

Bristol & West plc

Interim Report for the six months ended 30 June 2019



REGISTERED NUMBER 2124201

BRISTOL & WEST PLC

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BRISTOL & WEST PLC

INTERIM MANAGEMENT REPORT

The Directors present their Interim Management Report and the unaudited interim financial statements (the 'interim financial statements') of Bristol & West plc (the 'Company') for the six months ended 30 June 2019.

Business Commentary

The Company continues to hold interest bearing cash deposits with Bank of Ireland Group plc ('BoI Group plc'), in order to meet its liabilities as they fall due, including the payment of future preference share dividends. No material changes to this position are expected in the second half of the financial year ending 31 December 2019.

The Company made a profit before taxation of £769,000 in the six months ended 30 June 2019 (profit before tax for the six months ended 30 June 2018: £608,000).

No ordinary share dividends were declared or paid during the six months ended 30 June 2019 (year ended 31 December 2018: £nil).

The preference shares carry a mandatory coupon rate of 8.125% and are classified as financial liabilities. The dividends on these preference shares are recognised in the statement of comprehensive income as interest expense.

Principal Risks and Uncertainties

The Company considers its strategic, operational and financial risks and identifies actions to mitigate these risks and uncertainties. There has been no significant change to the principal risks and uncertainties faced by the Company since 31 December 2018. Details of the Company's risk management strategy are set out on page 4 of the Company's Annual Report for the year ended 31 December 2018. Details of the Company's risk profile are set out on pages 32 to 35 of the Company's Annual Report for the year ended 31 December 2018.

Given the limited nature of the Company's activities, the principal risk that the Company faces is the inability to access funds in order to settle its liabilities as they fall due. Secure funding arrangements are in place to mitigate against this risk.

There are no new principal risk and uncertainties facing the Company for the remaining six months of 2019.

Directors and secretary

The names of the persons who served as Directors of the Company at any time during the six months ended 30 June 2019 and up to the date of the approval of the interim financial statements are set out below. Except where indicated, they served as Directors for the entire period.

Desmond E Crowley
Thomas McAreavey
Alan McNamara (Appointed 8 April 2019)
Lorraine Smyth (Appointed 8 April 2019)
Andrew Keating (Resigned 3 April 2019)

Company Secretary
Hill Wilson Secretarial Limited

BRISTOL & WEST PLC

RESPONSIBILITY STATEMENT

The Directors are responsible for preparing the Interim Report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ('DTR') and with International Accounting Standard 34 on Interim Financial Reporting (IAS 34).

The Directors confirm that the interim financial statements have been prepared in accordance with IAS 34 and that they give a true and fair view of the assets, liabilities, financial position and loss/profit of the Company and that as required by DTR 4.2.4, DTR 4.2.7 and DTR 4.2.8, the Interim Report includes a fair review of:

- important events that have occurred during the first six months of the year;
- the impact of those events on the financial statements;
- a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- details of any related party transactions that have materially affected the Company's financial position or performance in the six months ended 30 June 2019 or material changes to related party transactions described in the Annual Report for the year ended 31 December 2018.

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

By Order of the Board

Desmond E Crowley
Director
24 September 2019

BRISTOL & WEST PLC

STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

		6 months ended 30 June 2019	6 months ended 30 June 2018
	Note	£'000	£'000
Interest income	4	2,015	1,928
Interest expense	4	(1,246)	(1,320)
Net interest income		769	608
Total operating income		769	608
Profit for the period and total comprehensive income before taxation		769	608
Taxation	5	(383)	(407)
Profit for the period and total comprehensive income		386	201

BRISTOL & WEST PLC

BALANCE SHEET (UNAUDITED) AS AT 30 JUNE 2019

		As at 30 June 2019	As at 31 December 2018
	Note	£'000	£'000
Assets			
Loans and advances to banks	6	113,743	113,521
Other assets		475	639
Deferred Tax asset		28	30
Total Assets		114,246	114,190
Liabilities			
Preference shares	8	32,593	32,593
Amounts due to banks	9	5,691	6,106
Amounts due to parent	10	70,000	70,000
Other provisions	11	800	800
Other liabilities	11	409	361
Current tax liabilities		381	344
Total Liabilities		109,874	110,204
Equity			
Share capital	12	50	50
Retained earnings		4,322	3,936
Total Equity		4,372	3,986
Total Equity and Liabilities		114,246	114,190

The interim financial statements were approved by the Board of Directors on 24 September 2019 and signed on its behalf by:

Desmond E Crowley
Director
24 September 2019

BRISTOL & WEST PLC

STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

	6 months ended 30 June 2019 £'000	6 months ended 30 June 2018 £'000
Share capital		
Balance at the beginning and at the end of the year	<u>50</u>	<u>50</u>
Retained earnings		
Balance at the beginning of the year	3,936	3,391
Transitional adjustment at 1 January 2018 (after tax)	-	(158)
Profit and total comprehensive income for the year	<u>386</u>	<u>703</u>
Balance at the end of the year	<u>4,322</u>	<u>3,936</u>
Total Equity	<u>4,372</u>	<u>3,986</u>

BRISTOL & WEST PLC
CASH FLOW STATEMENT (UNAUDITED)
FOR THE SIX MONTHS ENDED 30 JUNE 2019

		6 months ended 30 June 2019	6 months ended 30 June 2018
	Note	£'000	£'000
Cash flows generated from operating activities			
Profit before taxation		769	608
Interest expense on preference shares		1,246	1,324
Cash flows generated from operating activities before changes in operating assets and liabilities			
		2,015	1,932
Net change in loans and advances to banks		(174)	(87)
Net change in other assets		163	202
Net change in amounts due to banks		(414)	(684)
Net change in other liabilities		48	-
Net cash flow generated from operating assets and liabilities			
		(377)	(569)
Net cash flow generated from operating activities before taxation			
		1,638	1,363
Taxation paid		(345)	(39)
Net cash flow generated from operating activities			
		1,293	1,324
Financing activities			
Interest paid on preference shares		(1,245)	(1,324)
Net change in cash and cash equivalents			
		48	-
Opening cash and cash equivalents	6	11,653	11,653
Closing cash and cash equivalents	6	11,701	11,653

The notes on pages 9 to 19 form an integral part of the interim financial statements.

1. BASIS OF PREPARATION

1.1 Basis of preparation

The interim financial statements have been prepared in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority (DTR) and with IAS 34 'Interim Financial Reporting' as adopted by the European Union. These interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2018, which were prepared in accordance with International Financial Reporting Standards (IFRSs) and IFRS Interpretations Committee (IFRIC) interpretations endorsed by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

1.2 Statutory accounts

The interim financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. The financial statements for the year ended 31 December 2018 were approved by the Board of Directors on 25 April 2019 and filed with the Registrar of Companies on 7 May 2019. The report of the auditors on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under section 498 of the Companies Act 2006.

1.3 Going concern

The time period that the Directors have considered in evaluating the appropriateness of the going concern basis in preparing the interim financial statements for the six months ended 30 June 2019 is a period of twelve months from the date of approval of these interim financial statements ('the period of assessment').

Context

The Company is a direct subsidiary of Bank of Ireland UK Holdings plc which is an indirect subsidiary of Bank of Ireland Group plc. The Directors have considered the going concern of the Company and to the extent that the Company is dependent on BoI Group plc for funding, have considered the going concern assessment of BoI Group plc.

Considerations specific to the Company

Profitability

The Company made a profit after taxation of £386,000 for the six months ended 30 June 2019, (June 2018: Profit of £201,000). The Company holds interest bearing cash deposits in order to meet its liabilities, principally the payment of future preference share dividends. The Company has enough distributable reserves to meet these obligations and to cover its costs. The Directors are satisfied that the Company will continue to be profitable for the period of assessment. Profitability depends on the continued interest-free funding provided by the parent company and this is considered below.

Capital

At 30 June 2019 the Company had total equity of £4,372,000 comprising share capital of £50,000 and retained earnings of £4,322,000. The Company has an interest-free loan of £70 million from its Parent, Bank of Ireland UK Holdings plc, which provides funding to ensure that future financial obligations can be met. To ensure that these financial obligations can be met, there are a number of safeguards in place, as referred to in the liquidity and funding section of this note, which have been considered by the Directors in assessing the capital position of the Company.

1. BASIS OF PREPARATION (Continued)**1.3 Going concern (continued)****Liquidity and funding**

The primary external non-BoI Group plc liability of the Company is the payment of dividends on its preference shares and the repayment of the preference shares. The Company has an interest free loan of £70 million from its Parent, Bank of Ireland UK Holdings plc. The Company has placed deposits with The Bank of Ireland Group plc, and these deposits earn sufficient interest to meet its liabilities for the period of assessment. The Directors have also obtained representation from The Governor and Company of the Bank of Ireland (the Intermediate Parent) that sufficient funds will be made available to ensure the Company can meet its obligations as they fall due for the foreseeable future.

Going concern assessment of BoI Group plc

The Company is reliant on the BoI Group plc for liquidity and funding.

The Directors of the Company's Ultimate Parent consider it appropriate to prepare the interim financial statements for the six months ended 30 June 2019 on a going concern basis having concluded that there are no material uncertainties related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern over the period of assessment.

Taking into account the above the Directors of the Company are satisfied that any risk attaching to the continued ability of the Ultimate Parent to provide support to the Company is satisfactorily addressed.

Conclusion

On the basis of the above assessments regarding the Company's capital and liquidity requirements and its profitability, and given that the BoI Group plc's interim financial statements for the six months ended 30 June 2019 have been prepared on a going concern basis, the Directors consider it appropriate to prepare the financial statements of the Company on a going concern basis having concluded that there are no material uncertainties related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern over the period of assessment.

2. ACCOUNTING POLICIES

The accounting policies and methods of computation and presentation applied by the Company in the preparation of the interim financial statements are consistent with those set out on pages 17 - 24 of the Company's Annual Report for the year ended 31 December 2018 except for the application of IFRS 16 'Leases' and IFRIC 23 as set out below, effective from 1 January 2019.

Pronouncement	Nature of Change	Effective Date	Impact
IFRS 16 'Leases'	IFRS 16 'Leases' addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from IFRS 16 is that all operating leases will be accounted for on-balance sheet for lessees. The accounting for lessors will not materially change. The standard replaces IAS 17 'Leases' and related interpretations. The revised standard was endorsed by the EU on 31 October 2017.	Financial periods on or after 1 January 2019.	This new standard does not have a significant impact on the financial position of the Company

IFRIC 23 'Uncertainty over income tax treatments'	IFRIC 23 clarifies how the recognition and measurement requirements of IAS 12 'Income taxes', are applied where there is uncertainty over income tax treatments. An uncertain tax treatment is any tax treatment applied by an entity where there is uncertainty over whether that treatment will be accepted by the tax authority. IFRIC 23 applies to all aspects of income tax accounting where there is an uncertainty regarding the treatment of an item, including taxable profit or loss, the tax bases of assets and liabilities, tax losses and credits and tax rates.	Financial periods beginning on or after 1 January 2019.	This new standard does not have a significant impact on the financial position of the Company.
IFRS 17 'Insurance contracts'	IFRS 17 replaces IFRS 4 'Insurance contracts', which was introduced as an interim standard in 2004. IFRS 17 addresses the comparison problems created by IFRS 4 by requiring all insurance contracts to be accounted for in a consistent manner. IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosures of insurance contract liabilities, ensuring an entity provides relevant information that faithfully represents those contracts. The standard is still subject to EU endorsement.	Financial periods beginning on or after 1 January 2021; however IASB is considering delaying the mandatory implementation date by 1 year to 2022.	This new standard is not expected to have a significant impact on the financial position of the Company.

2.1 Comparatives

Comparative figures have been adjusted, where necessary, to conform with changes in presentation or where additional analysis has been provided in the current period.

2.2 Critical accounting estimates and judgements

The preparation of the interim financial statements requires the Company to make estimates and judgements that impact the reported amounts of assets and liabilities, income and expense. There have been no significant changes to the Company's approach to, and methods of, making critical accounting estimates and judgements compared to those applied at 31 December 2018, as set out on page 24 of the Company's Annual Report for the year ended 31 December 2018.

3. OPERATING SEGMENTS

The Company operates in one business segment; therefore a business segments note is not presented. All of the Company's business is in the UK.

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

4. INTEREST INCOME AND INTEREST EXPENSE

	6 months ended 30 June 2019 £'000	6 months ended 30 June 2018 £'000
Interest income		
Amounts due from intermediate parent	2,015	1,928
Interest expense		
Preference share dividends	1,324	1,324
Unclaimed preference share dividends	(78)	(4)
	<u>1,246</u>	<u>1,320</u>

5. TAXATION

	6 months ended 30 June 2019 £'000	6 months ended 30 June 2018 £'000
Current tax:		
UK Corporation tax at 19% (2017: 19.25%)	381	366
Adjustments in respect of prior years	-	39
Current tax charge	<u>381</u>	<u>405</u>
Deferred tax charge	<u>2</u>	<u>2</u>
Taxation charge	<u>383</u>	<u>407</u>

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

6. LOANS AND ADVANCES TO BANKS

	As at 30 June 2019	As at 31 December 2018
	£'000	£'000
Due from the intermediate Parent:		
Maturity < 3 months included in cash equivalents	11,701	11,653
Maturity >3 months	102,135	101,961
Maturity >3 months	(93)	(93)
	<u>113,743</u>	<u>113,521</u>
Maturity >3 months analysed as follows:		
Perpetual deposit with interest rate of 5.5%	66,935	66,935
Rolling deposit with floating rate	35,200	35,026
	<u>102,135</u>	<u>101,961</u>

Loans and advances to banks with a contractual maturity date of less than twelve months from the balance sheet date total £11,701,000 (31 December 2018: £11,653,000). All amounts are unsecured.

7. DEFERRED TAX ASSET

	As at 30 June 2019	As at 31 December 2018
	£'000	£'000
Opening balance	30	-
Impact of IFRS 9 adoption	-	33
Charge to income statement	(2)	(3)
Closing balance	<u>28</u>	<u>30</u>

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NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

8. PREFERENCE SHARES

	Rate	As at 30 June 2019 £'000	As at 31 December 2018 £'000
	%		
Preference shares	8.125	<u>32,593</u>	<u>32,593</u>

The preference shares, which are non-redeemable, non-equity shares, rank equally amongst themselves with regard to participation in profits and in priority to the ordinary shares of the Company.

9. AMOUNTS DUE TO BANKS

	As at 30 June 2019 £'000	As at 31 December 2018 £'000
Amounts due to the intermediate Parent	<u>5,691</u>	<u>6,106</u>

Amounts due to the intermediate Parent at 30 June 2019 reflect payments made during the period. All amounts are non-interest bearing, unsecured and with no fixed repayment date.

10. AMOUNTS DUE TO PARENT

	As at 30 June 2019 £'000	As at 31 December 2018 £'000
Amounts due to parent	<u>70,000</u>	<u>70,000</u>

This amount represents an intercompany balance of £70 million from the Parent Company, Bank of Ireland UK Holdings plc. This amount is interest-free, does not have a fixed term and is repayable on demand.

11. OTHER LIABILITIES AND PROVISIONS

	As at 30 June 2019 £'000	As at 31 December 2018 £'000
Accrued interest payable	331	331
Provision for legal costs	800	800
Other	78	30
	<u>1,209</u>	<u>1,161</u>

The provision for legal costs of £800,000 (2018: £800,000) relates to legal costs awarded against the Company in a prior year.

As required by IAS 37 the provision is measured at the amount that the company would potentially have to pay to settle the obligation at the end of the reporting period. The current expectation is that all balances are payable within one year of 30 June 2020.

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

12. SHARE CAPITAL

	As at 30 June 2019	As at 31 December 2018
	£'000	£'000
Allotted and fully paid 100,000 units of ordinary shares of £0.50 each	<u>50</u>	<u>50</u>

13. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The fair value of a financial instrument is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Where possible, the Company calculates fair value using observable market prices. Where market prices are not available, fair values are determined using valuation techniques which may include discounted cash flow models or comparisons to instruments with characteristics either identical or similar to those of the instruments held by the Company or at recent arm's length market transactions. These fair values are classified within a three-level fair value hierarchy, based on the inputs used to value the instrument. Where the inputs might be categorised within different levels of the fair value hierarchy, the fair value measurement in its entirety is categorised in the same level of the hierarchy as the lowest level input that is significant to the entire measurement. The levels are defined as:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

Transfers between different levels are assessed at the end of all reporting periods. During the period ended 30 June 2019 and the year ended 31 December 2018 there were no transfers between different levels.

Items where the carrying value is a reasonable approximation of fair value are not included, as permitted by IFRS 7. This applies to the Company's other assets; amounts due to banks; amounts due to parent; and other liabilities.

All financial instruments are initially recognised at fair value and subsequently measured at amortised cost.

A description of the methods, assumptions and processes used to calculate the fair value of these assets and liabilities is set out on pages 19 & 20 of the Company's Annual Report for the year ended 31 December 2018. At 30 June 2019, there has been no significant change to those methods, assumptions or processes.

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

13. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

As at 30 June 2019

	Quoted prices in active market	Valuation techniques observable Inputs Level 2 £'000	Valuation techniques unobservable Inputs Level 3 £'000	Total £'000
Fair value of financial assets held at amortised cost				
Loans and advances to banks	-	168,193	-	168,193
Total	-	168,193	-	168,193
Fair value of financial liabilities held at amortised cost				
Preference shares	41,883	-	-	41,883
Total	41,883	-	-	41,883

As at 31 December 2018

	Quoted prices in active market	Valuation techniques observable Inputs Level 2 £'000	Valuation techniques unobservable Inputs Level 3 £'000	Total £'000
Fair value of financial assets held at amortised cost				
Loans and advances to banks	-	163,089	-	163,089
Total	-	163,089	-	163,089
Fair value of financial liabilities held at amortised cost				
Preference shares	37,809	-	-	37,809
Total	37,809	-	-	37,809

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

13. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

The carrying amount and the fair value of the Company's financial assets and liabilities as at 30 June 2019 and 31 December 2018 are set out in the table below.

		30 June 2019		31 December 2018	
		Carrying value	Fair value	Carrying value	Fair value
		£'000	£'000	£'000	£'000
Financial assets					
Loans and advances to banks	(Note 1 below)	113,743	168,193	113,521	163,089
Total		<u>113,743</u>	<u>168,193</u>	<u>113,521</u>	<u>163,089</u>
Financial liabilities					
Preference shares	(Note 2 below)	32,593	41,883	32,593	37,809
Total		<u>32,593</u>	<u>41,883</u>	<u>32,593</u>	<u>37,809</u>

The following notes summarise the methods and assumptions used in estimating the fair values of financial instruments shown:

1. Loans and advances to banks
 - This comprises inter-bank placements.
 - The estimated fair value of fixed interest bearing deposits is based on discounted cash flows, using prevailing money-market interest rates for assets with similar credit risk and remaining maturity.
 - The increase in fair value from 31 December 2018 reflects movements in these rates during the period.
2. Preference shares

The fair values of these instruments are calculated based on quoted market prices where available (level 1 inputs). In the absence of quoted market prices, the fair values are calculated based on quoted broker prices (level 2 inputs).

14. EQUITY DIVIDENDS

No ordinary share dividends were declared or paid during the period (year ended 31 December 2018: £nil).

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

15. RELATED PARTY TRANSACTIONS

The tables below detail balances outstanding at the end of the period with related parties, and movements in these balances during the period.

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

	Intermediate Parent		Parent	
	30 June 2019 £'000	31 December 2018 £'000	30 June 2019 £'000	31 December 2018 £'000
Assets				
At the beginning of the period	113,995	113,921	-	-
Net amount (repaid) / advanced	<u>222</u>	<u>74</u>	<u>-</u>	<u>-</u>
At the end of the period	<u>114,217</u>	<u>113,995</u>	<u>-</u>	<u>-</u>
Interest income	<u>2,015</u>	<u>3,828</u>	<u>-</u>	<u>-</u>
Liabilities				
At the beginning of the period	6,106	6,932	70,000	70,000
Net amount (repaid) / advanced	<u>(415)</u>	<u>(826)</u>	<u>-</u>	<u>-</u>
At the end of the period	<u>5,691</u>	<u>6,106</u>	<u>70,000</u>	<u>70,000</u>

There are no provisions in respect of any failure, or anticipated failure, to repay any of the above loans or interest thereon.

There are no transactions with key management personnel of the Company during the period (31 December 2018: no transactions).

16. ULTIMATE PARENT COMPANY

The Company is a wholly owned subsidiary of Bank of Ireland UK Holdings plc. The Company's Ultimate Parent Company is Bank of Ireland Group plc. These financial statements are included in the consolidated financial statements of Bank of Ireland Group plc (the Ultimate Parent) and The Governor and Company of the Bank of Ireland (the Intermediate Parent).

A copy of the BoI Group plc financial statements may be obtained from Bank of Ireland, 40 Mespil Road, Dublin 4 or www.bankofireland.com.

BRISTOL & WEST PLC

NOTES TO THE INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

17. REVIEW OF INTERIM FINANCIAL STATEMENTS

The interim financial statements have not been reviewed or audited by the independent auditors of the Company.

18. POST BALANCE SHEET EVENTS

There was no significant post balance sheet events identified requiring disclosure prior to the approval of the financial statements.