

# KEYSTONE LAW

## Annual Report and Accounts

for the year ended 31 January 2019

# KEYSTONE LAW

Fast growing, profitable and cash generative, Keystone Law is disrupting the traditional legal market.

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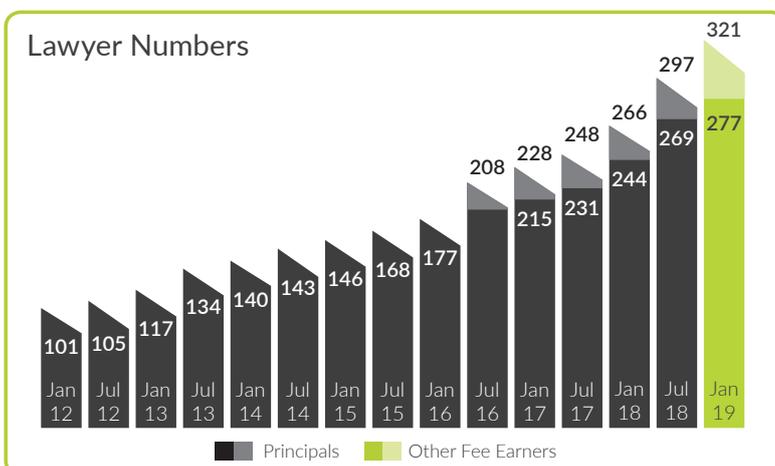
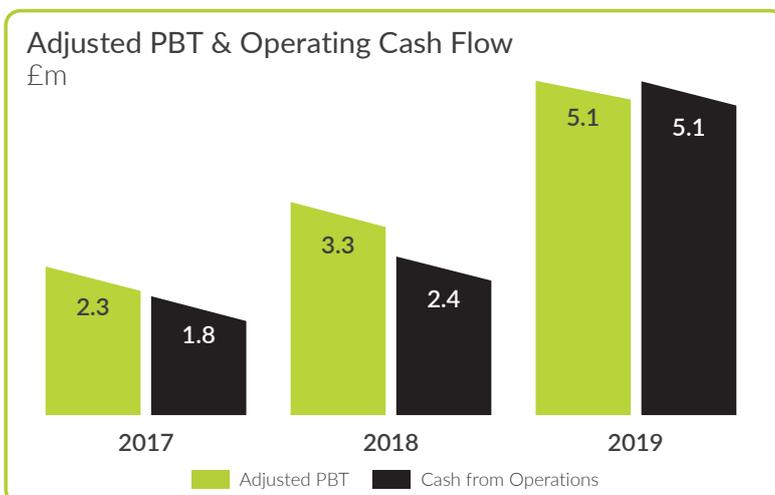
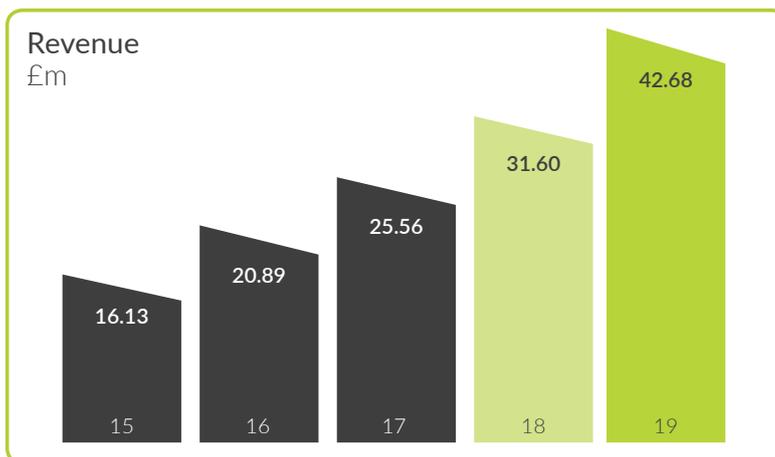
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## Highlights



# CHAIRMAN'S STATEMENT

On behalf of the Board, I am pleased to introduce Keystone Law's first full year results as a quoted company.

This has been another strong year for the Group, with revenue increasing by 35% to £42.7m (2018: £31.6m) and adjusted PBT\* increasing by 57% to £5.1m (2018: £3.3m) (PBT increase of 145% to £4.7m from £1.9m), whilst adjusted PBT margin has increased from 10.4% to 12.0% (PBT margin 11.1% up from 6.1%). The business has also continued to be strongly cash generative, with cash generated from operations of £4.6m (2018: £2.4m) representing an operating cash conversion of 91% (2018: 91%).

## DIVIDEND

In accordance with the Group's stated dividend policy, the Board is proposing to pay a final dividend for the year ended 31 January 2019 of 6.5p per share (2018: 0.84p per share in respect of post admission period). This brings the total dividend for the year to 9.0p.

## BOARD AND GOVERNANCE

This year has been our first full year operating as a Plc Board and I am happy to report that the business has moved smoothly to adopt the structures and governance requirements of a quoted business. We have also carried out our first Board effectiveness review, this was a positive exercise which highlighted no specific adverse issues and served to support points of focus for the coming year.

During the year, the London Stock Exchange announced changes to its rules, requiring all AIM quoted companies to apply a recognised corporate governance code, and to explain how they do this. From the start of our period as an AIM company, as a Board, we acknowledged the importance of high standards of corporate governance and announced our intention to apply the Quoted Companies Alliance (QCA) Code. The QCA has also issued a new edition of the code this year which sets out the 10 Principles of Corporate Governance with guidance on how these should be satisfied. In our Corporate Governance Statement, we set out how these principles have been applied in our business.

\*Adjusted PBT for 2019 is calculated by adding share based payment costs and amortisation to PBT (2018: calculated by adding flotation costs, amortisation and loan note interest back to PBT). Details of these calculations are shown in the Financial Review.

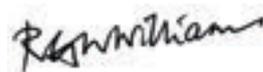
## OUR PEOPLE AND TECHNOLOGY

Keystone is driven by its people and its technology. It is the people who work for and with us that make the business such a successful and rewarding place to work. We place great emphasis on, and dedicate much time and effort towards attracting and retaining people of the highest calibre to work with us. Our modern agile business model provides the platform for our people to excel professionally whilst benefiting from the efficiencies and flexibility afforded by modern technology. It is this combination of our structure and culture which underpins everything we do and which drives our business forwards.

## OUTLOOK

This year has started well and in line with the Board's expectations.

We continue to focus on our core strategy of organic growth through the recruitment of lawyers from within the UK legal mid-market which remains a substantial opportunity for us. Although the outlook for the UK economy as a whole is somewhat uncertain at this time, we remain confident that our business model, together with the size of the market opportunity are sufficient to ensure that we will continue to deliver strong results.



**Robin Williams**  
Non-executive Chairman  
7 May 2019



# MARKET REVIEW

## THE COMPOSITION OF THE UK LEGAL SERVICES MARKET

### The UK Legal Services Market

The UK legal market is the second largest in terms of fee income in the world, with annual fee revenue of £33.4 billion in 2017 (up 6% year on year).

The UK is the largest legal market in Europe, second only to the US worldwide and is globally recognised as the most international due to the widespread use of English law as the framework for international commercial contracts and dispute resolution.



The “high street” market: this category covers the rest of the market.

The “mid-market” (the largest 200 law firms in the country (including Keystone) excluding the global elite): these firms account for £9.34 billion annual fee income and employ approximately 50,000 fee earners (average revenue per fee earner of £188,000) (Source: The Lawyer Top 200, 2018). This is the segment of the market which Keystone operates within.

The “global elite” (the Magic Circle and Silver Circle firms and others that together make up the 15 largest UK firms by annual revenue): these firms focus on delivering complex legal services to the largest global businesses, generating in aggregate £16.3 billion annual fee income and employing over 41,500 fee earners, with an average revenue per fee earner of approximately £392,000 (Source: The Lawyer Top 200 2018).

Increasing complexity →

The UK market operates under three different regulatory environments, covering England and Wales (89.7 per cent. of the UK market by value), Scotland (8.9 per cent.) and Northern Ireland (1.4 per cent.). The Legal Services Act 2007 introduced pivotal reforms liberalising the market in England and Wales which, through the creation of the Alternative Business Structure (ABS), allowed non-lawyers to own and act in management capacities within law firms. These reforms have not been adopted in Northern Ireland, nor fully adopted in Scotland, where legal practice

ownership remains restricted to members of those countries’ regulatory bodies.

The UK market is diverse, comprising approximately 9,500 law firms in England & Wales in July 2017 (source: Law Society June 2018) and around 91,000 solicitors acting in private practice. Despite this, the Directors believe that the overall market can be broadly divided into the three segments shown above and that the Mid-Market is the segment in which Keystone operates:

## THE MID-MARKET LAW FIRM MARKET

- Changes to legislative framework – The Legal Services Act 2007 has allowed for changes to the delivery of legal services, resulting in both new entrants to the market and the creation of new business models which challenge the long standing models of the traditional law firms. Prior to the Legal Services Act 2007, equity partnership was the only basis on which a lawyer could access the highest level of remuneration within a law firm.
- Increasing commoditisation of services – The broader development and use of technology to deliver everyday services across the UK economy has meant that the services offered are more widely available and opportunities for differentiation more limited. This has resulted in increasing client pressure on fees and produced a marked shift in legal services pricing mechanisms expected by clients.
- Macroeconomic climate – The last decade has been a challenging time for the UK economy as a whole. Within the legal market this has manifested itself in increased pressure from clients on fees; at the same time businesses have continued to suffer from inflationary pressure on costs, especially property costs which represent a substantial part of the cost base of most traditional law firms. This has resulted in a long term squeeze on profits for law firms operating in the “mid-market”.

## IMPACT ON TRADITIONAL LAW FIRMS

- Increased billing targets – Within the traditional firms, the most common response has been to demand greater effort from those in senior associate and junior partner roles to deliver more revenue per head and drive business development whilst still retaining a high level of managerial responsibility.
- Reduction in appeal of equity partnership – Much of the historical appeal of equity partnership has reduced, with many junior partners no longer seeing the merits traditionally associated with that form of ownership. The cost of buying into partnerships is high and reduced profits in conventional mid-market law firms have meant that the return on equity invested is no longer as attractive as it was. Furthermore, with several high profile law firm insolvencies in recent years and the associated equity losses and personal liabilities for the equity partners involved, partnership of a mid-market law firm is no longer necessarily regarded as a secure investment.

## OPPORTUNITY FOR KEYSTONE LAW

These dynamics have resulted in a significant number of experienced but dissatisfied lawyers across the UK mid-market seeking alternative ways to practise law.

The Directors believe that, as a result of these trends, the UK legal services mid-market offers significant opportunity for an alternative model law firm such as Keystone.

## COMPETITIVE LANDSCAPE

Keystone was one of the first to establish this model and, as such, has early mover advantage over other businesses which have started to emerge and sought to replicate the Company's growth and performance through the operation of similar business models.

The Directors are currently aware of at least 20 other such firms (none of which was included in The Lawyer UK Top 200 2018 rankings), with approximately 800 consultant lawyers in aggregate.

Whilst Keystone is widely considered the market leader amongst these firms (as evidenced by the fact that it is the only one to be placed in The UK Top 100), the Directors believe that the Group's opportunity exists across the entire mid-market, as Keystone's lawyers typically join from the conventional firms operating in this segment of the market.

# CHIEF EXECUTIVE'S REVIEW

## Operational Review

### INTRODUCTION AND HIGHLIGHTS

This year has been another exciting and successful year in the history of Keystone. In our first full year as a public company the business has continued to deliver strong growth across all metrics and the increased brand recognition which we sought to achieve through the admission to AIM has certainly been achieved. Financially, revenue has grown 35%, profit margins have continued to increase and cash generation has been strong. The business has continued to demonstrate its appeal to high calibre lawyers and their clients within the UK legal "mid-market". The number of lawyers who successfully completed our recruitment process has continued to grow and the calibre of lawyers accepted into the firm has remained extremely high. This year, not only has the number of Principal lawyers\* (senior lawyers who contract with Keystone) increased but we have also seen an increase in the demand for additional support from junior lawyers which has been met either centrally or by means of the lawyers recruiting their own juniors to further grow their practices.

We have continued to receive significant external recognition this year; featuring again, amongst other reports, in The Lawyer Magazine's list of the Top 100 UK law firms (based on revenue) and Legal Week magazine's Best Legal Advisers Report 2017-2018 (based on client feedback). These accolades are highly gratifying as they recognise the growth of the firm, the quality of the client service we

deliver and the strength of our brand in the market place. Furthermore, being a public company has resulted in a considerable amount of recognition, not only in the legal press but also in the in the non-legal press which has done much to enhance the Keystone brand and promote it to a whole new audience.

### KEYSTONE'S STRATEGY AND DELIVERY AGAINST IT

The strategy of the Group remains as previously communicated: to grow the business organically by attracting quality lawyers with strong client relationships and the skills to win business. The strategy is very much focused on growing within the UK legal services mid-market which is substantial and highly receptive to our business model.

The level of support and infrastructure provided by Keystone, combined with the freedom, flexibility and remuneration engendered by its business model is highly attractive to UK lawyers, a circumstance that we believe will continue to develop further.

The growth and development team has had another successful year driving recruitment forwards. The number of Principal lawyers\* accepting offers has increased by 6.8% to 63 this year (2018: 59). Last year, we launched a number of campaigns using a new social media channel which resulted in a significant increase in the number of new applicants received (2017: 2, 2018: 40 and 2019: 19 via this channel). However, whilst this channel has proven to be good for brand awareness, it has not been successful in generating successful applicants; with only one candidate from this source being accepted over the period. New Principal lawyer\* applicants from all other channels have increased by 8% to 230 (2018: 212). The increases in both acceptances and applicants (from established channels) have been driven predominantly through additional referrals from our existing lawyers and growth in numbers from recruitment agencies. The former, being an ongoing endorsement of the level of satisfaction enjoyed by Keystone's lawyers and the latter being an indication of a growing acceptance of the Keystone model within the legal community.

\*Principal lawyers are the senior lawyers who own the service company ("Pod") which contracts with Keystone. The relationship between Keystone and its lawyers is governed by two agreements; a service agreement (which governs the commercial terms and is between the Pod company and Keystone) and a compliance agreement (which governs the behaviour of lawyers and is between each lawyer and Keystone). Pods can employ more than one fee earner.



This year, we have also seen an increase in the number of our Principal lawyers seeking to recruit their own juniors or colleagues to work alongside them, with 15 Principals recruiting a net 20 fee earners (2018: 4 Principals recruited a net 5). Such juniors/colleagues are employed by or contract with the Principal lawyer's service company but are, to all other intents and purposes a Keystone lawyer. As such, they are fully vetted by the Central Office to ensure that the quality of the services received by the clients remains of the highest calibre. As is the case for the Principal lawyers, these juniors sign a compliance agreement with Keystone and are required to comply with all rules and regulations governing Keystone's lawyers' professional conduct. This development further demonstrates the flexible and scalable nature of our model; the Principal lawyers are able to scale their practice and benefit from the additional fees that their service companies receive, whilst Keystone benefits from the increasing size of the practices which these lawyers are able to build.

Over and above this, we have also seen a general increase in the demand for junior lawyers; this demand continues to be met by the lawyers employed by the Central Office. These lawyers provide a high quality and readily accessible resource for those Principals who either do not need full time support or who simply prefer not to take on a permanently employed resource themselves.

The overall strength of the Keystone brand continues to grow and this remains an essential part of the appeal to both attracting and retaining clients and lawyers.

### ONGOING INVESTMENT IN IT

IT is a fundamental part of the success of the Keystone model, facilitating the modern agile way in which our lawyers work. As such ongoing improvement and development of our technology platform and solutions is a core function of the Group.

IT security is a constant focus of our team and this year we have launched two new initiatives to further enhance the protection and visibility across our IT estate. These initiatives are best in class third party solutions specifically developed to address the challenges presented in managing an agile IT infrastructure environment. The first of these is a next generation anti-virus solution which not only does everything that a conventional anti-virus would do but also uses machine learning to enhance the protection provided. The second provides enhanced visibility of the devices operating on our network, as well as providing tools which improve efficiency in rolling out new products across the estate.

Whilst the introduction of the new GDPR legislation this year presented a business opportunity for a number of our lawyers, it also placed new data regulation on the business. As part of the project to ensure compliance with this, a full data audit of the Group was carried out and appropriate steps taken to address the new requirements which the legislation placed upon the business. This project was completed ahead of the implementation of GDPR regulation.

Following the launch of the latest version of Keyed In (Keystone's proprietary software platform) last year, we have continued to focus on enhancing functionality and incremental improvements. We have also delivered a new module, designed to further improve the lawyer experience during the set up and onboarding process whilst also improving operational efficiencies and further enhancing the scalability of the onboarding process.

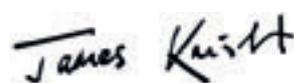
### CENTRAL OFFICE TEAM

I would like to take this opportunity to thank all the staff of the Central Office team, who have worked hard throughout the year, delivering high quality support to our lawyers and their clients in an efficient and effective manner. We have continued to invest in our people growing the team where necessary and enhancing their skills so as to ensure that we have a team with the necessary aptitudes to support the ongoing growth of the Group. Across the disciplines we continue to attract and retain people of the highest calibre who work tirelessly to help us achieve the success which we aspire to and which we have enjoyed this year.

### LOOKING AHEAD

Keystone's business model has again demonstrated its ability to attract high quality lawyers looking to develop their practice in an alternative manner together with the flexibility and potential the structure provides for Principal lawyers to build their own teams around them.

The current year has started well and the activity of the existing lawyers, together with the strength of our recruitment pipeline, gives me great confidence that the business will deliver another year of strong performance and profit growth. I look forward to another exciting year of continued growth and development as we continue to pursue our strategy for success.



**James Knight**  
Chief Executive  
7 May 2019

# FINANCIAL REVIEW AND STRATEGIC REPORT

## KEY PERFORMANCE INDICATORS (KPI'S)

The following KPI's are used by the management to monitor the financial performance of the Group.

Revenue growth: 35.1% increase (2018: 23.6%)

Adjusted PBT growth: 56.8% increase (2018: 43.4%)

Adjusted PBT margin: 12.0% (2018: 10.4%)

PBT growth: 145.5% increase (2018: 60.9%)

PBT margin: 11.1% (2018: 6.1%)

Operating cash conversion %: 91% (2018: 91%)

Trade debtor days: 40 (2018: 42)

Net Assets: £15.4m (2018: £12.6m)

The calculation of adjusted PBT is shown below.

## INCOME STATEMENT

I am pleased to report revenue for the year of £42.7m, an increase of 35.1% on the prior year. Revenue growth has been driven by the lawyers recruited last year contributing a full year of productivity as well as contributions from the lawyers who have been recruited during this year, with principal lawyer numbers increasing from 244 to 277. This year, the business has also benefited from a particularly significant piece of litigation work which has generated approximately £2.2m of revenue in the year.

## GROSS PROFIT

The gross profit margin of the business has fallen slightly this year to 27.1% (2018: 27.6%). This is principally caused by two factors; the reduction in the proportion of billing done on central office owned clients which was approx. 1% of the billing this year (2018: c. 5.75%); during last year there were a number of corporate transactions on clients "owned" by the central office (where lawyers are the client "owner" they get 15% of the fees, so where central office is the "owner" the pay away to lawyers is only 60% rather than the full 75%) which contributed to the level of fee income on these clients. This decline has been largely offset by the increased contribution of the lawyers employed by central office on whom we achieve a higher percentage gross profit, who contributed 3.1% of revenue (2018: 1.9%).

## OVERHEAD COSTS

Overhead costs, excluding depreciation, amortisation, share based payments and flotation costs (from 2018) have increased by 21%. This has been driven in part by the full year impact of costs associated with being a Public Company (£0.2m impact this year). Excluding this, overheads would have increased by c. 17.5%.

## ADJUSTED PBT

Adjusted PBT is calculated as follow:

	2019 £'000	2018 £'000
Profit before tax	4,745	1,932
Amortisation	351	351
Share based payments	43	-
Loan note interest	-	390
Flotation cost	-	604
Adjusted PBT	5,139	3,277

Adjusted PBT has increased by 56.8% to £5.1m (2018: £3.3m). The continued operational gearing in the business has meant that adjusted PBT margin has also risen to 12.0% (2018: 10.4%).



## TAXATION

The effective tax rate of 19.8% is higher than the standard rate and that of the prior year (17.8%) due to the impact of certain non-recurring items in the prior year. There were three items which are non-recurring in nature in the prior year; the exceptional costs associated with the successful AIM listing; the deduction of interest on loan notes which was previously disallowed but is allowable this year as the interest has been paid and an additional R&D tax credit for the development work on Keyed In. Excluding these items, the underlying effective tax rate would have been 20.8%.

## EARNINGS PER SHARE

Basic earnings per share has increased from 6.0p to 12.2p, with the dilution effect from shares granted under LTIP being negligible. Adjusted earnings per share, (calculated by making the same adjustments to earnings as has been made in calculating adjusted PBT and divided by the average shares in circulation this year) has increased by 42.5% to 13.4p (2018: 9.4p).

## STATEMENT OF FINANCIAL POSITION

### CASH

The Group's business model is strongly cash generative because its most significant cost, the fees paid to lawyers, is only paid once Keystone has been paid for the work it has delivered. As such, operating cash conversion for the year was 91% (2018: 91%) generating cash from operations of £4.6m (2018: £2.7m). Capital expenditure was £0.04m and corporation tax payments were £0.9m. As such, cash generated by the business in the year was £3.8m (2018: £1.9m). The Group paid dividends of £1.0m (2018: Nil), leaving closing cash of £6.3m (2018: £3.6m) and no debt.

## NET ASSETS

The net assets of the Group have improved from £12.6m to £15.4m, with the retained earnings of £3.8m being partly offset by the dividends paid.

## DIVIDEND

The Board is recommending a final dividend of 6.5p per share. This will bring the total dividend for the period to 9.0p (interim dividend paid of 2.5p per share) on the basis set out at the time of the IPO. The proposed final dividend will be payable on 12 July 2019 to shareholders on the register at the close of business on 14 June 2019. The shares will go ex-dividend on 13 June 2019.

On behalf of the Board



**Ashley Miller**  
Finance Director  
7 May 2019

# PRINCIPAL RISKS AND UNCERTAINTIES

The Corporate Governance Report includes an overview of the Group's approach to risk management and internal controls. Set out below are the principal risks and uncertainties that the Group faces and the activities designed to mitigate these risks. The Board recognises that the nature and scope of risks can change and that there may be other risks to which the Group is exposed and therefore the list is not intended to be exhaustive.

Risk	Mitigation
<p><b>LITIGATION, PROFESSIONAL LIABILITY AND UNINSURED RISKS</b></p>	<p>Due to the nature of a law firm and its role of providing legal advice, the Group remains susceptible to potential liability for negligence, breach of contract and other client claims. From time to time, in the ordinary course of business, Keystone receives claims of professional negligence which it notifies to its insurers. Any potential claim may be expensive to defend, divert the time and focus of management away from the Group's operations and may result in the Group having to pay substantial monetary amounts, any of which could impact on the reputation of the Group and result in a material adverse effect on Keystone's business and overall financial condition.</p>
<p><b>REGULATORY RISK AND COMPLIANCE RISKS</b></p>	<p>The business has an experienced and robust compliance and risk management team which oversees the Group's policies and procedures ensuring that they meet the relevant regulatory requirements. The Group uses technology to support and drive compliant behaviour and to help the team to focus on areas of potential risk. Furthermore, the team calls upon external professional advice where needed to ensure that the business meets its compliance and regulatory obligations.</p>
<p><b>PERSONNEL</b></p>	<p>The Group invests considerable time and effort in working to attract high quality new lawyers as well as focusing on ensuring that all lawyers feel a part of the Keystone "family". Furthermore, management continues to monitor the characteristics of the Keystone model to ensure that they remain commercially compelling and attractive to both existing and potential Keystone lawyers.</p>

	Risk	Mitigation
<b>CONTRACTUAL ARRANGEMENTS WITH LAWYERS</b>	<p>Keystone's lawyers are self-employed, contracting with the Group predominantly via personal service companies. The self-employed status of the Group's consultants is based not only on the contractual structure but also on the way in which the arrangements operate in practice. There is a risk that some of the consultant lawyers may be deemed to be workers or employees and, as such, would be entitled to additional benefits including, but not limited to, paid annual leave and sick pay. If this were to occur then in addition to the rights for workers, such lawyers would gain rights for unfair dismissal. If the consultant lawyers were deemed to be employees, then the tax treatment would be different and the Group would be liable for PAYE and national insurance contributions for such people deemed to be employees. Furthermore, if there is a change in employment law or tax law which means that the nature of the relationship which exists between the Group and its lawyers is not one of self-employment, then the rights and obligations referred to above could also be triggered.</p>	<p>The Group monitors the legislative landscape for any developments which could have a bearing upon this relationship. Where necessary the Group would seek external professional advice to support it in assessing the implications of any such developments.</p>
<b>COMPETITION</b>	<p>Keystone competes with other legal firms that offer commercial law services in which quality of advice, service, reputation and value operate as highly competitive factors to distinguish the Group. Despite this, there remains a risk that competitor firms, or a newly established firm will acquire market share. Competition remains a core risk for the Group as any loss of market share could reduce revenue, reduce margins, reduce the ability to recruit new lawyers and reduce the retention rates of current personnel, any of which could materially adversely affect the Group's business operations and overall financial condition.</p>	<p>Keystone's growth strategy continues to be focused on attracting good quality lawyers with strong client relationships. By maintaining the calibre of lawyers attracted and retained, management believes that they will maintain and enhance their position in the market. Management also continues to review monitor the characteristics of the Keystone model to ensure that they stay ahead of any current or future competitors.</p>
<b>INFORMATION SYSTEMS AND SYSTEM SECURITY BREACHES</b>	<p>IT forms an integral part of the business's operating model and as such any breakdown of the Group's information technology system could be significant. Also, as Keystone processes sensitive personal data it is possible that a security breach could result in some of this data becoming public. Were this to occur then Keystone could face liability under data protection laws and could lose the goodwill of any clients affected by such a breach.</p>	<p>Hosting and support of all systems is outsourced to a large, reputable business who is dedicated to the provision of these services. They are contracted to keep all data safe, secure and backed up. They utilise a number of tools and appliances to maintain Keystone's data integrity and security.</p>

# THE BOARD OF DIRECTORS

## EXECUTIVE DIRECTORS



**JAMES KNIGHT**  
CHIEF EXECUTIVE OFFICER

James founded Keystone in 2002 when he set out to create a new type of law firm. Prior to that he had a 10 year career as a commercial solicitor in London, Hong Kong and Dubai. James now focuses on business development, marketing, international opportunities and other drivers of growth.



**ASHLEY MILLER**  
FINANCE DIRECTOR

Ashley joined Keystone in January 2015 following the PE investment by Root Capital in the business. He is a commercially orientated finance professional with over 20 years' experience. Having trained with Price Waterhouse, Ashley has spent his career establishing and managing international finance departments for SME businesses operating across the professional services sector.

## NON-EXECUTIVE DIRECTORS



**ROBIN WILLIAMS**  
INDEPENDENT  
NON-EXECUTIVE CHAIRMAN

Robin joined the Board in October 2017 as Independent Non-executive Chairman. He is also currently Chairman of Xaar Plc, FIH Group Plc and Stirling Industries Plc as well as NED and Chairman of the audit committee for Van Elle plc. He is a chartered accountant with 30 years' experience with listed companies initially as an adviser, then as a leading executive and latterly as non-executive.



**PETER WHITING**  
SENIOR INDEPENDENT  
DIRECTOR

Peter joined the Board in October 2017 as Senior Independent Director and Chair of the audit committee. He is an experienced NED who is also currently Senior Independent Director and Chair of the remuneration committee of both FDM Group (Holdings) plc and Microgen plc as well as Non-executive Director and Chair of the remuneration committee of TruFin Plc and D4t4 Solutions. Earlier in his career he led the UK small and mid-cap research team at UBS and was Chief Operating Officer of UBS European Equity Research from 2007 to 2011.



**SIMON PHILIPS**  
NON-EXECUTIVE  
DIRECTOR

Simon joined the Keystone Board following the investment by Root Capital in October 2014 and was Chairman until October 2017. Since then he has been a Non-executive Director and Chair of the remuneration committee. He is an experienced entrepreneur in the software and outsourcing sectors and the managing partner of private equity firm Root Capital.

# CORPORATE GOVERNANCE STATEMENT

## INTRODUCTION

The Directors acknowledge the importance of high standards of corporate governance. The Directors have decided to apply the Quoted Companies Alliance Code 2018 on Corporate Governance (the "QCA Code") which sets out a framework of 10 Principles to corporate governance. The Board intends to ensure that the Group complies with the Code and sets out below how it complies with each of the 10 principles.

## KEYSTONE'S BUSINESS MODEL AND STRATEGY (PRINCIPLE 1)

### KEYSTONE'S BUSINESS MODEL

As a full service networked law firm, Keystone delivers conventional legal services across a range of service areas and industry to a client base comprising predominantly SMEs and private individuals. It is how these services are delivered via Keystone's distinctive platform model, rather than the services themselves, which differentiates Keystone from other law firms. It is this platform model which is central to Keystone's growth and success.

Unlike conventional law firms, Keystone's high calibre and experienced lawyers are self-employed; predominantly contracting with Keystone through personal service companies. The lawyers have no fixed remuneration, instead benefiting from a transparent, consistent and 100 per cent. variable pay structure, with between 60-75 per cent. of fees paid to the lawyer once Keystone has been paid for the work undertaken. They work from their own offices (mainly in the UK, although geographic location is not a limiting factor due to the way in which services are delivered) and are free to focus exclusively on client care and development and the delivery of legal services. They are fully supported by the Group's Central Office team which provides all of the services they require to deliver high quality legal services to their clients; including (but not limited to) compliance and insurance, junior lawyer support, marketing, finance and IT.

Fundamental to the operation of Keystone's model is the Group's technology solution which has been specifically developed to deliver services to a mobile/dispersed workforce such as we have. This uses both bespoke proprietary software as well as best in class industry specific solutions which, enable its' lawyers to work efficiently and effectively wherever and whenever they wish in a secure and compliant manner. It also provides a quick, easy and efficient means by which to access the services which the central office provides.

A further aspect which is central to the Keystone model is its culture. Keystone is far more than just a collection of individual lawyers accessing its platform, it is a cohesive law firm which delivers a full range of services to its clients either working individually or as part of a team, as each assignment requires. The flat structure, absence of politics, and inclusive culture, all facilitated by the extensive opportunities which the Group provides for its lawyers to network and socialise, all ensure that Keystone's lawyers are well connected and fully integrated in the firm.

The cash generative nature of Keystone's platform model and the associated lack of fixed salary overheads of its lawyers enables the Group to scale rapidly and without working capital pressures and constraints.

### THE GROUP'S STRATEGY

The Group's strategy is to grow the business organically, focusing on the substantial opportunity which exists in the UK legal mid-market. Furthermore, management will consider international opportunities to the extent that they are consistent with and will enhance the core offering of Keystone.

Keystone's platform model and associated remuneration structure is attractive to high calibre, experienced lawyers from mid-market firms with their own client following, providing an alternative way to practise the law and the opportunity to earn more than in a conventional firm whilst enjoying a better work-life balance. The recruitment of such lawyers enables the Group to drive its growth and to develop a highly diverse client base. With each lawyer developing their own business opportunities and cross-referring work to Keystone colleagues, the Directors believe that the Group's growth is sustainable.

It is essential for the success of this strategy that the selection process focused on the quality of the lawyers who are recruited. The key to building a successful law firm in the mid to long term is in maintaining the quality high as this creates a virtuous circle, making the opportunity more attractive to future candidates (and their clients) as well as reducing the principal risks associated with law firms (see Principal Risks and Uncertainties).

## COMPOSITION OF THE BOARD, ITS SUBCOMMITTEES AND ITS MEMBERS (PRINCIPLE 5, PRINCIPLE 6 AND PRINCIPLE 9)

The Board comprises five Directors, two executives and three non-executives, reflecting a blend of different experiences and backgrounds. Directors' biographies setting out their experience, skills and independence are shown on pages 10 and 11. The Board believes that the composition of the Board brings a desirable range of skills and experience in light of the Company's challenges and opportunities while at the same time ensuring that no individual (or a small group of individuals) can dominate the Board's decision making.

The Non-Executive Directors are expected to devote such time as is necessary for the proper performance of their duties. It is anticipated that this will require them to spend a minimum of 24 days a year working for the Company. The Non-Executive Directors meet during the year without the Executive Directors and provide effective balance and challenge. The Executive Directors are full time employees of the Company.

The Non-Executive Directors keep their skill set up to date with a combination of attendance at CPD events and experience gained from other board roles. The Executive Directors are employed full time in the Group and this is the best way of their keeping up to date. The Group's Nominated Adviser and the Company Secretary ensure the Board is aware of any applicable regulatory changes. All Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Group's expense. In addition, the Directors have direct access to the advice and services of the Company Secretary and Finance Director.

The division of responsibilities between the Chairman and Chief Executive Officer has been agreed by the Board and is set out below.

## ROLE OF THE CHAIRMAN AND CHIEF EXECUTIVE

The Chairman leads the Board ensuring its effectiveness and his role and responsibilities are clearly divided from those of the Chief Executive Officer. The Chairman:

- sets the Board agenda;
- ensures that the Directors receive accurate and timely information and that adequate time is available for discussion of all agenda items, in particular strategic issues;
- makes sure that all Directors, particularly the Non-Executive Directors, are able to make an effective contribution;
- maintains a constructive relationship between the Executive Directors and the Non-Executive Directors;
- has primary responsibility for leading the Board; and
- chairs Board meetings.

The Chief Executive Officer has responsibility for all operational matters which include the implementation of strategy and policies approved by the Board. In addition, he has responsibility for managing the business of Keystone subject to the matters reserved for the Board. He has overall responsibility for the Group's development and expenditure and delivering on the budget prepared by the Finance Director and approved by the Board.

## MATTERS RESERVED FOR THE BOARD

The Board is responsible for reviewing, formulating and approving the Group's strategy, budgets and corporate actions and overseeing the Group's progress towards its goals. This is formally documented in a schedule of matters reserved for Board approval and includes:

- Strategy and business plans, including annual budget;
- Structure and capital including dividends;
- Financial reporting and controls;
- Internal controls on risk management and policies;
- Significant contracts and expenditure;
- Communication with shareholders;
- Remuneration and employment benefits; and
- Changes to the Board composition.

# CORPORATE GOVERNANCE STATEMENT

## BOARD DECISIONS AND ACTIVITY DURING THE YEAR

The Board has a schedule of regular business comprising all the major financial and operational matters of the Group. The Board has established a number of committees, the work of which is described below. The Board has ensured that all areas for which it is responsible are addressed and reviewed during the course of the year. The Chairman, aided by the Company Secretary, is responsible for ensuring the Directors receive accurate and timely information. The Company Secretary provides minutes of each meeting and every Director is aware of the right to have any concerns minuted.

In addition to the Board meetings, there is regular communication between Executive and Non-executive Directors, including where appropriate updates on matters requiring attention prior to the next scheduled Board meeting. It is the Board's current practice that the Non-Executive Directors meet periodically and at least annually, without the Executive Directors.

## BOARD MEETINGS

Board meetings are held monthly and arranged by the Company Secretary. Where the subjects to be discussed call for it, the Company Secretary arranges for or prepares suitable papers which are then circulated to the Directors in advance. Additional ad hoc meetings and committee meetings are called as necessary, for example to approve the release of the Group's annual report, once it has been approved in principle in substantially the final form.

At least annually the Board will consider the Group's strategy and annual budget.

There are currently no plans in place for evolution of the corporate governance framework in line with the Group's plans for growth as the Board believes that the current structure of the Board is suitable for the such growth plans in the short to medium term. However, the Board will keep this under regular review.

The table below shows the Directors' attendance at scheduled meetings of the Board and its committees during the year:

	Board	Audit	Remuneration
James Knight	12/12		
Ashley Miller	12/12	2/2	
Robin Williams	12/12	2/2	2/2
Peter Whiting	12/12	2/2	2/2
Simon Philips	12/12	2/2	2/2

## DISCLOSURE COMMITTEE

The Disclosure Committee is available as needed to review how the Group should deal with price sensitive information and information that may be price sensitive information. The purpose of the Disclosure Committee is to provide a rapid response to the potentially urgent matter of required disclosures. All Board members are members of the Disclosure Committee as is the Company Secretary. The quorum of the Disclosure Committee is one of the Chief Executive Officer, the Finance Director, or the Company Secretary and any Non-Executive Director.

The terms of reference are available on the Company's website.

## NOMINATION COMMITTEE

The Group does not have a separate nomination committee (this is a departure from the QCA recommendations). Given the size of the Board and the Company, the Board does not believe that such a committee is necessary and has decided that the full Board will carry out the functions which such a committee would normally fulfil.

## BOARD EFFECTIVENESS (PRINCIPLE 7)

During the year, the Group has carried out its first Board effectiveness review. This was an internal review led by the Chairman. The Chairman prepared and circulated a series of questionnaires covering the effectiveness of the Board as a whole, the NEDs and the Chairman. These were completed by each Director and returned (in the case of the first two) to the Chairman and (in the case of the latter) to the Senior Independent Director. A summary of the responses was compiled, so as to remain anonymous, and then the outcome was discussed by the Board as a whole.

No specific failings in effectiveness were identified and the review served to reinforce the Board's focus on the development of strategy, the quality of Board papers and the Board's monitoring of risk.

## RISK MANAGEMENT AND INTERNAL CONTROLS (PRINCIPLE 4)

The Board is responsible for maintaining a sound system of internal controls to safeguard shareholders' investments and the Group's assets. Such a system is designed to reduce and manage, the risk of failing to achieve the Group's objectives. It is designed to provide a reasonable assurance against material misstatement or loss. The Board has considered the need for an internal audit function but has concluded that the internal control system in place is currently the most appropriate solution given the size and complexity of the Group. The Board revisits this decision periodically.

The Board is responsible for the identification and evaluation of major risks faced by the Group and for determining the appropriate course of action to manage those risks. Senior management conducts an annual risk audit and submits this to the Board for review. The Board assesses both the risks and the controls in place to prevent the risk crystallising as well as any mitigation which would exist should they materialise.

The Group takes a pro-active approach to risk management which starts at the strategic level with the Group identifying areas of the law in which it will not operate. The Group then recruits to this risk profile. The recruitment process is controlled by senior management team who are qualified and experienced solicitors and who have many years' experience of recruiting consultants to Keystone. The Group focuses on attracting experienced and well qualified lawyers with a client following from highly respected law firms, thereby reducing the risk profile of the lawyer base.

As a law firm, Keystone is regulated by the Solicitors Regulatory Authority ("SRA") as well as being subject to other legal regulation governing its industry and the economy as a whole (eg: anti money laundering legislation, data protection rules (GDPR) etc). As such, the Group has a dedicated compliance department, led by the Group's Compliance Officer and staffed by employed qualified solicitors, whose role it is to ensure compliance with all such regulation as well as handling any complaints or claims received from the Group's clients. The structure of Keystone ensures that this department is wholly independent of the consultant lawyers, whilst the "open door collegiate" culture of the Group ensures that lawyers are more than happy to seek support and guidance from the team where they identify issues of potential concern. This department reports to the Chief Executive who is fully apprised of any regulatory matters being handled, complaints / claims made as well as the status of these and the Board receives regular updates as to the status of any significant regulatory matter, any claims made or complaints which the CEO believes may proceed to a claim.

The Group uses technology, with each new matter taken on being subjected to a risk questionnaire, as well as more traditional methods, such as file audits, to proactively monitor matters and actively engages with consultants to assess, understand and manage any risk that should arise. The Group's standard terms of business, provided to each client at the start of each engagement, advises the clients of the Group's complaints procedure; this procedure directs the clients directly to the compliance department. Furthermore, under the terms of the compliance agreement, which each consultant enters into with the Group, the consultants are required to report all risks, complaints and regulatory matters to the compliance function.

As the most significant risk for a law firm is associated with claims for professional negligence, one of the Group's significant contracts (and as such an item which requires Board sign off) is the renewal of the professional indemnity insurance. This ensures that the Board is the body which is ultimately responsible for assessing the appropriateness of the level of cover which the Group holds.

The financial procedures and controls of the Group are under the stewardship of the Finance Director (see Directors' Biographies on pages [••]). These processes and controls are reviewed as part of the Group's audit on an annual basis, this includes a specific SRA audit to ensure compliance with the SRA's rules on client money, and the Group's auditors meet with the Audit Committee of the Board on a bi-annual basis without the presence of the Finance Director.

## CORPORATE CULTURE (PRINCIPLE 8)

One fundamental aspect of the success of Keystone is the culture of the Group. For the lawyers, the flat structure, transparent and consistent remuneration policy and absence of politics creates an extremely positive, open and encouraging environment in which they can thrive in driving forward their practices. Within the central office team we engender a positive client focused culture; this extends beyond the clients of the law firm to include the lawyers themselves; whom we treat as if they were clients. By engendering this supportive culture with our lawyers we ensure that they are free to focus on client development and delivering legal services which are wholly consistent with the Group strategy.

# CORPORATE GOVERNANCE STATEMENT

Furthermore, as a law firm, Keystone is regulated by the SRA and as such has to comply with the SRA Code of Conduct. Central to this Code is a series of obligations placed on the Group and its consultants to operate with integrity and uphold the rule of law.

Keystone's business model drives positive behaviour. It aligns the interests of clients and lawyers, both of which are fulfilled through the Group and the support the lawyers receive and use in advising the clients.

## UNDERSTANDING AND MEETING SHAREHOLDER NEEDS AND EXPECTATIONS (PRINCIPLE 2)

The Board places great emphasis on good communications with shareholders. The Group primarily communicates with shareholders via its annual and interim reports. Following the issue of these, the Chief Executive and the Finance Director meet with shareholders and analysts. Further announcements may be made during the course of the year via RNS in satisfaction of the Board's reporting obligations in compliance with regulation and best practice.

The Group's AGM also provides an opportunity for shareholders to communicate directly with the Board and shareholder participation is encouraged. Details of the Group's AGM, and the business to be transacted at it, are announced in the usual way and reproduced on the Group's website.

In addition, the Chairman is available to meet major shareholders on request to discuss governance and strategy. The Senior Independent Director is also available to meet shareholders separately if requested. Reports of these meetings and any other shareholder communications during the year are provided to the Board. Shareholders can contact the Group Secretary by emailing CS@keystonelaw.co.uk. Use the heading "Shareholder contact" to request that a matter be brought to the Board's attention or to arrange a meeting with the Chairman or Senior Independent Director.

## WIDER STAKEHOLDER ENGAGEMENT AND SOCIAL RESPONSIBILITIES (PRINCIPLE 3)

The Board recognises the importance of the wider stakeholder groups, principally being: consultants and employees, clients and the Group's suppliers. The Group engages with each of these stakeholder groups regularly through a range of channels.

### CONSULTANTS AND EMPLOYEES

Keystone's success is built on the calibre and commitment of its consultants and employees who share a common commitment to go above and beyond client expectation.

Keystone is characterised by its open and inclusive collegiate culture with consultants feeling free to share their views about the Group with management in an unhindered manner. The senior management and central office employees engage directly with the Group's consultants daily and meet with them in a range of different formats regularly throughout the year, providing plentiful opportunity for dialogue. Furthermore, Keystone conducts a formal annual survey in which the consultants provide their feedback on the service, support and infrastructure they receive as well as producing a quarterly internal magazine and sending out more regular bulletins by email or over Keyed In.

Keystone's employees are equally central to the success of the Group and on a periodic basis central office team are brought together for informal "town hall" style meetings. Keystone's central office is open plan and there is a good day to day dialogue between all members of staff who are encouraged to speak freely. Management is encouraged to ensure good engagement within its teams.

### CLIENTS

Keystone's consultants have strong client relationships and as such normally have an open dialogue with their clients such that they receive regular feedback during the progression of each matter. Clients are also invited to give feedback directly to senior management in the Group's engagement letter which is sent to every client at the commencement of the matter.

As a regulated law firm, the services we provide are governed by the highest standards of professional practice and our internal compliance function works with our lawyers, our clients, our regulator and our ombudsman in this respect.

Our service and expertise regularly wins awards. A number of industry publications including The Lawyer, Legal Week, Chambers and Partners have independently attested to Keystone's very high level of client satisfaction.

## SUPPLIERS

Each of our Group unit heads engage directly with our suppliers in their area. We engage regularly with our key suppliers. The heads of our Group units have direct access to the Board and discuss supplier matters both formally and informally as and when necessary.

## COMMUNICATE HOW THE GROUP IS GOVERNED AND IS PERFORMING BY MAINTAINING A DIALOGUE WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS (PRINCIPLE 10)

All announcements regarding AGM's or any other shareholder meetings, together with results of any votes held are reported on the Group's website which is also the source for historical financial reports and any regulatory news.

Activity of the Board and its subcommittees are shown in the body of this report, which itself will be published on our website.

# REPORT OF THE AUDIT COMMITTEE

## OVERVIEW

The Audit Committee is charged with the oversight of the internal financial controls and risk management systems, making recommendations to the Board on the appointment of auditors and the audit fee, monitoring and reviewing the conduct and control of the audit work as well as monitoring the integrity of all formal reports and announcements relating to the Group's financial performance. The Committee has unrestricted access to the Group's auditors. Full terms of reference are available on the Company's website.

The Audit Committee considers all proposals for non-audit services and ensures that these do not impact on the objectivity and independence of the auditor. The Audit Committee in its meetings with the external auditor reviews the safeguards and procedures developed by the auditor to counter threats or perceived threats to their objectivity and independence and assess the effectiveness of the external audit. The Group's policy on non-audit services performed by the external auditor is to address any issues on a case by case basis.

## COMPOSITION AND MEETINGS

The Audit Committee has three members, two of whom are independent Non-Executive Directors with one having recent and relevant financial experience with competence in accounting or auditing. The Finance Director attends the committee meetings by invitation.

The members of the Audit Committee are:  
Peter Whiting (Chairman), Simon Philips and Robin Williams.



The Audit Committee has met twice during the year, once following the annual audit of last year's accounts and once following the half year. All members of the committee attended both meetings as well as the Finance Director by invitation. The auditors attended both meetings to provide feedback on their work to the committee and independently on the Finance Director.

## INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT FRAMEWORK

The Audit Committee is charged with oversight of the internal financial control and risk management framework in the business. This framework is intended to provide reasonable, but not absolute, assurance against material financial misstatement or loss. The Audit Committee has concluded that sound risk management and internal controls have been in operation throughout the period.

## FINANCIAL MANAGEMENT AND REPORTING

The Committee is satisfied that the Annual Report and Financial Statements, taken as a whole, provide a fair, balanced and understandable assessment of the Group's performance, its strategy and business model as well as its financial position as at the end of the period and has advised the Board accordingly.

In reaching these conclusions, the committee has considered the information provided by management and discussions held with the external auditors.

## INTERNAL AUDIT FUNCTION

Given the Group's size and complexity, the Board does not consider it necessary to have an internal audit function at this time. This position will be reviewed annually.

## EXTERNAL AUDIT

The Committee has reviewed and agreed the scope and methodology of the work undertaken by the Group's external auditors RSM. It has considered their independence and objectivity and has agreed the terms of their engagement and their fees.

RSM have been the Group's auditors since the Group's shares were admitted to AIM. A review of their independence and audit process effectiveness is performed each year before a recommendation is made to the Board to propose their re-appointment at the AGM.

**Peter Whiting**  
Chairman, Audit Committee

# REPORT OF THE REMUNERATION COMMITTEE

## OVERVIEW

The Remuneration Committee reviews the performance of the Executive Directors and makes recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee reviews the performance of the Executive Directors, sets the scale and structure of their remuneration and the basis of their service agreements with due regard to the interests of shareholders and reviews and approves any proposed bonus entitlement. It is responsible for the management of the Group's share based incentive scheme and any future such schemes that may be put in place.

The Remuneration Committee meets as and when necessary, but at least twice each year. The committee members have regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance. The Remuneration Committee comprises at least two independent Non-Executive Directors and is chaired by a Non-Executive Director who is appointed by the Board in consultation with the two independent Non-Executive Directors.

The full terms of reference are available on the Company's website.

## COMPOSITION AND MEETINGS

The members of the Remuneration Committee are:

Simon Philips (Chairman)  
Peter Whiting  
Robin Williams

During the year the Committee met twice and all members of the committee were present.

## DIRECTORS' REMUNERATION SUMMARY (AUDITED)

The remuneration of the Directors is set out in the table below:

£'000	Salary & Fees	Pension Contributions	Total 2019	Total 2018
James Knight	300	15	<b>315</b>	314
Ashley Miller	140	7	<b>147</b>	147
Simon Philips	50	-	<b>50</b>	17
Robin Williams	60	-	<b>60</b>	20
Peter Whiting	35	-	<b>35</b>	12
	585	22	<b>607</b>	510

## KEY ACTIVITIES

During the year the Committee:

- Considered the need for a long term incentive plan ("LTIP") to further align the remuneration policy of the Group with the interests of shareholders.
- Prepared, with the support of professional advisers, the draft scheme rules for the LTIP which was presented to and approved by the AGM of the Group.
- Reviewed share allocation to qualifying individuals under the LTIP.
- Reviewed remuneration arrangements for the Executive Directors and senior management team.



# REPORT OF THE REMUNERATION COMMITTEE

## LONG TERM INCENTIVE PLAN

At this year's AGM, the shareholders approved the adoption of the Keystone Law Long term incentive plan 2018.

The main terms of the plan are as follows:

- The Remuneration Committee was authorised to grant performance share awards or nil- cost options to qualifying employees.
- Awards will be made subject to appropriate performance criteria.
- Any award made will be subject to a three year vesting period followed by a two year holding period, during which time employees may not sell the shares except insofar as necessary to pay for the tax arising from the grant.
- No single grant may have a value greater than 100% of the base salary of the individual to whom the grant is made.
- The total number of shares which may be granted (net of any cancelled) under this scheme may not exceed 5% of the total share capital of the Company.

In July 2019, performance share awards were issued to members of the senior management and Executive team. As per the terms of the scheme, these awards were subject to performance criteria, with 70% being linked to EPS growth and 30% linked to comparative total shareholder return with both elements being measured over a three year period. The Remuneration Committee considers that the targets are appropriate and are aligned with shareholder interests.

The fair value of the employee services received in exchange for these grants is recognised as an expense on a straight-line basis over the vesting period. The total amount to be expensed is determined by reference to the fair value of the options or shares determined at the date of grant.

The awards are valued using the Monte Carlo (TSR component) and Black-Scholes (EPS component) option pricing models. Non-market based vesting conditions are included in assumptions about the number of options that are expected to become exercisable or the number of shares that the employee will ultimately receive. This estimate is revised at each balance sheet date to allow for options that are not expected to vest and the difference is credited to the Consolidated Statement of Comprehensive Income with a corresponding adjustment to reserves.

The following table shows Share Awards held by Directors:

	31 January 2018	Granted	31 January 2019
A Miller	-	20,820	20,820
Total	-	20,820	20,820

## DIRECTORS INTERESTS

According to the register of Directors' interests maintained under the Companies Act, the following interests in shares of Group companies were held by the Directors in office at the year ends:

	No of Shares
James Knight	10,932,127
Ashley Miller	247,672
Simon Philips*	
Robin Williams	12,500
Peter Whiting	21,875

\*Simon Philips is one of the beneficial owners of the shares held by Root Capital Fund II. Although the Non-Executive Directors hold shares, their holdings are at a level which does not impinge their independence.

### Simon Philips

Chairman, Remuneration Committee

# DIRECTORS' REPORT

The Directors have pleasure in presenting their report and the financial statements of the Group for the year ended 31 January 2019.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group during the year were the provision of legal services. The results for the year and the financial position of the Group are as shown in the annexed financial statements. A review of the business and its future development is given in the Chairman's and Chief Executive's statements.

## RESULTS AND DIVIDENDS

The results for the year are set out in the consolidated income statement on page 28. The Directors propose a final dividend of 6.5p per share subject to the approval at the Annual General Meeting on 9 July 2019.

## LIKELY FUTURE DEVELOPMENT

Our priorities for the following financial year are disclosed in the CEO's Report on pages 4 and 5.

## SUBSTANTIAL SHAREHOLDINGS

As far as the Directors are aware, the only notifiable holdings equal to or in excess of 3% of the issued ordinary share capital at 28 February 2019 were as shown in the table below:

	No of Shares	% Holding
James Knight	10,932,127	35.0%
Root Capital Fund II LP	3,150,000	10.1%
Canaccord Genuity Wealth Management	2,057,985	6.6%
William Robins	1,563,698	5.0%
Stancroft Trust	1,350,000	4.3%
Cavendish Asset Management	1,331,500	4.3%
River & Mercantile Asset Management	950,000	3.0%
Unicorn Asset Management	950,000	3.0%

## DIRECTORS AND THEIR INTEREST

The Directors who served throughout the year except where otherwise stated and in place at the date of this report are as follows:

James Knight

Ashley Miller

Robin Williams

Peter Whiting

Simon Philips

## AUDITED DIRECTORS' REMUNERATION

Directors' remuneration payable in the year ended 31 January 2019 is set out in the Report of the Remuneration Committee.

## DIRECTORS' INDEMNITIES

The Directors are entitled to be indemnified by the Company to the extent permitted by law and the Company's articles of association in respect of certain losses arising out of or in connection with the execution of their powers, duties and responsibilities.

The Company also purchased and maintained Directors' and Officers' Liability Insurance throughout the year.

## SHARE CAPITAL

Details of share capital are given in note 18 to the financial statements.

## EMPLOYEES

The Group operates an equal opportunities employment policy. The Group's policy on recruitment, development, training and promotion includes provision to give full and fair consideration to disabled persons, having particular regard to their aptitudes and abilities. The Group appreciates and values the input of all its employees and encourages development and training to enhance employee skills. The Group ensures that employees are aware of any important matters that may impact on the performance of the Group.

# DIRECTORS' REPORT

## GOING CONCERN

The Group and Company financial statements have been prepared on a going concern basis as the Directors have reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group has no debt, is strongly cash generative and has a strong trading performance. The Group's forecasts and projections show that the Group has sufficient resources for both current and anticipated cash requirements.

## FINANCIAL RISK MANAGEMENT

Financial risk is managed by the Board on an ongoing basis. The key risks relating to the Group are outlined in more detail in note 26 to the consolidated financial statements.

The Group's principal risks and uncertainties are outlined in the strategic report.

## POST BALANCE SHEET EVENTS

There have been no material post balance sheet events.

## ANNUAL GENERAL MEETING

The Company's first AGM will be held on [July 2019].

## POLITICAL DONATIONS

No political contributions were made during the year.

## AUDITORS

A resolution to reappoint RSM UK Audit LLP as auditor for the ensuing year will be proposed at the annual general meeting in accordance with Section 487(2) of the Companies Act 2006.

## DISCLOSURE OF INFORMATION TO AUDITOR

The Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

On behalf of the Board

**Ashley Miller**  
Finance Director  
7 May 2019

# DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors are required by the AIM Rules of the London Stock Exchange to prepare the Group and Company financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

The Group financial statements are required by law and IFRS adopted by the EU to present fairly the financial position and performance of the group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 Company and of the profit or loss of the Group for that period.

In preparing the Group and Company financial statements, the Directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. state whether they have been prepared in accordance with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the Company financial statements;
- d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF KEYSTONE LAW GROUP PLC

### OPINION

We have audited the financial statements of Keystone Law Group Plc (the 'parent Company') and its subsidiary (the 'Group') for the year ended 31 January 2019 which comprise of the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 January 2019 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### BASIS FOR OPINION

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

### CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### 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. These matters included 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 Group and parent Company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## REVENUE RECOGNITION AND ACCRUED INCOME

### RISK

Revenue is the most significant component of the financial statements and there is a risk that this could be materially misstated due to recognising revenue in the incorrect accounting period. Additionally, revenue is materially impacted by changes in the accrued income balance which is subject to judgemental decisions by management. The Group has recognised revenue of £42.7m in respect of lawyer fees billed and accrued in the year and revenue consists of a large number of relatively low value sales. Due to the large volume of transactions in the year there is a risk that not all of the matters in the year have been appropriately billed. The Group accrued income balance at the year end is £5.6m, this has a matching cost liability of £4.2m in respect of the fees due to lawyers. The accrued income balance is calculated as a proportion of forecasted billings, the proportion used is based on historic billing information. There are inherent uncertainties in the estimations used. For the above reasons, revenue recognition including accrued income is considered to be a key audit matter.

### OUR RESPONSE

Our audit procedures included assessing the reasonableness of the revenue figure in relation to lawyer numbers in comparison to prior financial years. In addition, we documented the and tested the control process in place to ensure that these controls had been applied. We also performed period-end cut off testing to ensure that revenue had been recognised in the correct accounting period.

We performed both an analytical review of revenue and also tested the controls in place within the revenue cycle to verify that revenue is not materially misstated. In particular, we reviewed a sample of invoices to ensure that the correct review procedures have been followed.

We assessed the reasonableness of the method and the assumptions used in calculating the accrued income balance, as well as the proportion of associated cost liability due to the lawyers. We re-performed the accrued income calculation based on the assessment of the assumptions made.

Refer to note 3 and 4 in the financial statements for the disclosures relating to the revenue and accrued income.

## OUR APPLICATION OF MATERIALITY

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. During planning materiality for the Group financial statements as a whole was calculated as £322,000, which increased to £485,000 during the course of the audit. Materiality for the parent Company financial statements as a whole was calculated as £225,000, which was not significantly changed during the course of our audit. We agreed with the Audit Committee that we would report to them all unadjusted differences in excess of £10,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

## AN OVERVIEW OF THE SCOPE OF OUR AUDIT

Our audit was scoped by obtaining an understanding of the Group and its control environment, including Group-wide controls, and assessing the risks of material misstatement. The financial statements were audited on a consolidated basis using Group materiality. The scope of our audit covered 100% of both consolidated profit before tax and consolidated net assets.

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF KEYSTONE LAW GROUP PLC

## OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the annual report, 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.

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

We have nothing to report in this regard.

## OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Group and the parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

## RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement set out on page 23, 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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 Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Colin Roberts** (Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
25 Farringdon Street  
London  
EC4A 4AB  
7 May 2019

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 JANUARY 2019

	Note	2019 £	2018 £
Revenue	4	42,689,253	31,600,490
Cost of sales		(31,107,330)	(22,891,379)
Gross profit		11,581,923	8,709,111
Depreciation and amortisation	5	(385,111)	(382,266)
Flotation costs	5	-	(603,581)
Share based payments	5	(43,205)	-
Administrative expenses	5	(6,594,276)	(5,448,143)
Other operating income		72,876	8,406
Operating profit	6	4,632,207	2,283,527
Finance income	7	120,463	41,368
Finance costs	7	(7,659)	(392,462)
Profit before tax		4,745,011	1,932,433
Corporation tax expense	11	(937,782)	(344,520)
Profit and total comprehensive income for the year attributable to owners of the Parent		3,807,229	1,587,913
Basic and diluted EPS (p)	12	12.2	6.0

The above results were derived from continuing operations.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 JANUARY 2019

	Note	2019 £	2018 £
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	13	55,775	50,392
Intangible assets	14	6,810,373	7,161,258
Available-for-sale financial assets	16	13,628	13,628
		<b>6,879,776</b>	7,225,278
<b>Current assets</b>			
Trade and other receivables	17	14,510,726	11,994,713
Cash and cash equivalents		6,343,637	3,589,969
		<b>20,854,363</b>	15,584,682
<b>Total assets</b>		<b>27,734,139</b>	22,809,960
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	18	62,548	62,548
Share premium		9,920,760	9,920,760
Share based payments reserve		43,205	-
Retained earnings		5,331,002	2,568,343
Equity attributable to equity holders of the Parent		<b>15,357,515</b>	12,551,651
<b>Non-current liabilities</b>			
Deferred tax liabilities	19	407,177	477,355
		<b>407,177</b>	477,355
<b>Current liabilities</b>			
Trade and other payables	23	11,665,043	9,646,204
Corporation tax liability		210,291	59,750
Provisions	22	94,113	75,000
		<b>11,969,447</b>	9,780,954
<b>Total liabilities</b>		<b>12,376,624</b>	10,258,309
<b>Total equity and liabilities</b>		<b>27,734,139</b>	22,809,960

The financial statements on pages 28 to 55 were approved and authorised for issue by the Board of Directors on 7 May 2019 and were signed on its behalf by:

**A Miller**

Director  
7 May 2019

Keystone Law Group Plc  
Registered No: 09038082

# COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 JANUARY 2019

	Note	2019 £	2018 £
<b>Assets</b>			
<b>Non-current assets</b>			
Investment in Subsidiary	15	9,043,205	9,000,000
		<b>9,043,205</b>	9,000,000
<b>Current assets</b>			
Trade and other receivables	17	4,324,448	1,853,694
		<b>4,324,448</b>	1,853,694
<b>Total assets</b>		<b>13,367,653</b>	10,853,694
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	18	62,548	62,548
Share premium		9,920,760	9,920,760
Share based payments reserve		43,205	-
Retained earnings		3,301,043	658,886
Equity attributable to equity holders of the Company		<b>13,327,556</b>	10,642,194
<b>Current liabilities</b>			
Trade and other payables	23	40,097	211,500
<b>Total liabilities</b>		<b>40,097</b>	211,500
<b>Total equity and liabilities</b>		<b>13,367,653</b>	10,853,694

The Company's profit for the financial year was £3,686,727 (2018: £381,593)

The financial statements on pages 28 to 55 were approved and authorised for issue by the Board of Directors on 7 May 2019 and were signed on its behalf by:

**A Miller**  
Director  
7 May 2019

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 JANUARY 2019

	Note	Attributable to equity holders of the Parent				Total £
		Share capital £	Share premium £	Share based payments reserve £	Retained earnings £	
At 31 January 2017 (restated)		471	428,123	-	1,030,005	1,458,599
Profit for the year and total comprehensive income		-	-	-	1,587,913	1,587,913
Bonus Share Issue		49,575	-	-	(49,575)	-
New share capital subscribed		12,502	9,492,637	-	-	9,505,139
At 31 January 2018	18	62,548	9,920,760	-	2,568,343	12,551,651
Profit for the year and total comprehensive income		-	-	-	3,807,229	3,807,229
Dividends paid in the year		-	-	-	(1,044,570)	(1,044,570)
Share based payments		-	-	43,205	-	43,205
At 31 January 2019	18	62,548	9,920,760	43,205	5,331,002	15,357,515

# COMPANY STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 JANUARY 2019

	Note	Share capital £	Share premium £	Share based payments reserve £	Retained earnings £	Total £
At 31 January 2017 (restated)		471	428,123	-	326,868	755,462
Profit for the year and total comprehensive income		-	-	-	(1,118,407)	(1,118,407)
Dividend received from subsidiaries		-	-	-	1,500,000	1,500,000
Bonus Share Issue		49,575	-	-	(49,575)	-
New share capital subscribed		12,502	9,492,637	-	-	9,505,139
At 31 January 2018	18	62,548	9,920,760	-	658,886	10,642,194
Profit for the year and total comprehensive income		-	-	-	3,686,727	3,686,727
Dividend paid in the year		-	-	-	(1,044,570)	(1,044,570)
Share based payments		-	-	43,205	-	43,205
At 31 January 2019	18	62,548	9,920,760	43,205	3,301,043	13,327,556

# CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 JANUARY 2019

	Note	2019 £	2018 £
<b>Cash flows from operating activities</b>			
Profit before tax		4,745,011	1,932,433
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	5	385,111	382,266
Share based payments	5	43,205	-
Finance income	7	(120,463)	(41,368)
Finance costs	7	7,659	392,462
		5,060,523	2,665,793
Working capital adjustments			
Increase in trade and other receivables		(2,516,013)	(2,711,087)
Increase in trade and other payables		2,018,839	2,484,063
Increase in provisions		19,113	-
Cash generated from operations		4,582,462	2,438,769
Interest paid		(7,659)	(2,870)
Corporation taxes paid		(857,420)	(538,049)
Cash generated from operating activities		3,717,383	1,897,850
<b>Cash flows from investing/(used in) activities</b>			
Interest received		120,463	41,368
Purchases of property plant and equipment		(39,609)	(31,039)
Net cash generated from investing activities		80,854	10,329
<b>Cash flows from financing activities</b>			
Dividends paid in year		(1,044,570)	-
Proceeds from issue of ordinary shares, net of issue costs		-	9,505,142
Repayment of other borrowings		-	(8,537,617)
Net cash generated (used in)/from financing activities		(1,044,570)	967,525
Net increase in cash and cash equivalents		2,753,667	2,875,704
<b>Cash at 1 February</b>		<b>3,589,970</b>	<b>714,266</b>
<b>Cash at 31 January</b>		<b>6,343,637</b>	<b>3,589,970</b>

# COMPANY STATEMENT OF CASH FLOWS

YEAR ENDED 31 JANUARY 2019

	Note	2019 £	2018 £
<b>Cash flows from operating activities</b>			
Loss before tax		(13,273)	(1,118,407)
Adjustments to cash flows from non-cash items			
Finance costs	7	-	389,593
		(13,273)	(728,814)
Working capital adjustments			
Increase in trade and other receivables		(2,470,734)	(1,841,194)
(Decrease)/increase in trade and other payables		(171,423)	102,483
Cash used in operations		(2,655,430)	(2,467,525)
Corporation taxes paid		-	-
Cash generated from operating activities		(2,655,430)	(2,467,525)
<b>Cash flows from investing activities</b>			
Interest received		-	-
Purchases of property plant and equipment		-	-
Net cash generated from investing activities		-	-
<b>Cash flows from financing activities</b>			
Dividend received from subsidiaries		3,700,000	1,500,000
Dividend paid		(1,044,570)	-
Proceeds from issue of ordinary shares, net of issue costs		-	9,505,142
Repayment of other borrowings		-	(8,537,617)
Net cash generated from financing activities		2,655,430	2,467,525
Net increase in cash and cash equivalents		-	-
<b>Cash at 1 February</b>		-	-
<b>Cash at 31 January</b>		-	-

# NOTES TO THE FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

The Company was incorporated as Keystone Law Group Limited on 13 May 2014 under the Companies Act 2006 (registration no. 09039092) and subsequently used as the vehicle to acquire Keystone Law Limited (the main trading company in the Group) and its subsidiaries on 17 October 2014. The Company was re-registered as a Public Limited Company on 10 November 2017. The Company was incorporated and is domiciled in England and Wales. The principal activity of the Group is the provision of legal services.

The address of its registered office is:

48 Chancery Lane  
London  
WC2A 1JF

The Financial Statements are presented in Pounds Sterling, being the functional currency of the Group.

## 2. ACCOUNTING POLICIES

### STATEMENT OF COMPLIANCE

The Financial Statements have been prepared in accordance with International Financial Reporting Standards and interpretations issued by the International Financial Reporting Standards Interpretations Committee ("IFRIC") as adopted by the European Union (collectively "adopted IFRS's").

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES

The principal accounting policies applied in the preparation of the Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### BASIS OF PREPARATION

The preparation of Financial Statements, in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

### BASIS OF CONSOLIDATION

The Group Financial Statements consolidates the financial statements of the Company and its subsidiary undertakings drawn up to 31 January 2019 and 2018.

A subsidiary is an entity controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

The acquisition method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

# NOTES TO THE FINANCIAL STATEMENTS

## 2. ACCOUNTING POLICIES CONTINUED

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### GOING CONCERN

The Group and Company financial statements have been prepared on a going concern basis as the Directors have reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group is cash positive, has no debt, is strongly cash generative and has a strong trading performance. The Group's forecasts and projections show that the Group has sufficient resources for both current and anticipated cash requirements.

### ACCOUNTING DEVELOPMENTS

None of the standards, interpretations and amendments effective for the first time from 1 February 2018, including IFRS 9 and 15, have had a material effect on the Financial Statements.

The following standards and interpretations, relevant to the Group's operations that have not been applied in the Financial Statements, were in issue but not yet effective or endorsed (unless otherwise stated):

IFRS 16 'Leases' (effective for annual periods beginning on or after 1 January 2019)

Under IFRS 16 a right-of-use asset and a lease liability are recognised for all leases except 'low-value' and 'short' term leases where lease payments are recognised on a straight-line basis over the lease term.

The implementation of this standard will impact on all three primary statements. On the statement of financial position, a new type category of fixed asset (assets for use) will be created to recognise the value of leases, whilst the full liability of a leases will be recognised within both current and non-current liabilities. Over the life of the leases, the fixed asset will be depreciated and this charge will replace the current cost of operating leases which is charged as part of the administrative expenses. On the cashflow, payments of leases will be treated as repayment of borrowings, currently these payments form part of operating cashflow.

The table below sets out the impact of these changes on the position as at 31 January 2019:

	Current £	Change £	Post IFRS 16 £
<b>Income Statement</b>			
Depreciation and amortisation	(385,111)	(280,777)	(665,888)
Administrative expenses	(6,594,276)	280,777	(6,313,499)
<b>Consolidated Statement of Financial Position</b>			
Assets for Use	-	746,666	746,666
Trade and other payables	(11,665,043)	89,982	(11,575,061)
Loans and borrowings (Current liabilities)	-	(311,971)	(311,971)
Loans and borrowings (Non-current liabilities)	-	(524,708)	(524,708)
<b>Consolidated Statement of Cash Flows</b>			
Depreciation and amortisation	385,111	280,777	665,888
Increase in trade and other payables	2,018,839	39,317	2,058,156
Cash generated from operating activities	3,717,383	320,094	4,037,477
Repayment of other borrowings	-	(320,094)	(320,094)

## SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions. The Executive Directors are of the opinion that the Group has only one reportable operating segment.

## REVENUE

Income represents the fair value of services provided during the year on client assignments. Fair value reflects the amounts expected to be recoverable from clients, excluding VAT. Fee income is recognised as contract activity progresses, except where the final outcome cannot be assessed with reasonable certainty.

Fee income in respect of contingent fee assignments is recognised in the period when the contingent event occurs and collectability of the fee is assured.

Unbilled fee income on individual assignments is included as accrued income within receivables with reference to the stage of completion of the assignment.

## OPERATING PROFIT

Operating profit is stated after all expenses, including those considered to be exceptions but before finance income or expenses.

## ADJUSTED PBT

Adjusted PBT is utilised as a key performance indication for the Group and is calculated as follows:

	2019 £'000	2018 £'000
Profit before tax	4,745	1,932
Amortisation	351	351
Share based payments	43	-
Loan note interest	-	390
Flotation cost	-	604
Adjusted PBT	5,139	3,277

## EQUITY SHARE BASED PAYMENTS

The cost of providing share based payments to employees is charged to the profit or loss over the vesting period of the related awards. The cost is based on the fair value of the awards made determined at the date of the award using a combination of the Black Scholes and Monte Carlo pricing models as appropriate given the vesting and other conditions attached to the awards. The value of the charge may be adjusted to reflect expected and actual levels of vesting.

## DISBURSEMENTS

Disbursements are not included in income or expenses.

# NOTES TO THE FINANCIAL STATEMENTS

## 2. ACCOUNTING POLICIES

### TAXATION

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements and on unused tax losses or tax credits available to the Group. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amounts of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

### TANGIBLE ASSETS

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in its acquisition and installation.

### DEPRECIATION

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Fixtures, fittings and equipment	25% – 33% straight line

### GOODWILL

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity, recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated impairment losses.

### IMPAIRMENT OF INTANGIBLES

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (CGU).

### OTHER INTANGIBLE ASSETS

Lawyer relationships have been separately identified on acquisition and were recognised at fair value at the acquisition date. The fair value of the asset was calculated by reference to the net present value of the future benefits accruing to the Group from the utilisation of the asset discounted at an appropriate discount rate. These lawyer relationships are subsequently held at cost less accumulated amortisation. Amortisation is charged to the income statement on a straight-line basis over the estimated useful life of the asset, which, in the case of lawyer relationships is estimated to be 10 years.

## INVESTMENTS

Fixed asset investments are stated at historical cost less provision for any diminution in value.

## FINANCIAL INSTRUMENTS

The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the underlying contractual arrangement. Financial instruments are recognised on the date when the Group becomes a party to the contractual provisions of the instrument. Financial instruments are initially recognised at fair value. Financial instruments cease to be recognised at the date when the Group ceases to be party to the contractual provisions of the instrument.

Financial assets are included on the balance sheet as trade and other receivables or cash and cash equivalents.

### a. Trade & other receivables

Trade and other receivables are stated at their original invoiced value, as the interest that would be recognised from discounting the future cash receipts over the short credit period is not considered to be material. Trade receivables are reduced by appropriate allowances for estimated irrecoverable amounts.

### b. Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives financial instruments and comprise the investment held in Keypoint Law Pty Limited. This investment is included in non-current assets and is held at cost as management does not intend to dispose of it within 12 months of the end of the reporting period.

### c. Trade and other payables

Trade and other payables are stated at their original invoiced value, as the interest that would be recognised from discounting the future cash payments over the short credit period is not considered to be material.

## CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

## TRADE RECEIVABLES

Trade receivables are amounts due from clients for services performed in the ordinary course of business.

## TRADE PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

## BORROWINGS

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

## 2. ACCOUNTING POLICIES

### PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

### LEASES

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight line basis over the lease term.

### SHARE CAPITAL

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

### DEFINED CONTRIBUTION PENSION OBLIGATION

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

## 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, management is required to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The key sources of estimation uncertainty that have a significant effect on the amounts recognised in the Financial Statements are described below.

### RECOGNITION OF LAWYER RELATIONSHIPS

Lawyer relationships have been separately identified on acquisition and are held at amortised cost. The value attributed to these lawyer relationships is based on a multi-period excess earnings valuation for the lawyers present in Keystone Law Limited at the acquisition date relative to the revenue that they are forecast to generate over the following 10 year period, less attrition. These lawyer relationships are estimated to have a useful life of 10 years and are amortised on a straight-line basis each year.

### RECOVERABILITY OF TRADE RECEIVABLES

Due to the nature of the business, there are high levels of trade receivables at the year end, and therefore a risk that some of these balances may be irrecoverable. A bad debt review is carried out by the business where debts are assessed and provided against when the recoverability of these balances is considered to be uncertain.

## AMOUNTS RECOVERABLE ON CONTRACTS (WORK IN PROGRESS "WIP")

The business has carried out a review of prior years' billing activity in order to identify what share of post year end billing relates to the previous financial year. This profile is then applied to the current year's budgeted billing in order to calculate the value of WIP valuation at the year end. The WIP valuation is then validated by reviewing the actual billing between the year end and the time the accounts are prepared to ensure that actual performance is in line with the expected profile. Were the actual billing to differ to the budget but all other things remained equal, then a 1% variance in billing would equate to a movement in revenue of £31,721. This in turn would result in a change in the associated cost of sale of £23,791 and an impact to profit of £7,930.

## DILAPIDATIONS PROVISION

A provision for dilapidations on the Group's offices has been included in the accounts and is based upon the amount the Group expects to have to pay following termination of its lease, the liability is accrued over the term of the lease.

## 4. REVENUE

The Group's revenue for the year from continuing operations is as follows:

	2019 £	2018 £
Rendering of services	42,466,671	31,473,380
Other revenue	222,582	127,110
	<b>42,689,253</b>	<b>31,600,490</b>

All revenue is derived from a single segment.

In accordance with IFRS 8, no single customer represented more than 10 per cent of revenue for any of the years ended 31 January 2018 or 2019.

## 5. EXPENSES BY NATURE

Expenses are comprised of:

	2019 £	2018 £
Depreciation	34,226	31,382
Amortisation	350,884	350,884
Share based payments	43,205	-
Flotation costs	-	603,581
Staff costs	2,884,754	2,326,259
Operating lease expense – property	280,777	238,427
Other administrative expenses	3,867,698	3,104,256
	<b>7,461,544</b>	<b>6,654,789</b>

Included within staff costs above are the costs of employed fee earners who are included within cost of sales (2019: £438,952, 2018: £220,799).

# NOTES TO THE FINANCIAL STATEMENTS

## 6. OPERATING PROFIT

Operating profit is arrived at after charging:

	2019 £	2018 £
Depreciation expense	34,226	31,382
Operating lease expense – property	280,777	238,427
Fees to auditors: audit fee	52,500	47,500
Fees to auditors: non audit fees		
Solicitors accounts rules audit	11,500	11,000
Corporation tax compliance	9,000	8,500
Advisory	-	101,500

## 7. FINANCE INCOME AND COSTS

	2019 £	2018 £
<b>Finance income</b>		
Interest income on bank deposits	120,463	41,368
<b>Finance costs</b>		
Interest on bank overdrafts and borrowings	(7,659)	(2,870)
Interest expense on other financing liabilities	-	(389,592)
Total finance costs	(7,659)	(392,462)
Net finance costs	112,804	(351,094)

## 8. STAFF COSTS

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

	2019 £	2018 £
Wages and salaries	2,519,731	2,026,290
Social security costs	275,588	225,959
Pension costs, defined contribution scheme	89,435	74,010
	2,884,754	2,326,259

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

	2019 £	2018 £
Fee Earners	8	6
Administration and support	37	34
Total	45	39

The Company does not employ any employees and as such has no staff costs.

## 9. DIRECTORS' AND KEY MANAGEMENT PERSONNEL REMUNERATION

The Directors' remuneration is disclosed within the Directors' Report. The Directors are considered key management personnel. Employers NIC paid on Directors' remuneration in the year was £62,684 (2018: £54,148).

## 10. EQUITY SETTLED SHARE BASED PAYMENT PLANS (LTIP)

At this year's AGM the Group adopted the Keystone Law Long Term Incentive Plan 2018 (The Plan). The Plan is a discretionary benefit offered for the benefit of selected key employees. Its main purpose is to increase the alignment of interest of the employees with the long term goals and performance of the business and its shareholders.

Under the terms of the scheme, awards may either be granted as Nil Cost options or Performance Share Awards and the type, value, performance conditions and periods as well as to whom the grants are to be made are at the discretion of the Remuneration Committee.

A summary of the structure of the rules of the Plan is set out below:

- Awards may either be granted as Nil-Cost options or Performance Share Awards.
- Awards may be granted under this Plan during the 10 year period following the date of approval.
- Maximum number of shares awarded (excluding those which have lapsed) under the Plan may not exceed 5% of the share capital of the Company.
- Maximum number of shares which may be awarded under any Share plan for the Company may not exceed 10% of the share capital of the Company in 10 years preceding the date of issue.
- No individual may receive awards in any single year with a value greater than 100% of that individual's base salary.
- Awards are personal and non transferable.
- Grants shall be subject to a 3 year vesting period.
- Following vesting, shares are subject to a further 2 year holding period (save for allowing shares to be sold to pay the tax liability arising on the Vesting of the Award).
- Reduction of Awards and Clawback provisions are included.

The Company has the following number of performance shares granted under Awards during the year (none had been exercised at 31 January 2019)

	31 January 2018	Granted	31 January 2019
Performance Share Awards	–	92,208	<b>92,208</b>
Total	–	92,208	<b>92,208</b>

The weighted average remaining contractual life of the performance shares was 2.5 years at 31 January 2019.

The following table shows Share Awards held by Directors:

	31 January 2018	Granted	31 January 2019
A Miller	–	20,820	<b>20,820</b>
Total	–	20,820	<b>20,820</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 10. EQUITY SETTLED SHARE BASED PAYMENT PLANS (LTIP)

The performance share awards issued include market-based performance conditions and have been valued using a combination of the Monte Carlo options pricing model (TSR tranche) and Black-Scholes method (EPS tranche). The charge for the year is £43,205 (2018: £Nil). The key assumptions used in the calculation of the fair value of the share based payments are as follows:

	EPS Tranche	TSR Tranche
Share price at grant date	£3.36	£3.36
Exercise price	£0.00	£0.00
Risk free rate	-	0.79%
Dividend yield	0.74%	0.74%
Expected term	3 years	3 years
Volatility (simulated TSR performance)	-	30%
Grant date TSR performance of Company	-	2.65%
Grant date median/upper quartile TSR performance of comparator group	-	0.34%/0.90%
Correlation	-	5%
Discount for post-vesting transfer restrictions	16.6%	16.6%

## 11. CORPORATION TAX

### TAX CHARGED/(CREDITED) IN THE INCOME STATEMENT

	2019 £	2018 £
Current taxation		
UK corporation tax	1,007,960	417,119
UK corporation tax adjustment to prior periods	-	(2,422)
	1,007,960	414,697
Deferred taxation		
Arising from origination and reversal of temporary differences	-	-
Unwinding of deferred tax liability	(70,178)	(70,177)
Tax expense in the income statement	937,782	344,520

The actual tax charge is lower than the standard rate of corporation tax in the UK applied to the profit before tax 2019 - 19.8% (2018 - 17.8%).

The differences are reconciled below:

	2019 £	2018 £
Profit before tax	4,745,011	1,932,433
Corporation tax at standard rate 19% (2018: 19%)	901,552	367,162
(Decrease)/Increase in current tax from adjustment to prior periods	-	(2,422)
(Decrease)/Increase from effect of expenses not deductible in determining taxable profit	35,630	7,070
Decrease from effect of adjustment in research and development tax credit	-	(27,290)
Total tax charge	937,782	344,520

## 12. EARNINGS PER SHARE

The calculations of earnings per share are based on the following profits and number of shares:

	2019 £	2018 £
Profit attributable to owners of the parent	3,807,299	1,587,913
Adjusted earnings	4,201,388	2,931,970

	2019 No of shares	2018 No of shares
Weighted average number of shares		
For basic earnings per share	31,273,941	26,346,056
Dilutive effect of grants under LTIP	53,447	-
For diluted earnings per share	31,327,388	26,346,056
Basic earnings per share (p)	12.2	6.0
Diluted earnings per share (p)	12.2	6.0
Adjusted basic earnings per share (p)	13.4	9.4

Adjusted basic earnings is calculated by making the same adjustments made when calculating adjusted PBT from PBT. Adjusted basic earnings per share is calculated by taking adjusted earnings and dividing it by undiluted average shares for the current year.

# NOTES TO THE FINANCIAL STATEMENTS

## 13. PROPERTY, PLANT AND EQUIPMENT

	Furniture, fittings and equipment £
<b>Cost or valuation</b>	
At 31 January 2017	177,309
Additions	31,039
At 31 January 2018	208,348
Additions	39,609
At 31 January 2019	247,957
<b>Depreciation</b>	
At 31 January 2017	126,574
Charge for the year	31,382
At 31 January 2018	157,956
Charge for the year	34,226
At 31 January 2019	192,182
<b>Carrying amount</b>	
At 31 January 2019	55,775
At 31 January 2018	50,392
At 31 January 2017	50,735

The Company had no property, plant and equipment in either 2019 or 2018.

## 14. INTANGIBLE ASSETS

	Lawyer relationships £	Goodwill £	Total intangibles £
<b>Cost or valuation</b>			
At 31 January 2018 and 2019	3,508,840	4,807,411	8,316,251
<b>Amortisation</b>			
At 31 January 2017	804,109	-	804,109
Charge for the year	350,884	-	350,884
At 31 January 2018	1,154,993	-	1,154,993
Charge for the year	350,884	-	350,884
At 31 January 2019	1,505,877	-	1,505,877
<b>Carrying amount</b>			
At 31 January 2019	2,002,963	4,807,411	6,810,374
At 31 January 2018	2,353,847	4,807,411	7,161,258
At 31 January 2017	2,704,731	4,807,411	7,512,142

For the purpose of impairment testing, goodwill arising from the acquisition of Keystone Law Limited is allocated to the cash generating unit (CGU) that is expected to benefit from the synergies of the combination. Goodwill reviews are undertaken annually or more frequently if events or changes in circumstances indicate potential impairment.

An impairment review has been performed for the year ended 31 January 2019 and recoverable amounts have been determined based on value-in-use calculations. These calculations have assessed the projected future cash flows over the next five years based on financial budgets approved by management for the year ended 31 January 2020 and then projected for a further four years. A discounted cash flow model was prepared taking into account management's assumptions for growth and the historical growth rates experienced by the Group, using a discount rate of 11 per cent.

Management does not foresee any realistic adverse movement in the assumptions used in the impairment review which would trigger the requirement for an impairment.

## 15. INVESTMENTS

### COMPANY SUBSIDIARIES

Details of the Company's subsidiaries as at the end of each year were as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Group	
			2019	2018
Keystone Law Limited*	Provision of legal services	England and Wales	100%	100%
Keystone Law (Guernsey) Limited	Dormant	England and Wales	100%	100%

Keystone Law Limited is owned by the Company whilst Keystone Law (Guernsey) Limited is owned by Keystone Law Limited. The registered office of all subsidiaries above is 48 Chancery Lane, London WC2A 1JF.

# NOTES TO THE FINANCIAL STATEMENTS

## 16. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2019 £	2018 £
<b>Non-current financial assets</b>		
Available-for-sale financial assets	<b>13,628</b>	13,628

Assets held for sale represent the value of the Group's investment in Keypoint Law Limited Pty, an Australian law firm. These assets are valued at cost.

## 17. TRADE AND OTHER RECEIVABLES

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Trade receivables	-	-	<b>8,255,214</b>	6,632,062
Provision for impairment of trade receivables	-	-	<b>(1,702,097)</b>	(1,208,843)
Net trade receivables	-	-	<b>6,553,117</b>	5,423,219
Receivables from related parties	<b>4,317,557</b>	1,846,153	<b>15,806</b>	15,806
Accrued income	-	-	<b>5,647,263</b>	4,461,398
Prepayments	-	-	<b>1,022,157</b>	895,833
Other receivables	<b>6,891</b>	7,541	<b>1,272,383</b>	1,198,456
Total current trade and other receivables	<b>4,324,448</b>	1,853,694	<b>14,510,726</b>	11,994,713

The fair value of those trade and other receivables classified as financial instrument loans and receivables are disclosed in the financial instruments note.

The Group's exposure to credit and market risks, including impairments and allowances for credit losses, relating to trade and other receivables is disclosed in the financial risk management and impairment of financial assets note.

Trade receivables stated above include amounts due at the end of the reporting period for which an allowance for doubtful debts has not been recognised as the amounts are still considered recoverable and there has been no significant change in credit quality.

## AGE OF TRADE RECEIVABLES THAT ARE NOT IMPAIRED

	2019 £	2018 £
0 to 30 days	3,475,845	2,740,155
31 to 60 days	1,482,896	1,122,030
61 to 90 days	853,050	440,385
91 to 120 days	469,966	258,080
4 to 6 months	271,360	235,006
6 months to 1 year	-	625,563
Over 1 year	-	-
	<b>6,553,117</b>	<b>5,423,219</b>
Average age (days)	<b>40</b>	<b>42</b>

The provision for impairment of trade receivables (analysed below) is the difference between the carrying value and the present value of the expected proceeds.

	2019 Gross £	2019 Provision £	2019 Expected Loss Rate %	2018 Gross £	2018 Provision £	2018 Expected Loss Rate %
0 to 30 days	3,476,340	495	0.1	2,740,155	-	0.0
31 to 60 days	1,482,896	-	0.0	1,122,030	-	0.0
61 to 90 days	853,986	936	0.1	459,691	19,306	4.2
91 to 120 days	469,966	-	0.0	279,307	21,227	7.6
4 to 6 months	292,075	20,715	7.1	276,880	41,874	15.1
6 months to 1 year	759,052	759,052	100.0	1,157,630	532,067	46.0
Over 1 year	920,899	920,899	100.0	594,369	594,369	100.0
	<b>8,255,214</b>	<b>1,702,097</b>	<b>20.6</b>	<b>6,632,062</b>	<b>1,208,843</b>	<b>18.2</b>

The Directors consider that the carrying value of trade and other receivables approximates to fair value.

# NOTES TO THE FINANCIAL STATEMENTS

## 18. ALLOTTED, CALLED UP AND FULLY PAID SHARES – GROUP AND COMPANY

	As at 31 January 2019		As at 31 January 2018	
	No.	£	No.	£
Ordinary shares of £0.002	31,273,941	62,548	31,273,941	62,548
	<b>31,273,941</b>	<b>62,548</b>	31,273,941	62,548

### RIGHTS, PREFERENCES AND RESTRICTIONS

Ordinary shares have the following rights, preferences and restrictions:

Ordinary shares have attached to them full voting, dividend and capital distribution (on winding up) rights; they do not confer any rights of redemption.

## 19. DEFERRED TAX

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Accelerated capital allowances	-	-	6,588	6,588
Timing differences on intangible assets	-	-	400,589	470,767
Deferred tax	-	-	<b>407,177</b>	477,355

## 20. OBLIGATIONS UNDER LEASES AND HIRE PURCHASE CONTRACTS

### OPERATING LEASES

The Group leases two offices under non-cancellable operating lease agreements.

The total future value of minimum lease payments is as follows:

	2019 £	2018 £
Within one year	311,971	320,063
In two to five years	524,708	836,680
In over five years	-	-
	<b>836,680</b>	1,156,743

The amount of non-cancellable operating lease payments recognised as an expense during the year was £280,777 (2018 - £238,427). The Company has no operating leases.

## 21. PENSION AND OTHER SCHEMES

### DEFINED CONTRIBUTION PENSION SCHEME

The Group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Group to the scheme and amounted to £89,436 (2018 - £74,010).

## 22. PROVISIONS

	Dilapidations provision £	Total £
At 31 January 2018	75,000	75,000
Charge for the year	19,113	19,113
At 31 January 2019	94,113	94,113

The Company has no provisions.

## 23. TRADE AND OTHER PAYABLES

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Trade payables	-	-	6,438,227	5,358,137
Accrued expenses	40,097	211,500	5,048,699	4,240,491
Amounts owed to group undertakings	-	-	-	-
Social security and other taxes	-	-	178,117	47,576
Other payables	-	-	-	-
Total trade and other payables	40,097	211,500	11,665,043	9,646,204

The fair value of the trade and other payables classified as financial instruments is disclosed in the financial instruments note.

The Group's exposure to market and liquidity risks related to trade and other payables is disclosed in the financial risk management and impairment of financial assets note. The Group pays its trade payables on terms and as such trade payables are not yet due at the balance sheet dates.

# NOTES TO THE FINANCIAL STATEMENTS

## 24. DIVIDENDS

During the year, the Company paid the final dividend in respect of the year ended 31 January 2018, which was approved at the Company's 2018 Annual General Meeting (AGM), of 0.84p as well as an interim dividend in respect of the year ended 31 January 2019 of 2.5p per share. As such the total dividend payments in the year amounted to £1,044,570 (2018: £Nil). The Directors will propose a resolution at the coming AGM to pay a final dividend of 6.5p per share (2018: £0.84) which, if approved, would result in a dividend payment of £2,032,806 (2018: £262,701).

## 25. RELATED PARTY DISCLOSURES

During the period, the Group has delivered services in the normal course of its business to Root Capital LLP and companies within the Root Capital Fund II portfolio. These transactions have been made at arm's length on normal commercial terms.

The value of transactions with Root Capital LLP and companies within the Root Capital Fund II portfolio was £49,170 in the year ended 31 January 2019, and £64,130 in the year ended 31 January 2018. No balances were outstanding at any of the years ended 31 January 2018 and 2019.

Also during the year, the Group received income in respect of a management charge from Keypoint Law Limited Pty, an Australian law firm in which the Group holds a minority shareholding. The amount received was £47,930 (2018: £17,100), the Group is also owed £15,806 at 31 January 2019 (2018: £15,806) in respect of loan financing which it provided to Keypoint.

## 26. FINANCIAL INSTRUMENTS

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The significant accounting policies regarding financial instruments are disclosed in note 2.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

### FINANCIAL ASSETS

#### AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Available-for-sale financial assets	-	-	<b>13,628</b>	13,628
	-	-	<b>13,628</b>	13,628

Assets held for sale are held at cost.

#### LOANS AND RECEIVABLES

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Cash and cash equivalents	-	-	<b>6,343,637</b>	3,589,969
Trade and other receivables	<b>4,324,448</b>	1,853,694	<b>13,488,569</b>	11,098,880
	<b>4,324,448</b>	1,853,694	<b>19,832,206</b>	14,888,849

Loans and receivables are held at amortised cost.

#### FINANCIAL LIABILITIES

	Company		Group	
	2019 £	2018 £	2019 £	2018 £
Trade and other payables	<b>40,097</b>	211,500	<b>11,476,926</b>	9,673,628
	<b>40,097</b>	211,500	<b>11,476,926</b>	9,673,628

Financial liabilities are held at amortised cost. There is no significant difference between the fair value and carrying value of financial instruments.

# NOTES TO THE FINANCIAL STATEMENTS

## 27. FINANCIAL RISK MANAGEMENT AND IMPAIRMENT OF FINANCIAL ASSETS

### GENERAL OBJECTIVES, POLICIES AND PROCESSES

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives regular reports from the Finance Director through which it reviews the effectiveness of processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

### CREDIT RISK AND IMPAIRMENT

Credit risk arises principally from the Group's trade and other receivables. It is the risk that the counter party fails to discharge its obligation in respect of the instrument. The maximum exposure to credit risk equals the carrying value of these items in the financial statements.

Credit risk with cash and cash equivalents is reduced by placing funds with banks with high credit ratings.

### LIQUIDITY RISK

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due.

The Board receives cash flow projections on a regular basis which are monitored regularly. The Board will not commit to material expenditure in respect of its ongoing development programme prior to being satisfied that sufficient funding is available to the Group to finance the planned programmes.

### INTEREST RATE RISK AND FAIR VALUE RISK

There is no significant interest rate risk in respect of temporary surplus funds invested in deposits and other interest-bearing accounts with financial institutions as the operations of the Group are not dependent on the finance income received.

### CAPITAL RISK MANAGEMENT

The Group considers its capital to comprise its ordinary share capital and retained profits as its equity capital. In managing its capital, the Group's primary objective is to provide return for its equity shareholders through capital growth and future dividend income. The Group's policy is to seek to maintain a gearing ratio that balances risks and returns at an acceptable level and also to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, either through new share issues or the issue of debt, the Group considers not only its short-term position but also its long-term operational and strategic objectives.

Details of the Group's capital are disclosed in the Statement of Changes in Equity.

There have been no other significant changes to the Group's management objectives, policies and procedures in the year nor has there been any change in what the Group considers to be capital.

### CURRENCY RISK

The Group is not exposed to any significant currency risk. The Group also manages its currency exposure by retaining its cash balances in Sterling.

## 28. RESERVES

### SHARE PREMIUM

The balance of the share premium account represents the value received for shares issued above their nominal value net of transaction costs.

### SHARE BASED PAYMENTS RESERVE

The balance of the share based payments reserve represents the cumulative expense charged to the statement of comprehensive income in respect of share based payments.

### RETAINED EARNINGS

The balance of the retained earnings reserve represents the cumulative profits of the business net of distributions made to shareholders.





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