accounting standard, while challenging the judgements and assumptions made by carrying out a critical assessment of the principles and integrity of the discounted cash flow model, including the assumptions used by management and considering the sensitivity of the valuation model to the key assumptions through a sensitivity analysis to assess the impact of each assumption on the value in use. • We obtained and reviewed supporting evidence of the key inputs and assumptions to the value-in-use model, including revenue and expenditure, prepared by management in order to calculate the recoverable amount of the Investment Management Agreement Intangible assets for Fieldings Investment Management Limited and the Goodwill recognised in respect of the Vor and Ionian transactions. • With the assistance of our internal valuations experts, we determined whether the discount factor represented an appropriate weighted average cost of capital for the Group and that there was no material valuation differences between ranges of WACC calculated. • We also re-performed management's cash flow discount calculation for impairment consideration. *Key observations:* As a result of performing the above procedures, we consider the judgements and assumptions made in respect of the impairment of goodwill and other intangibles to be reasonable.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent company financial statements	
	2023 £	2022 £	**2023 £m**	2022 £m
Materiality	**113,500**	86,400	**94,100**	85,700
Basis for determining materiality	**2.0% Revenue**	1.5% Revenue	**2.0% Revenue**	1.5% Revenue
Rationale for the benchmark applied	Revenue is a performance measure closely monitored by management and the users of the financial statements and hence makes a reasonable benchmark for the materiality.			
Performance materiality	**79,400**	60,500	**65,800**	60,000
Basis for determining performance materiality	70% (2022: 70%) of overall materiality			
Rationale for the percentage applied for performance materiality	In setting materiality we considered a number of factors including the expected total value of known and likely misstatements based on previous assurance engagements and other factors such as management's attitude to adjustments.			

Component materiality

For the purposes of our Group audit opinion, we set materiality for the significant component of the Group, apart from the Parent Company whose materiality is set out above, based on 2% of the component's revenue (2022: 1.5% of revenue). Component materiality was £19,300 (2022: £17,500). In the audit of the component, we further applied a performance materiality level of 70% (2022: 70%) of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £5,600 (2022: £3,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and accounts other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	In our opinion, based on the work undertaken in the course of the audit: • the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and • the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.
Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: • adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or • the Parent Company financial statements are not in agreement with the accounting records and returns; or • certain disclosures of Directors' remuneration specified by law are not made; or • we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Group's policies and procedures regarding compliance with laws and regulations,

we considered the significant laws and regulations to be the applicable accounting framework, UK tax legislation and AIM Rules for Companies.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the employment rights act and health and safety legislation.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls, valuation of investment and impairment of goodwill and intangible.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates made by management for bias especially in regards to the valuation of investment and impairment of goodwill and intangibles as set out in the key audit matters section of our report; and
- Challenging assumptions and judgements made by management in their significant accounting estimates by corroborating input data to supporting documentation and/or assessing against historical information.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Kelly Sheppard (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London

Date: 23 October 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated Statement of Total Comprehensive Income

For the Year ended 30 June 2023

	Notes	**Year to 30 June 2023** £'000	13 months to 30 June 2022 (restated) £'000
Revenues	3	**5,879**	5,764
Operating expenses		**(5,751)**	(6,269)
Operating profit/(loss)	6	**128**	(505)
Investment revenue		**200**	185
Finance income	7	**14**	–
Finance costs	8	**(27)**	(29)
Profit/(loss) on ordinary activities before taxation		**315**	(349)
Taxation (charge) / credit	9	**(62)**	177
Profit/(loss) on ordinary activities after taxation		**253**	(172)
Other comprehensive (expense)/income			
Items that may subsequently be reclassified to profit or loss			
Movement in unrealised appreciation of investments		**(321)**	1,017
Deferred tax on movement in unrealised appreciation of investments		**80**	(443)
Net other comprehensive (expense)/income		**(241)**	574
Total comprehensive income attributable to equity shareholders		**12**	402
Profit/(loss) per ordinary share			
Basic	10	**2.1p**	(1.5)p
Diluted	10	**2.1p**	(1.5)p

All results are from continuing operations.

Consolidated Statement of Financial Position

At 30 June 2023

	Notes	As at 30 June 2023 £'000	As at 30 June 2022 £'000
Non-current Assets			
Intangible assets	11	**999**	911
Right-of-use assets	12	**156**	250
Other intangible assets	14	**–**	–
Property, plant and equipment	15	**15**	21
Investments held at Fair Value Through Other Comprehensive Income	17	**4,300**	4,621
Total non-current assets		**5,470**	5,803
Current Assets			
Trade and other receivables	18	**2,591**	2,450
Cash and cash equivalents		**3,333**	3,248
Total current assets		**5,924**	5,698
Current liabilities			
Trade and other payables	19	**(2,136)**	(2,147)
Short-term lease liabilities	20	**(106)**	(106)
Current tax liabilities	9	**–**	–
Total current liabilities		**(2,242)**	(2,253)
Net current assets		**3,682**	3,445
Non-current liabilities			
Non-current lease liabilities		**(65)**	(155)
Deferred tax liabilities	21	**(815)**	(833)
Total non-current liabilities		**(880)**	(988)
Net Assets		**8,272**	8,260
Equity			
Share capital	22	**2,957**	2,957
Share premium		**2,085**	2,085
Revaluation reserve		**2,887**	3,128
Retained earnings		**343**	90
Shareholders' equity		**8,272**	**8,260**

These financial statements were approved by the Board of Directors and authorised for issue on 23 October 2023.

Signed on behalf of the Board of Directors

J P Q Harrison
Chief Executive Officer

Parent Company Statement of Financial Position

At 30 June 2023

	Notes	**As at 30 June 2023 £'000**	As at 30 June 2022 £'000
Non-current Assets			
Intangible assets; customer base	11	**286**	–
Right-of-use assets	12	**156**	250
Other intangible assets	14	**–**	–
Property, plant and equipment	15	**15**	21
Investment in subsidiary undertakings	16	**917**	1,114
Investments held at Fair Value Through Other Comprehensive Income	17	**4,300**	4,621
Total non-current assets		**5,674**	6,006
Current Assets			
Trade and other receivables	18	**2,395**	2,620
Cash and cash equivalents		**3,186**	2,780
Total current assets		**5,581**	5,400
Current liabilities			
Trade and other payables	19	**(2,033)**	(2,052)
Short-term lease liabilities	20	**(106)**	(106)
Current tax liabilities	9	**–**	–
Total current liabilities		**(2,139)**	(2,158)
Net current assets		**3,442**	3,242
Non-current liabilities			
Non-current lease liabilities		**(65)**	(155)
Deferred tax liabilities	21	**(815)**	(833)
Total non-current liabilities		**(880)**	(988)
Net Assets		**8,236**	8,260
Equity			
Share capital	22	**2,957**	2,957
Share premium		**2,085**	2,085
Revaluation reserve		**2,887**	3,128
Retained earnings		**307**	90
Shareholders' equity		**8,236**	**8,260**

As permitted by Section 408 of the Companies Act 2006, no separate income statement is presented in respect of the parent Company. The profit for the financial period dealt with in the financial statements of the parent Company was £215,000 (2022: loss of £139,000).

These financial statements were approved by the Board of Directors and authorised for issue on 23 October 2023.

Signed on behalf of the Board of Directors

J P Q Harrison
Chief Executive Officer

Group Statement of Changes in Equity

For the Year ended 30 June 2023

	Share capital £'000	Share premium £'000	Revaluation reserve £'000	Retained (losses)/ profits £'000	Total £'000
Balance at 1 June 2021	2,939	2,082	2,553	259	7,833
Loss for the financial period	–	–	–	(172)	(172)
Movement in unrealised appreciation of investments	–	–	1,017	–	1,017
Deferred tax on movement in unrealised appreciation of investments	–	–	(443)	–	(443)
Realised disposal of Fair value through other comprehensive income investments	–	–	1	–	1
Total comprehensive income/ (expense) for the year	–	–	575	(172)	403
Share based payment transactions	–	–	–	3	3
Issue of ordinary share capital	18	3	–	–	21
Total transactions with owners, recognised directly in equity	18	3	–	3	24
Balance at 30 June 2022	**2,957**	**2,085**	**3,128**	**90**	**8,260**
Loss for the financial period	–	–	–	251	251
Profit for the financial year	–	–	(321)	–	(321)
Movement in unrealised appreciation of investments	–	–	80	–	80
Total comprehensive (expense)/ income for the year	**–**	**–**	**(241)**	**251**	**10**
Share based payment transactions	–	–	–	2	2
Total transactions with owners, recognised directly in equity	**–**	**–**	**–**	**2**	**2**
Balance at 30 June 2023	**2,957**	**2,085**	**2,887**	**343**	**8,272**

Parent Company Statement of Changes in Equity

For the Year ended 30 June 2023

	Share capital £'000	Share premium £'000	Revaluation reserve £'000	Retained (losses)/ profits £'000	Total £'000
As at 1 June 2021	2,939	2,082	2,553	226	7,800
Loss for the financial period	–	–	–	(139)	(139)
Movement in unrealised appreciation of investments	–	–	1,017	–	1,017
Deferred tax on movement in unrealised appreciation of investments	–	–	(443)	–	(443)
Realised disposal of Fair value through other comprehensive income investments	–	–	1	–	1
Total comprehensive income/ (expense) for the year	–	–	575	(139)	436
Share based payment transactions	–	–	–	3	3
Issue of ordinary share capital	18	3	–	–	21
Total transactions with owners, recognised directly in equity	**18**	**3**	**–**	**3**	**24**
Balance at 30 June 2022	2,957	2,085	3,128	90	8,260
Profit for the financial year	–	–	–	215	215
Movement in unrealised appreciation of investments	–	–	(321)	–	(321)
Deferred tax on movement in unrealised appreciation of investments	–	–	80	–	80
Total comprehensive income for the period	**–**	**–**	**(241)**	**215**	**(26)**
Share based payment transactions	–	–	–	2	2
Total transactions with owners, recognised directly in equity	**–**	**–**	**–**	**2**	**2**
Balance at 30 June 2023	**2,957**	**2,085**	**2,887**	**307**	**8,236**

Group and Parent Company Statement of Cash Flows

For the Year ended 30 June 2023

	Notes	**Year to 30 June 2023 Group £'000**	**Year to 30 June 2023 Company £'000**	Period to 30 June 2022 Group £'000	Period to 30 June 2022 Company £'000
Operating profit / (loss)		**128**	**90**	(505)	(471)
Amortisation of customer relationships and goodwill		**205**	**206**	218	218
Amortisation of other intangible assets		**–**	**–**	32	32
Depreciation of right-of-use assets		**94**	**94**	79	79
Depreciation of property, plant and equipment		**14**	**12**	31	31
Interest relating to ROU assets		**(22)**	**(22)**	–	–
Expenses settled by the issue of shares		**2**	**2**	3	3
Decrease in receivables		**605**	**972**	248	431
(Decrease) in payables		**(895)**	**(902)**	(389)	(365)
Cash generated from/(used in) operations		**131**	**452**	(283)	(42)
Tax (paid)		**–**	**–**	(49)	(49)
Net cash generated from/(used in) operating activities		**131**	**452**	(332)	(91)
Investing activities					
Investment income received		**200**	**200**	185	185
Interest income received		**14**	**14**	–	–
Purchases of property, plant and equipment		**(8)**	**(8)**	(28)	(28)
Purchases of other intangible assets		**(157)**	**(157)**	–	–
Net cash (used in)/generated from investing activities		**49**	**49**	157	157
Financing activities					
Interest paid		**(5)**	**(5)**	(29)	(29)
Proceeds from issue of ordinary share capital	22	**–**	**–**	22	22
Repayment of lease liabilities	20	**(90)**	**(90)**	(68)	(68)
Net cash used in financing activities		**(95)**	**(95)**	(75)	(75)
Net increase/(decrease) in cash and cash equivalents		**85**	**406**	(250)	(9)
Cash and cash equivalents at beginning of period		**3,248**	**2,780**	3,498	2,789
Cash and cash equivalents at end of period		**3,333**	**3,186**	3,248	2,780

1 Accounting policies

General information

Fiske plc is a public limited company limited by shares incorporated in the United Kingdom and registered in England and Wales, company number 02248663. The address of its registered office and principal place of business are disclosed in the Company Information page 61 of the Financial Statements.

The principal activity of Fiske plc and its subsidiary undertakings is the provision of financial intermediation which consists of private client and institutional stockbroking, and private client investment management.

These financial statements are presented in Pounds Sterling, which is the currency of the primary economic environment in which the Group operates and are rounded to the nearest thousand.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Consolidated and Company financial statements.

New and revised IFRSs in issue but not yet effective

A number of amendments to existing standards have also been effective from 1 July 2022 but they do not have a material effect on the Group financial statements. There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early. The following amendments are effective for future periods:

IFRS/Std	Description	Issued	Effective
IAS 1 Presentation of Financial Statements	Amendments regarding the disclosure of accounting policies and classification of liabilities	February 2021	Annual periods beginning on or after 1 January 2023
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Amendments regarding the definition of accounting estimates	February 2021	Annual periods beginning on or after 1 January 2023

The Group do not expect these amendments to have a significant impact on the financial statements.

There were no new standards adopted in the current financial period.

(a) Basis of preparation

These financial statements have been prepared in accordance with the requirements of IFRS implemented by the Group for the year ended 30 June 2023 as adopted by the International Financial Reporting Interpretations Committee and in conformity with the Companies Act 2006 The Group financial statements have been prepared under the historical cost convention, with the exception of financial instruments, which are stated in accordance with IFRS 9 Financial Instruments: recognition and measurement. The principal accounting policies are set out below.

(b) Going concern basis

The Group's activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 5 to 8. It also includes the Group's objectives, policies and processes for managing its business risk objectives, which includes its exposure to credit, market and operational risks. The Group continues to hold a substantial cash resource. After making enquiries, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Group has adequate resources and have sufficient regulatory capital to continue in operational existence for the foreseeable future. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

1 Accounting policies (continued)

(c) Basis of consolidation

The Group financial statements incorporate the financial statements of the Company and subsidiary entities controlled by the Company made up to financial period-end. Control is achieved where the Company is exposed, or has rights, to variable returns from its involvement with an investee company and has the ability to affect those returns through its power over the other entity; power generally arises from holding a majority of voting rights.

(d) Revenue recognition

The Group follows the principles of IFRS 15 Revenue from Contracts with Customers in determining appropriate revenue recognition policies. In principle, therefore, revenue is recognised to the extent that the economic benefits associated with the transaction will flow into the Group.

- Commission: Commission income and expenses are recognised and payable on a settlement date basis. Trades are usually executed on a T2 basis but can range from T0 to T15.
- Fees: Investment management fees and custody fees are recognised when earned and are billed and payable at periodic intervals according to the relevant contract. Such fees will vary according to the value of funds held and any accrued income reflects known changes in value up to the date of the financial statements. Given that such fees can be accurately accrued for, taking into account market movements, it is felt that the variable consideration is not a constraint in revenue recognition.

For each customer identified contract, the Group has analysed the various specific services which are provided. Where contracts with customers address delivery of more than one of these distinct services, each individual service has a single performance obligation for which revenue is recognised independently of other services when the service is delivered. The transaction price for each service is separately set out in the contract.

- Dividend income: Dividend income is recognised when the right to receive payment is established.

(e) Segment reporting

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

(f) Business combinations

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

(g) Acquisition of customer base

Customer base assets acquired are recognised initially at cost and subsequently reviewed for impairment.

(h) Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any impairment and amortisation. Goodwill which is recognised as an asset is reviewed for impairment at least annually. Any impairment is recognised immediately and is not subsequently reversed.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently where there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying value of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(i) Software and software licences

The direct cost of acquisition of software licences is capitalised (if in relation to a significant installation) and, upon being brought into use, amortised on a straight-line basis over 6 years. The cost of minor licenses, and the cost of deployment and associated costs to implement significant installations are expensed as incurred.

(j) Property, plant and equipment

All property, plant and equipment are shown at cost less subsequent depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of items. Depreciation is charged so as to write off the cost or valuation of assets over their useful economic lives, using the straight-line method, which is considered to be as follows:

Office refurbishment	- 5 years
Office furniture and fittings	- 4 years
Computer equipment	- 3 years

The assets' residual values and useful lives are reviewed and, if appropriate, asset values are written down to their estimated recoverable amounts, at each balance sheet date. Gains and losses on disposals are determined by comparing proceeds with the carrying amounts and are included in the income statement.

(k) Impairment of intangible assets

The Group's policy is to amortise the intangible assets over the life of the contract.

At each balance sheet date, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

1 Accounting policies (continued)

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

The outturn of these assessments has resulted in amortisations over between 10 and 11 years depending on the particulars of each.

(l) Financial instruments

The initial date of application of IFRS 9 was 1 June 2018. Pursuant to that:

- debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at amortised cost;
- debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at fair value through other comprehensive income (FVTOCI);
- all other debt investments and equity investments are measured subsequently at fair value through profit or loss (FVTPL).

The Group has made the following irrevocable election at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination in other comprehensive income; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

When a debt investment measured at FVTOCI is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. When an equity investment designated as measured at FVTOCI is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is subsequently transferred to retained earnings.

(m) Investments

Investments in subsidiary undertakings are recorded at cost and subsequently reviewed for impairment.

The Company's other investments have been designated as Fair Value through Other Comprehensive Income and are recognised and derecognised on a trade date where a purchase or sale of an investment is effected 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.

At subsequent reporting dates, investments are measured at fair value. Gains or losses arising from changes in fair value are recognised as other comprehensive income.

The fair values of investments quoted in active markets are determined by reference to the current quoted bid price. Where independent market prices are not available, fair values are determined using valuation techniques with reference to recent market transactions.

(n) Trade and other receivables

Trade and other receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

(o) Cash and cash equivalents

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

(p) Client money

The Company holds money on behalf of clients in accordance with the Client Money Rules of the Financial Conduct Authority. Such monies and the corresponding liability to clients are not shown on the face of the consolidated statement of financial position. The amount so held on behalf of clients at the period-end is stated in note 25.

(q) Trade and other payables

Trade and other payables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. The Group accrues for all goods and services consumed but as yet unbilled at amounts representing management's best estimate of fair value.

(r) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. The par value thereof is attributed to Share Capital and the remainder to Share Premium account.

(s) Dividends

Equity dividends from quoted stocks are recognised at the ex-dividend date, and from unquoted stocks are recognised when received, as is any associated withholding tax to be reclaimed.

(t) Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the income statement over the vesting period. The Group has adopted a Black Scholes model to calculate the fair value of options. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

When the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the income statement over the remaining vesting period. Where equity instruments are granted to persons other than employees, the income statement is charged with the fair value of the goods and services received. There has been no material share options charge to the income statement to date and therefore no disclosure appears in these financial statements.

1 Accounting policies (continued)

(u) Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised and the timing thereof reasonably assessed. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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

(v) Foreign currencies

The individual financial statements of each Group Company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the Group Financial Statements, the results and financial position of each Group Company are expressed in pounds sterling, which is the functional currency of the Company, and the presentation currency for the Group Financial Statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical costs in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

(w) Leases

Leases which give rise to a right-of-use asset pursuant to IFRS16 are initially measured to give rise to a right-of-use asset and a lease liability. The right-of-use asset is amortised on a straight-line basis over the term of the lease. The lease liability is retired over time by the contrasting interest expense and lease payments.

The Group has elected to make use of the following exemptions provided by IFRS 16:

- Leases with a determined lease term of 12 months or less from the commencement of the lease will be treated as short-term and therefore not included in the right-of-use asset or lease liability. Instead, lease costs will be recognised on a straight-line basis across the life of the lease.
- Leases for which the underlying asset is of low value when new will be exempt from the requirements to value a right- of-use asset and lease liability. Instead, lease costs will be recognised on a straight-line basis across the life of the lease. To apply this exemption, a threshold of £5,000 has been utilised to define "low value".

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the implicit interest rate.

Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments.

2 Critical accounting judgements and key uncertainties of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period.

a) Key source of estimation uncertainty – Fair value of investments

The Group currently holds an investment in Euroclear Plc, which is held as a fair value asset through other comprehensive income and measured at fair value at the balance sheet date. The Euroclear Plc shares do not trade in an active market and therefore fair value is calculated with reference to the most recent share transactions as published by Euroclear Plc.

b) Critical judgement – Revenue recognition

Investment management fees are earned on the basis of the value of the funds under management. The Group accrues management fees based on past transactions and taking into account movements in indices. The directors' judgement, based on past experience, is that using this method is unlikely to result in a material misstatement of revenues in the light of market volatility or other factors of uncertainty.

c) Key source of estimation uncertainty – Impairment

The Group tests goodwill and other intangible assets annually for impairment or more frequently if there are indicators that they might be impaired. This requires an estimation of the value in use of the goodwill and other intangible assets. Estimating the value in use requires management to make an estimate of the expected future cash flows from the entities from which the goodwill arose and for the intangible assets and to choose a suitable discount rate in order to calculate the present value of cash flows. In addition, the value is tested against market value metrics in terms of funds under management.

The carrying value of intangible assets are set out in notes 11 and 14. The Directors have concluded that appropriate provisions have been made for impairment charges.

3 Total revenue and segmental analysis

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by management to allocate resources to the segments and to assess their performance. Following the acquisition of Fieldings Investment Management Limited in August 2017, their staff and operations have been integrated into the management team of Fiske plc. Pursuant to this, the Group continues to identify a single reportable segment, being UK-based financial intermediation. Within this single reportable segment, total revenue comprises:

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Commission receivable	**2,863**	2,576
Investment management fees	**2,982**	3,186
	5,845	5,762
Other income	**34**	2
	5,879	5,764

Substantially all revenue in the current period and prior year is generated in the UK and derives solely from the provision of financial intermediation.

4 Staff remuneration and costs

Remuneration policies are recommended to the Board by the Remuneration Committee. The Committee consists of C F Harrison (Chairman), T R Pattison (Deputy Chairman), A R Fiske-Harrison and M H W Perrin.

Remuneration for executives comprises basic salary, a performance-related bonus, and other benefits in kind, and may include share options. This remuneration takes into account:

- market rates;
- the need to attract, retain and motivate high calibre individuals with a competitive remuneration package;
- comparability across different functions within the firm;
- loyalty and effort; and
- effectiveness.

The FCA's Remuneration Code applies to certain of the firm's staff. All Code Staff have salaries that are in the main fixed and any performance-related pay reflects a share of a bonus pool available to all employees. This bonus pool reflects the profitability of the firm in that year and is allotted according to merit.

The average number of employees as calculated in accordance with the Companies Act, including Directors, employed by the Company within each category of persons, and their aggregate remuneration was:

	Year to 30 June 2023 No.	**Year to 30 June 2023 £'000**	Period to 30 June 2022 No.	Period to 30 June 2022 £'000
Investment management and dealing	**15**	**1,369**	18	1,478
Settlement	**3**	**181**	4	251
Administration	**15**	**1,110**	13	972
	33	**2,660**	35	2,701

Employees', including Directors', costs comprise:

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Wages, salaries and other staff costs	**3,134**	3,248
Pension	**180**	90
Social security costs	**329**	343
	3,643	3,681

5 Directors' remuneration

Directors' emoluments comprise:

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Emoluments	**528**	591
Highest paid Director's remuneration:		
Emoluments	**218**	238

Information regarding Directors' share options is shown under Directors' Interests in the Directors' Report.

The emoluments of the Directors for the current and previous periods are as follows:

Year to 30 June 2023	**Gross Salary £'000**	**Bonus £'000**	**Fees £'000**	**Commission £'000**	**Pension £'000**	**Benefits† £'000**	**Total £'000**
C F Harrison	**120**	**–**	**–**	**–**	**–**	**10**	**130**
J P Q Harrison	**205**	**–**	**–**	**–**	**9**	**4**	**218**
T R Pattison	**32**	**–**	**–**	**88**	**–**	**6**	**126**
M H W Perrin	**–**	**–**	**26**	**–**	**1**	**–**	**27**
A R Fiske-Harrison	**–**	**–**	**26**	**–**	**1**	**–**	**27**
	357	**–**	**52**	**88**	**11**	**20**	**528**

† Health care provisions

Period to 30 June 2022	**Gross Salary £'000**	**Bonus £'000**	**Fees £'000**	**Commission £'000**	**Pension £'000**	**Benefits† £'000**	**Total £'000**
C F Harrison	128	3	–	–	–	9	140
J P Q Harrison	213	12	–	–	10	3	238
T R Pattison	28	–	–	107	–	6	141
M H W Perrin	–	–	46	–	1	–	47
A R Fiske-Harrison	–	–	24	–	1	–	25
	369	15	70	107	12	18	591

* Additional information is given in note 27, Related party transactions.

6 Operating profit/(loss)

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
The operating profit/(loss) is arrived at after charging:		
Auditor's remuneration:		
Fees payable to the Company's auditor		
• for the audit of the Company's annual accounts	**149**	98
– Audit of client money and custody assets	**30**	8
– Tax services	**10**	9
Impairment of goodwill	**67**	87
Amortisation of intangible assets	**138**	131
Amortisation of other intangible assets	**–**	32
Depreciation of right-of-use assets	**94**	79
Depreciation of property, plant and equipment	**14**	31
Lease payments - Land and buildings	**220**	220

7 Finance income

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Interest receivable:		
Banks	**14**	–
	14	–

8 Finance costs

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Interest payable on bank loans, overdrafts and other	**2**	4
Interest expense on lease liabilities	**22**	25
Amortisation of fair value adjustment to deferred consideration payable	**3**	–
	27	29

9 Tax

Analysis of tax on ordinary activities:

	Notes	**Year to 30 June 2023 £'000**	Period to 30 June 2022 £'000
Current tax			
Current period		**–**	6
		–	6
Deferred tax			
Current period	21	**62**	(183)
Total tax charge to Statement of Comprehensive Income		**62**	(177)

Factors affecting the tax charge for the period

The main corporation tax rate, based on the United Kingdom standard rate of corporation tax, was increased from 19% to 25% from 1 April 2023. The deferred tax liability has been calculated using the expected on-going corporation tax rate of 25% (2022: 25%).

The charge/(credit) for the year can be reconciled to the profit per the Statement of Comprehensive Income as follows:

	Year to 30 June 2023 £'000	Period to 30 June 2022 £'000
Profit/(loss) before tax	**315**	(349)
Charge/(credit) on profit/(loss) on ordinary activities at standard rate	**79**	(66)
Effect of:		
Expenses not deductible in determining taxable profit	**–**	–
Non-taxable income	**(50)**	(35)
Carry back tax relief	**33**	(76)
	62	(177)

10 Earnings per share

Basic earnings per share has been calculated by dividing the profit on ordinary activities after taxation by the weighted average number of shares in issue during the period. Diluted earnings per share is basic earnings per share adjusted for the effect of conversion into fully paid shares of the weighted average number of share options during the period.

Year to 30 June 2023	**Basic £'000**	**Diluted: Basic £'000**
Profit on ordinary activities after taxation	**253**	**253**
Adjustment to reflect impact of dilutive share options	**–**	**–**
Profit	**253**	**253**
Weighted average number of shares (000's)	**11,830**	**11,830**
Earnings per share (pence)	**2.1**	**2.1**

Period to 30 June 2022	Basic £'000	Basic £'000
Loss on ordinary activities after taxation	(172)	(172)
Adjustment to reflect impact of dilutive share options	–	–
Loss	(172)	(172)
Weighted average number of shares (000's)	11,809	11,809
Earnings per share (pence)	(1.5)	(1.5)

	30 June 2023	30 June 2022
Number of shares (000's):		
Weighted average number of shares	**11,830**	11,809
Dilutive effect of share option scheme	**–**	–
	11,830	11,809

11 Intangible assets

	Company	Group		
	Customer relationships £'000	**Customer relationships £'000**	**Goodwill £'000**	**Total £'000**
Cost				
At 1 June 2021	–	1,312	1,311	2,623
Additions	–	–	–	–
At 30 June 2022	–	1,312	1,311	2,623
Additions	293	293	–	293
At 30 June 2023	**293**	**1,605**	**1,311**	**2,916**
Accumulated amortisation or impairment				
At 1 June 2021	–	(525)	(969)	(1,494)
Charge in year	–	(131)	(87)	(218)
At 30 June 2022	–	(656)	(1,056)	(1,712)
Charge in period	(7)	(138)	(67)	(205)
At 30 June 2023	**(7)**	**(794)**	**(1,123)**	**(1,917)**
Net book value				
At 30 June 2023	**286**	**811**	**188**	**999**
At 1 June 2022	–	656	255	911

Goodwill arising through business combinations is allocated to individual cash-generating units ('CGUs') being acquired subsidiaries, reflecting the lowest level at which the Group monitors and test goodwill for impairment purposes. The CGUs to which goodwill is attributed are as follows:

CGU	**2023 £'000**	2022 £'000
Ionian Group Limited	**106**	129
Vor Financial Strategy Limited	**82**	126
Goodwill allocated to CGUs	**188**	255

The impairment charge arises from a prudent assessment that customer relationships and goodwill change over time and are not of indefinite life. Based on analyses of the relevant customer base segments, a determination was made as to the expected income streams arising over the next 6 years. The recoverable amounts of the goodwill in Ionian Group Limited and in Vor Financial Strategy Limited are determined based on value-in-use calculations. These calculations use projections of marginal profit contributions over the expected remaining stream of attributable value. The key assumptions used for value-in-use calculations are as follows:

Direct and indirect costs as % of revenues	60%
Growth rate	0%
Discount rate	12.5%

Had the discount rate used gone up / down by 1%, impairment would have been £8,000 higher/lower and the carrying amount commensurately adjusted. Management determined margin contribution and growth rates based on past performance of those units, together with current market conditions and its expectations of development of those CGUs. The discount rate used is pre-tax, and reflects specific risks relating to the relevant CGU.

12 Right-of-use assets

Group and Company	Property £'000
Cost	
At 1 June 2021	274
Additions	329
Disposals	(274)
At 1 July 2022	329
Additions	–
Disposals	–
At 30 June 2023	**329**
Accumulated amortisation	
At 1 June 2021	(274)
Charge for the period	(79)
On Disposals	274
At 1 July 2022	(79)
Charge for the year	(94)
On Disposals	–
At 30 June 2023	**(173)**
Net book value	
At 30 June 2023	**156**
At 1 July 2022	250

A ten-year lease of office premises at Salisbury House came to an end at December 2021 after a 12 month extension. Since then the Company has moved to new office premises commencing a new lease to 21 February 2025.

The Group used the following practical expedients when applying IFRS16 to leases previously classified as operating leases under IAS17.

- Applied a single discount rate to a portfolio of leases with similar characteristics;
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application;
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

13 Dilapidation provisions

Upon vacation of the Company's premises at Salisbury House after 45 years, accumulated dilapidation provisions were applied to the cost thereof. The Company has moved to modern offices on a short lease and the Directors have assessed that any dilapidation costs at the end of the current lease will be not material.

14 Other intangible assets

Group and Company	**Systems licence £'000**
Cost	
At 1 June 2021	192
Additions	–
At 1 July 2022	192
Additions	–
At 30 June 2023	**192**
Accumulated amortisation	
At 1 June 2021	(160)
Charge for the period	(32)
At 1 July 2022	(192)
Charge for the year	–
At 30 June 2023	**(192)**
Net book value	
At 30 June 2023	–
At 1 July 2022	–

15 Property, plant and equipment

Group and Company	Office furniture and equipment £'000	Computer equipment £'000	Office refurbishment £'000	Total £'000
Cost				
At 1 June 2021	**164**	**278**	**175**	**617**
Additions	3	25	–	28
Disposals	(162)	(197)	(175)	(534)
At 1 July 2022	**5**	**106**	**–**	**111**
Additions	2	6	–	8
Disposals	–	–	–	–
At 30 June 2023	**7**	**112**	**–**	**119**
Accumulated depreciation				
At 1 June 2021	**(163)**	**(255)**	**(175)**	**(593)**
Charge for the period	(1)	(30)	–	(31)
Disposals	162	197	175	534
At 1 July 2022	**(2)**	**(88)**	**–**	**(90)**
Charge for the year	(2)	(12)	–	(14)
Disposals	–	–	–	–
At 30 June 2023	**(4)**	**(100)**	**–**	**(104)**
Net book value				
At 30 June 2023	**3**	**12**	**–**	**15**
At 30 June 2022	**3**	**18**	**–**	**21**

16 Investment in subsidiary undertakings

Company	2023 £'000	2022 £'000
Cost at 1 July 2022/1 June 2021	**1,114**	1,332
Impairment	**(197)**	(218)
Cost at 30 June	**917**	1,114

The value of the subsidiaries is primarily founded in the customer base thereof. The impairment charge arises from an assessment that customer relationships change over time. An impairment provision has been made so as to be consistent with the analysis arrived at in note 11.

The following are the subsidiaries of the Company at 30 June 2023 and at the date of these financial statements.

Incorporated in the UK and registered office at 100 Wood Street, London, EC2V 7AN:

	Class of shares	Proportion of Nominal value and voting rights held by parent company	Year of acquisition	Nature of business
Fieldings Investment Management Limited	Ordinary	100%	2017	Investment
VOR Financial Strategy	Ordinary	100%	2009	Investment
Ionian Group Limited	Ordinary	100%	2002	Investment
Fiske Nominees Limited	Ordinary	100%	1988	Nominee

17 Investments held at Fair Value Through Other Comprehensive Income

Group and Company	2023 £'000	2022 £'000
Opening valuation	**4,621**	3,604
Opening fair value gains on investments held	**(4,144)**	(3,127)
Cost	**477**	477
Gains on investments	**3,823**	4,144
Closing fair value of investments held	**4,300**	4,621
being:		
Listed	**–**	–
Unlisted	**4,300**	4,621
FVTOCI investments carried at fair value	**4,300**	4,621

Gains/(losses) on investments in period Group and Company	2023 £'000	2022 £'000
Realised gains on sales	**–**	–
(Decrease)/increase in fair value	**(321)**	1,017
(Loss)/gain on investments	**(321)**	1,017

The investments included above are represented by holdings of equity securities. These shares are not held for trading.

18 Trade and other receivables

Group and Company	2023 Group £'000	2023 Company £'000	2022 Group £'000	2022 Company £'000
Counterparty receivables	**285**	**285**	407	407
Trade receivables	**747**	**747**	891	891
	1,032	**1,032**	1,298	1,298
Amount owed by group undertakings	**–**	**173**	–	563
Other debtors	**313**	**307**	57	48
Prepayments and accrued income	**1,246**	**883**	1,095	711
	2,591	**2,395**	2,450	2,620

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

Trade receivables

Included in the Group's trade receivables are debtors with a carrying amount of £nil (2022: £nil) which are past due at the reporting date for which the Group has not provided.

Counterparty receivables

Included in the Group's counterparty receivables balance are debtors with a carrying amount of £230,000 (2022: £407,000) which are past due but not considered impaired.

Ageing of counterparty receivables:

	2023 £'000	2022 £'000
0 – 15 days	**148**	291
16 – 30 days	**1**	40
31 – 60 days	**6**	57
Over 60 days	**75**	19
	230	407

19 Trade and other payables

	2023 Group £'000	2023 Company £'000	2022 Group £'000	2022 Company £'000
Counterparty payables	**963**	**963**	1,214	1,214
Trade payables	**17**	**16**	19	20
	980	**979**	1,233	1,234
Other sundry creditors and accruals	**1,156**	**1,054**	914	818
	2,136	**2,033**	2,147	2,052

20 Lease liabilities

	2023 Group £'000	**2023 Company £'000**	2022 Group £'000	2022 Company £'000
Current	**106**	**106**	106	106
Non-current	**65**	**65**	155	155
	171	**171**	261	261
Maturity analysis:				
Not later than one year	**106**	**106**	106	106
Later than one year and not later than 5 years	**65**	**65**	155	155
	171	**171**	261	261

The cash flow impact is summarised as:

	2023 Group £'000	**2023 Company £'000**	2022 Group £'000	2022 Company £'000
Lease liabilities at beginning of period	**261**	**261**	–	–
New lease entered into in period	**–**	**–**	329	329
Repayment of lease liabilities†	**(90)**	**(90)**	(68)	(68)
Lease liabilities at end of period	**171**	**171**	261	261

† The lease liability is retired over time by the contrasting interest expense and lease payments.

21 Deferred taxation

Group and Company	**Capital allowances £'000**	**Investments £'000**	**Tax Losses £'000**	**Deferred tax liability £'000**
At 1 July 2022	(1)	1,017	(183)	833
Charge for the period	–	(80)	62	(18)
At 30 June 2022	**(1)**	**937**	**(121)**	**815**

Deferred tax assets and liabilities are recognised at a rate which is substantively enacted at the balance sheet date. The rate to be taken in this case is 25%, being the anticipated rate of taxation applicable to the Group and Company in the following year. A potential deferred tax asset of £156,000 relating to trading losses arising before 1 April 2017 has not been recognised.

22 Called up share capital

	2023 No. of shares	2023 £'000	2022 No. of shares	2022 £'000
Allotted and fully paid:				
Ordinary shares of 25p				
Opening balance	11,829,859	2,957	11,754,859	2,939
Shares issued	–	–	75,000	18
Closing balance	**11,829,859**	**2,957**	11,829,859	2,957

Included within the allotted and fully paid share capital were 9,490 ordinary shares of 25p each (2022: 9,490 ordinary shares of 25p each) held for the benefit of employees.

At 30 June 2023 there were 125,000 (2022: 125,000) outstanding options to subscribe for ordinary shares at a weighted average exercise price of 70p (2022: 70p) and a weighted average remaining contractual life of 1 years, 6 months. (2022: 4 years, 7 months). Ordinary shares are entitled to all distributions of capital and income.

23 Contingent liabilities

In the ordinary course of business, the Company has given letters of indemnity in respect of lost certified stock transfers and share certificates. The contingent liability arising thereon is not probable or reliably measurable and therefore it is not believed that any material liability will arise under these indemnities.

24 Financial commitments

Lease – classified as an IFRS 16 lease

At 30 June 2023 the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2023 Land and buildings £'000	2023 Other £'000	2022 Land and buildings £'000	2022 Other £'000
In the next year	**112**	**–**	111	–
In the second to fifth years inclusive	**74**	**–**	185	–
Total commitment	**186**	**–**	296	–

On 31 December 2021 a 10 year lease over the Company's premises at Salisbury House expired. In September 2021 the Company entered into a lease over new premises at Wood Street for a period of some 3 years to 21 February 2025.

25 Clients' money

At 30 June 2023 amounts held by the Company on behalf of clients in accordance with the Client Money Rules of the Financial Conduct Authority amounted to £52,686,945 (2022: £66,435,793). The Company has no beneficial interest in these amounts and accordingly they are not included in the consolidated statement of financial position.

26 Financial instruments

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders. The Group's capital structure consists of equity attributable to equity holders of the parent company, comprising issued capital, reserves and retained earnings. The Group has no debt.

Externally imposed capital requirement

The Group is subject to the minimum capital requirements required by the Financial Conduct Authority (FCA) and has complied with those requirements throughout both financial periods. Capital adequacy and capital resources are monitored by the Group on the basis of the Capital Requirements Directive. The Group has a strong statement of financial position and has maintained regulatory capital at a level in excess of its regulatory requirement. The Group's capital requirement is under continuous review as part of its internal capital adequacy assessments.

Categories of financial instruments

	2023 Group £'000	**2023 Company £'000**	2022 Group £'000	2022 Company £'000
Financial assets - Equities investments (FVOCI)	**4,300**	**4,300**	4,621	4,621
Financial assets - Trade and other receivables (Amortised)	**1,345**	**1,512**	1,355	1,909
Financial assets - Cash and cash equivalents (Amortised)	**3,333**	**3,186**	3,248	2,780
Financial liabilities - Trade and other payables (Amortised)	**2,136**	**2,033**	2,147	2,052
Financial liabilities - Lease liability (Amortised)	**171**	**171**	261	261

Prepayments and accrued income are not classified as financial instruments and have been excluded from 'Trade and other receivables' in the 'Categories of financial instruments' table.

A reconciliation from 'Trade and other receivables – Financial instruments' to 'Trade and other receivables' as shown in the Statement of Financial Position is as follows:

	2023 Group £'000	**2023 Company £'000**	2022 Group £'000	2022 Company £'000
Trade and other receivables – Financial instruments	**1,345**	**1,512**	1,355	1,909
Prepayments and accrued income	**1,246**	**883**	1,095	711
Trade and other receivables – Statement of Financial Position	**2,591**	**2,395**	2,450	2,620

The carrying value of each class of financial asset denoted above approximates to its fair value.

26 Financial instruments (continued)

Fair value measurements recognised in the statement of financial position

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

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The fair value has been established based on recent transactions.

The Group's holdings of unquoted equities were valued on the basis of recent off-market transactions. A 1% change in value would give rise to a £43,000 (2022: £46,000) change in value.

		2023		
	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Financial assets at FVTOCI				
Quoted equities	**–**	**–**	**–**	**–**
Unquoted equities	**–**	**–**	**4,300**	**4,300**
Total	**–**	**–**	**4,300**	**4,300**

		2022		
	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Financial assets at FVTOCI				
Quoted equities	–	–	–	–
Unquoted equities	–	–	4,621	4,621
Total	–	–	4,621	4,621

There were no transfers between levels during the period.

Reconciliation of Level 3 fair value measurements of financial assets

	2023		2022	
	Unquoted equities £'000	**Total £'000**	Unquoted equities £'000	Total £'000
Balance at 1 July 2022/1 June 2021	**4,621**	**4,621**	3,604	3,604
Disposals	**–**	**–**	–	–
Gain on disposal	**–**	**–**	–	–
(Diminution) / appreciation in value in the period	**(321)**	**(321)**	1,017	1,017
Balance at year / period end	**4,300**	**4,300**	**4,621**	**4,621**

There were no financial liabilities subsequently measured at fair value.

The Group's finance function monitors and manages the financial risks relating to the operations of the Group. The Group is exposed to market and other price risk, credit risk and to a very limited amount interest rate risk and liquidity risk.

The Board of Directors monitors risks and implements policies to mitigate risk exposures.

Credit risk

Credit risk refers to the risk that a third party will default on its contractual obligations resulting in financial loss to the Group. Third party receivables consist of customers' balances, spread across institutional and private clients. Ongoing credit evaluation is performed on the financial condition of accounts receivable, and stock is held until settlement is effected.

The Group does not have any significant credit risk exposure to any group of third parties having similar characteristics. The credit risk on liquid funds is limited because the third parties are one of the UK big four clearing banks. There are no expected credit losses on any financial assets.

Market risk

The Group is mainly exposed to market risk in respect of its trading as agent in equities and debt instruments with the volume of trading and thus transaction revenue retreating in market downturns, and to variations in asset values and thus management fees. There has been no material change to the Group's exposure to market risks or the manner in which it manages and measures the risks.

Market risk also gives rise to variations in the value of investments held by Fiske plc, acting as principal. These are designated as investments held at FVTOCI and are mostly held for strategic rather than trading purposes and not actively traded.

Interest rate risk management

The Group has no borrowings and is therefore not exposed to interest rate risk in that respect. The Group's exposure to interest rates on financial assets is detailed in the liquidity risk management section of this note.

Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. In respect of counterparty creditors and trade payables the amounts due are all payable between nil and 15 days. An analysis of the maturity profile of receivables is listed within the counterparty receivables note above.

Sensitivity analysis

Equity

The fair values of all FVTOCI assets and their exposure to equity price risks at the reporting date are based on the accounting policy in notes 1(l) and 1(m). If equity prices had been 5% higher/lower the revaluation reserve would increase/decrease by £215,000 (2022: increase/decrease by £230,000).

Cash

The Group's financial cash assets at year end were £3,333,000 (2022: £3,248,000), some of these funds are held at a floating interest rate and are available on demand. If prevailing interest rates were de minimis during the period - and the prior year (approximately 0.1%), and thus a further reduction in rates in the period would have had no material impact.

27 Related party transactions

Transactions between the Company and its subsidiaries which are related parties have been eliminated on consolidation and are not disclosed in this note as they are not material.

Directors' transactions

The Company received by way of a fees £66,738 (2022: £79,928) from The Investment Company Plc, a company of which M.H.W Perrin is a Director and shareholder, in respect of investment management and custody services on an arm's length basis.

Directors transact share-dealing business with the Company under normal staff business terms and in accordance with applicable laws and regulations. In the period to 30 June 2023, commission earned from this by the Company amounted to £2,095 (2022: £2,043).

During the period, the Directors each received no dividends attributable to their respective shareholdings in the Company (2022: £nil). Details of Directors' interests in ordinary shares and in share options are as disclosed in the Directors' Report, together with details of other significant holdings in the equity of the Company.

The Company has no ultimate controlling party.

Key Management Personnel

The Company paid fees amounting in total to £nil (2022: £11,880) to a company in which a key management person held a significant interest. The payments in question do not form part of the remuneration to directors in note 5.

Company Information

DIRECTORS

Clive Fiske Harrison
Chairman

James Philip Quibell Harrison
Chief Executive Officer

Tony Robert Pattison

Martin Henry Withers Perrin*

Alexander Rupert Fiske-Harrison*

*Non-Executive

REGISTERED OFFICE

100 Wood Street,
London EC2V 7AN

REGISTERED NUMBER

02248663
LEI: 213800Z5PKJOV7GWXE43

AIM Listing

Lon: FKE
ISIN: GB0003353157
Sedol: 0335315

NOMINATED ADVISER

Grant Thornton UK LLP
30 Finsbury Square
London EC2A 1AG

AUDITOR

BDO LLP
55 Baker Street
London W1U 7EU

REGISTRARS

Link Group
Central Square
29 Wellington Street
Leeds LS1 4DL

Details of the Directors and their backgrounds are as follows:

Clive Fiske Harrison *Chairman*

Clive Harrison started his career with Panmure Gordon in 1961 and moved to Hodgson & Baker (subsequently renamed Sandleson & Co) in 1965. He founded Fiske & Co in 1973 and has been senior partner and later Chief Executive officer. He retired from the role of Chief Executive following the AGM on 25 September 2015.

James Philip Quibell Harrison *Chief Executive Officer*

James Harrison joined Fiske plc in 1996 in the private client investment department and now manages a substantial client portfolio. He was Company Secretary from 2001 to 2005 and he was appointed to the Board as an Executive Director in May 2007. On 25 September 2015, following the AGM he was appointed as the Chief Executive Officer. He is a Chartered Fellow of the Chartered Institute of Securities and Investment and is responsible for the day to day running of the Company.

Tony Robert Pattison *Director*

Tony Pattison, is a Chartered Fellow of the Chartered Institute of Securities and Investment. During a City career spanning five decades, he has been actively involved at senior director level in the management of a number of investment companies including Fieldings Investment Management Limited which was acquired by Fiske plc in 2017. Until his retirement from the board in 2015 he was Chairman of Capital Gearing Trust plc. He continues to personally manage private client, charity and institution portfolios.

Martin Henry Withers Perrin *Non-Executive*

Martin Perrin joined the Board as a non-executive Director in November 2003. He is a chartered accountant with wide experience of operations and finance in industry. He is a Chartered Fellow of the Chartered Institute of Securities and Investment and is Chairman of the Audit Committee and the Risk Management Committee and is a member of the Remuneration and Nomination Committee. He is a Director of The Investment Company plc.

Alexander Rupert Fiske-Harrison *Non-Executive*

Alexander Fiske-Harrison joined the Board as a non-executive Director in April 2014. He is a member of the Remuneration and Nomination Committee and the Consumer Duty Champion. He has previously worked at the Financial Times and at Fiske plc. He is Managing Director of Bragg, Stockdale, Hall & Co Ltd., and El Quinto Bueno Ltd.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Fiske plc will be held at 100 Wood Street, London EC2V 7AN on 23 November 2023 at 12.30 pm for the following purposes:

Ordinary Business:

1. To receive the Report of the Directors and Auditor and the Accounts for the period ended 30 June 2023.

2. To re-elect Alexander Rupert Fiske-Harrison as a director of the Company.

3. To re-elect Martin Henry Withers Perrin as a director of the Company.

4. To re-appoint BDO LLP as auditor and to authorise the Board to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following Resolutions which will be proposed as to Resolution 5 as an ordinary Resolution and as to Resolutions 6 and 7 as special Resolutions:

5. THAT for the purposes of section 551 Companies Act 2006 ("2006 Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):

   (a) the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the 2006 Act respectively up to a maximum nominal amount of £1,312,818 to such persons and at such times and on such terms as they think proper during the period expiring at the conclusion of the next Annual General Meeting of the Company (unless previously varied, revoked or renewed by the Company in general meeting); and

   (b) the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities pursuant to such offer or agreement as if such authority had not expired; and

   (c) all prior authorities to allot securities be revoked but without prejudice to the allotment of any securities already made or to be made pursuant to such authorities.

6. THAT:

   (a) the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the "2006 Act") to make market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may from time to time determine provided that:

   (b) the maximum number of ordinary shares hereby authorised to be acquired is 1,182,985;

   (c) the minimum price which may be paid for an ordinary share is 25p;

   (d) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which an ordinary share is contracted to be purchased;

   (e) unless previously revoked or varied, the authority hereby conferred shall expire at the close of the next Annual General Meeting of the Company or 18 months from the date on which this resolution is passed, whichever shall be the earlier; and

   (f) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase ordinary shares in pursuance of any such contract.

7. THAT the Directors be granted power pursuant to Section 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 5 contained in the Notice of the Annual General Meeting of the Company of which this Resolution forms part as if section 561(1) and sub sections (1)-(6) of section 562 of the 2006 Act did not apply to any such allotment, provided that the power conferred by this Resolution shall be limited to:

   (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

   (b) the allotment of equity securities up to an aggregate nominal value of £1,017,072; and

   (c) shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months from the date of passing of this Resolution unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and

   (d) all prior powers granted under section 571 of the Companies Act 2006 be revoked provided that such revocation shall not have retrospective effect.

By Order of the Board

T Stavrou
Secretary

23 October 2023

Registered office:
100 Wood Street,
London EC2V 7AN

Notes to Notice of Annual General Meeting

1. A member entitled to attend and vote at the Meeting convened by the above notice may appoint a proxy to exercise all or any of their rights to attend, speak and vote at a meeting of the Company. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A form of proxy is enclosed. To be valid the enclosed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof, must be delivered in accordance with instructions on it so as to be received by the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, not less than two working days before the date of the Meeting or any adjournment thereof. Lodgement of a form of proxy would normally not prevent a member from attending and voting in person if so desired, but that will not be possible this year.

2. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by no later than two working days before the date of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com

   The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

3. Copies of contracts of service between the directors and the Company will be available at the registered office of the Company on any weekday prior to the meeting (weekends and public holidays excepted) during normal business hours. Copies of the above-mentioned documents will also be available on the date of the Annual General Meeting at the place of the meeting for 15 minutes prior to the meeting until its conclusion.

4. Pursuant to section 360B of the 2006 Act and regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business two working days before the time appointed for holding the Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is at close of business two working days preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which names stand in the register of members of the Company in respect of the relevant joint holding.

6. By attending the Meeting members agree to receive any communications made at the meeting.

Park Communications 50980