

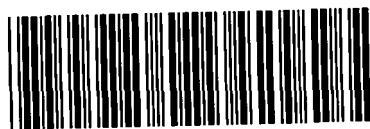
Alcumus PSM Limited

Annual report and financial statements

Registered number 02603010

For the year ended 31 December 2017

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Company Information

Directors

K Coveney (resigned 19 April 2018)
A Franklin

Secretary

Mitre Secretaries Limited

Registered office

Axys House
Heol Crochendy, Parc Nantgarw
Cardiff
CF15 7TW

Registered number

02603010 (England and Wales)

Auditor

KPMG LLP
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

Bankers

HSBC Bank plc
Thames Valley Corporate Banking Centre
5th Floor
Apex Plaza
Reading
RG1 1AX

Strategic Report

The directors present their strategic report of Alcumus PSM Limited (the "Company") for the year ended 31 December 2017.

Business review

Trading was disappointing in the year with turnover decreasing by 17% over the prior year. This was because of higher than normal attrition rates on subscription services. As part of the Alcumus Group, the UK's market-leading provider of technology-enabled business assurance and compliance risk management solutions, the company is well placed to realise commercial synergies through sharing of infrastructure, clients and cross selling initiatives. Dedicated sales and marketing resources are being invested in to drive a reversal of the revenue decline.

Corporate simplification was undertaken in 2017 by the Alcumus Group to transfer the cost of investments in subsidiaries between companies and to liquidate non-trading entities. This necessitated dividend, share capital, inter-company and cost of investment entries in companies within the group. The company received £2,300,000 income from another group undertaking.

The company's profit on ordinary activities before taxation was £2,666,406 for the year ended 31 December 2017 (2016: £8,981,270 loss). The company's profit for the financial year was £2,745,104 (2016: £9,059,607 loss), which will be transferred to reserves. During 2016 an impairment charge of £9,372,916 was booked against the carrying value of the cost of investment in the subsidiary Alcumus SM&MS Limited. Expectations are that, although trading in the subsidiary will continue to be profitable, it will not be in line with projections made at the time of acquisition due to the loss of a key customer.

As presented, the balance sheet shows net current liabilities of £12,426,671 (2016: £15,100,906). Within creditors falling due within one year is of £922,283 (2016: £1,128,127) of deferred income. Deferred income does not represent a future cash commitment but advanced invoicing of customers. When considering the ability of the business to meet its short-term cash requirements the balance of deferred income should be added back to net current liabilities. This results in net current liabilities before deferred income of £11,504,388 (2016: £13,972,779).

Principal risk and uncertainties

The execution of the company's strategy is subject to a number of risks and uncertainties, principal among these is the risk of reduced demand for compliance services as a result of adverse changes in the regulatory or commercial environment. In mitigation of this risk the company keeps under continuous review the relevance of its products and services to the prevailing regulatory and commercial environment.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in market prices, credit risk, liquidity risk and interest rate cash flow risk.

Price risk

As a consultancy practice the company's cost base is dominated by staff costs and the costs of associates. Accordingly it is not significantly exposed to commodity price risk as a result of its operations.

Liquidity risk

The company manages liquidity to ensure it has sufficient available funds for operations and planned expansions.

Credit risk

The company undertakes credit checks on new customers where appropriate.

Interest rate cash flow risk

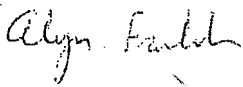
The company has interest bearing assets but no interest-bearing liabilities. Interest bearing assets include only cash balances, all of which earn interest at variable rates.

Strategic Report *(continued)*

Financial key performance indicators

The directors monitor the turnover and gross profit margin of the company, as well as operating expenses and operating profit. Turnover was 17% lower than in 2016 with revenue lost through attrition of existing customers. Gross margin fell to 48% (2016: 59%) as efficiency of utilisation of consultants deteriorated. Administrative expenses were £515,892 (2016: £922,265), the decrease was driven mainly by lower headcount costs and a reduced share of group overheads recharge.

By order of the board



A Franklin
Director

Axys House
Heol Crochendy, Parc Nantgarw
Cardiff
CF15 7TW
18 September 2018

Directors' report

The directors present their annual report and the audited financial statements for Alcumus PSM Limited ("the company") for the year ended 31 December 2017.

Principal activities

The principal activity of the company is provision of HR and health and safety services to businesses in the SME sector, through subscription and consultancy.

Results and dividends

The profit for the financial year amounted to £2,745,104 and included £2,300,000 of income received from another group company as part of corporate simplification (2016: loss of £9,059,607). The directors do not recommend the payment of a dividend (2016: £Nil).

Directors

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

M W Smith (resigned 8 September 2017)
K Coveney (resigned 19 April 2018)
A Franklin

Future developments

Trading for the year was satisfactory and it is expected that this will continue for the foreseeable future.

Qualifying third party and pension indemnity provisions

Professional indemnity cover for the purpose of the Companies Act 2006 has been taken out with a reputable insurance broker. This was in force during the financial year and up to the date of signing the financial statements.

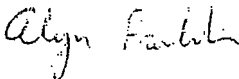
Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



A Franklin
Director

Axys House
Heol Crochendy, Parc Nantgarw
Cardiff
CF15 7TW

18 September 2018

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 company and of their profit or loss for that period. In preparing the company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALCUMUS PSM LIMITED

Opinion

We have audited the financial statements of Alcumus PSM Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALCUMUS PSM LIMITED (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

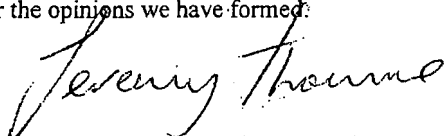
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.


Jeremy Thomas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

19/9/2018

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 December 2017

| | <i>Note</i> | 2017 £ | 2016 £ |
|--|-------------|------------------|--------------------|
| Turnover | 3 | 1,854,892 | 2,230,447 |
| Cost of sales | | (972,594) | (916,602) |
| Gross profit | | 882,298 | 1,313,845 |
| Administrative expenses | | (515,892) | (922,265) |
| Operating profit | | 366,406 | 391,580 |
| Income from shares in group undertakings | | 2,300,000 | - |
| Amounts written off investments | 11 | - | (9,372,916) |
| Interest receivable and similar income | 7 | - | 66 |
| Profit/(loss) before taxation | | 2,666,406 | (8,981,270) |
| Tax on profit/(loss) | 8 | 78,698 | (78,337) |
| Profit/(loss) for the financial year | | 2,745,104 | (9,059,607) |
| Total comprehensive income/(expense) for the year | | 2,745,104 | (9,059,607) |

The notes form part of these financial statements.

Balance Sheet
at 31 December 2017

| | Note | 2017 | | 2016 | |
|--|------|------------------|---------------------|------------------|---------------------|
| | | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Intangible assets | 9 | | - | | - |
| Tangible assets | 10 | | 70,869 | | - |
| Investments | 11 | | 7,217,844 | | 7,217,844 |
| | | | <u>7,288,713</u> | | <u>7,217,844</u> |
| Current assets | | | | | |
| Debtors | 12 | 3,556,466 | | 6,364,821 | |
| Cash at bank and in hand | | 121,801 | | 65,057 | |
| | | <u>3,678,267</u> | | <u>6,429,878</u> | |
| Creditors: amounts falling due within one year | 13 | (16,104,938) | | (21,530,784) | |
| Net current liabilities | | | <u>(12,426,671)</u> | | <u>(15,100,906)</u> |
| Net liabilities | | | <u>(5,137,958)</u> | | <u>(7,883,062)</u> |
| Capital and reserves | | | | | |
| Called up share capital | 15 | | 2,785 | | 2,785 |
| Share premium account | 15 | | 49,720 | | 49,720 |
| Profit and loss account | | | (5,190,463) | | (7,935,567) |
| Deficit on Shareholders' funds | | | <u>(5,137,958)</u> | | <u>(7,883,062)</u> |

These financial statements were approved by the board of directors on 18 September 2018 and were signed on its behalf by:

Alyn Franklin

A Franklin
Director

Company registered number: 02603010

The notes form part of these financial statements.

Statement of Changes in Equity
for the year ended 31 December 2017

| | Called up share capital | Share premium account | Profit and loss account | Total equity |
|--|------------------------------------|--------------------------------------|------------------------------------|-------------------------|
| | £ | £ | £ | £ |
| Balance at 1 January 2016 | 2,785 | 49,720 | 1,124,040 | 1,176,545 |
| Comprehensive income for the financial year | | | | |
| Loss for the financial year | - | - | (9,059,607) | (9,059,607) |
| Total comprehensive loss for the financial year | - | - | (9,059,607) | (9,059,607) |
| At 31 December 2016 | 2,785 | 49,720 | (7,935,567) | (7,883,062) |
| Balance at 1 January 2017 | 2,785 | 49,720 | (7,935,567) | (7,883,062) |
| Comprehensive income for the financial year | | | | |
| Profit for the financial year | - | - | 2,745,104 | 2,745,104 |
| Total comprehensive income for the financial year | - | - | 2,745,104 | 2,745,104 |
| At 31 December 2017 | 2,785 | 49,720 | (5,190,463) | (5,137,958) |

The notes form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Alcumus PSM Limited (the "Company") is a private company incorporated, domiciled and registered in England and Wales in the UK, the company's registered number is 02603010 and the registered office address is Axys House, Heol Crochendy, Parc Nantgarw, Cardiff, CF15 7TW.

The Company is exempt by virtue of s400 subject to the small companies regime of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

The Company's ultimate parent undertaking, Alcumus Group Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Alcumus Group Limited are available to the public and may be obtained from Axys House, Heol Crochendy, Parc Nantgarw, Cardiff, CF15 7TW. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Alcumus Group Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*; and,
- Certain disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

As presented the balance sheet shows net current liabilities of £12,426,671 (2016: £15,100,906). Within creditors falling due within one year is £922,283 of deferred income. Deferred income does not represent a future cash commitment but advanced invoicing of customers. When considering the ability of the business to meet its short term cash requirements the balance of deferred income should be added back to net current liabilities. This results in net current liabilities before deferred income of £11,504,388.

Notwithstanding the net current liabilities, the financial statements have been prepared on the going concern basis. The company is financed primarily by intercompany balances, therefore written confirmation of continuing financial support has been obtained from the ultimate parent company, Alcumus Group Limited, along with confirmation that amounts owed to group undertakings will not be demanded for repayment for a period of at least 12 months from the date of approval of the financial statements. Accordingly, the directors have concluded that the Company will continue in operational existence for the foreseeable future and for at least 12 months from the signing of these financial statements. For this reason, they consider it appropriate to continue to adopt the going concern basis of preparation.

Notes (continued)

1 Accounting policies (continued)

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the profit and loss account.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

- Office equipment 3 years
- Motor Vehicles 4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Notes (continued)

1 Accounting policies (continued)

1.6 Intangible assets

Research and development

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Capitalised development costs 3 years

The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

Intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that an intangible asset may be impaired.

1.7 Impairment excluding deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes (continued)

1 Accounting policies (continued)

1.8 Employee benefits

Defined contribution plans and other long term employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

1.9 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably, and;
- the costs incurred and the costs to complete the contract can be measured reliably.

Turnover in relation to 12 month contracts is recognised evenly over the service period.

1.10 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Finance lease

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable, finance expenses on finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Interest receivable and similar income includes interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

Notes (continued)

1 Accounting policies (continued)

1.11 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

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

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.12 Related party transactions

The company has taken advantage of the exemption under FRS 102 from disclosing transactions with members of the same group that are wholly owned.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

The company makes estimates and assumptions concerning the future. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

Impairment of investments

The company makes an estimate of the recoverable value of investments. When assessing impairment of investments, management considers factors including the underlying performance of the subsidiary.

3 Turnover

All turnover arose within the United Kingdom and is attributable to the principal activity of the company, which is a single class of business.

Notes (continued)

4 Expenses and auditor's remuneration

Included in profit/loss are the following:

| | 2017 £ | 2016 £ |
|-----------------------------------|-------------------|-------------------|
| Depreciation of tangible assets | 9,267 | - |
| Amortisation of intangible assets | - | 227 |
| Impairment of trade debtors | (7,000) | 26,090 |
| | <u> </u> | <u> </u> |

Auditor's remuneration

| | 2017 £ | 2016 £ |
|---|-------------------|-------------------|
| Audit of the company's financial statements | 10,000 | 5,000 |
| | <u> </u> | <u> </u> |

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent undertaking, Alcumus Group Limited.

5 Staff numbers and costs

Staff costs were as follows:

| | 2017 £ | 2016 £ |
|---|-------------------|-------------------|
| Wages and salaries | 844,146 | 825,706 |
| Social security costs | 89,923 | 89,267 |
| Contributions to defined contribution plans | 27,188 | 29,178 |
| | <u> </u> | <u> </u> |
| | 961,257 | 944,151 |
| | <u> </u> | <u> </u> |

The average number of employees during the year, including the directors, was as follows:

| | 2017 No | 2016 No |
|-------------------------------|-------------------|-------------------|
| Sales and marketing | 1 | 1 |
| Consultants | 17 | 16 |
| Management and administration | 3 | 5 |
| | <u> </u> | <u> </u> |
| | 21 | 22 |
| | <u> </u> | <u> </u> |

Notes (continued)

6 Directors' remuneration

| | 2017 £ | 2016 £ |
|---|-----------|---------------|
| Directors' emoluments | - | 41,664 |
| Company contributions to defined contribution pension schemes | - | 4,164 |
| | <u>-</u> | <u>45,828</u> |

Certain directors of the company were paid by other members of the group of which the company is a member. Amounts receivable by these directors in respect of services provided to the company were estimated to be £41,000 (2016: £29,000).

7 Interest receivable and similar income

| | 2017 £ | 2016 £ |
|-----------------------|-----------|-----------|
| Bank deposit interest | - | 66 |
| | <u>-</u> | <u>66</u> |

8 Taxation

| | 2017 £ | 2016 £ |
|--|-----------------|---------------|
| Current tax | | |
| UK corporation tax | - | 78,139 |
| Adjustments in respect of previous periods | (78,139) | - |
| Total current tax | <u>(78,139)</u> | <u>78,139</u> |
| Deferred tax | | |
| Origination and reversal of timing differences | (559) | 190 |
| Effective tax rate changes | - | 48 |
| Adjustments in respect of previous periods | - | (40) |
| Total deferred tax | <u>(559)</u> | <u>198</u> |
| Total tax (all recognised in the Profit and Loss Account) | <u>(78,698)</u> | <u>78,337</u> |

Notes (continued)

8 Taxation (continued)

Reconciliation of effective tax rate

| | 2017 £ | 2016 £ |
|---|-----------------|---------------|
| Profit/(loss) before tax | 2,666,406 | (8,981,270) |
| Tax using the UK corporation tax rate of 19.25% (2016: 20%) | 513,283 | (1,796,254) |
| <i>Effects of:</i> | | |
| Adjustments to tax charges in respect of prior periods | (78,139) | (40) |
| Effective tax rate changes | 75 | 48 |
| Group relief (claimed) | (71,167) | - |
| Dividend income not taxable | (442,750) | - |
| Non-deductible expenses | - | 1,874,583 |
| Total tax | (78,698) | 78,337 |

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax balance at 31 December 2017 has been calculated based on these rates.

9 Intangible assets

| | Development costs £ |
|---------------------------------|---------------------------|
| Cost | |
| At 1 January 2017 | 37,410 |
| At 31 December 2017 | 37,410 |
| Accumulated amortisation | |
| At 1 January 2017 | 37,410 |
| At 31 December 2017 | 37,410 |
| Net book value | |
| At 31 December 2017 | - |
| At 31 December 2016 | - |

Notes (continued)

10 Tangible assets

| | Leased Motor Vehicles £ | Office equipment £ | Total £ |
|---------------------------------|-------------------------------|--------------------------|----------------|
| Cost | | | |
| At 1 January 2017 | - | 134,377 | 134,377 |
| Additions | 80,136 | - | 80,136 |
| At 31 December 2017 | 80,136 | 134,377 | 214,513 |
| Accumulated depreciation | | | |
| At 1 January 2017 | - | 134,377 | 134,377 |
| Charge for the year | 9,267 | - | 9,267 |
| At 31 December 2017 | 9,267 | 134,377 | 143,644 |
| Net book value | | | |
| At 31 December 2017 | 70,869 | - | 70,869 |
| At 31 December 2016 | - | - | - |

Motor vehicles have been purchased on finance lease. The lease liability for these vehicles is held in Alcumus Holdings Limited, this liability having been recharged through intercompany accounts during the year.

11 Investments

| | Investments in subsidiary companies £ |
|----------------------------|--|
| At 1 January 2017 | 7,217,844 |
| Impairment charge | - |
| At 31 December 2017 | 7,217,844 |

During the year an impairment charge of £nil (2016: £9,372,916) was booked against the carrying value of the cost of investment in the subsidiary Alcumus SM&MS Limited. Expectations are that, although trading in the subsidiary will continue to be profitable, it will not be in line with projections made at the time of acquisition due to the loss of a key customer.

Subsidiary undertaking

The following is a subsidiary undertaking of the company:

| Name | Class of shares | Holding | Principal activity |
|-------------------------|--------------------|---------|--|
| Alcumus SM & MS Limited | Ordinary | 100% | Health, Safety & Environmental Services |

Notes (continued)

11 Investments (continued)

The registered office of this company is Axys House, Heol Crochendy, Parc Nantgarw, Cardiff CF15 7TW. The aggregate share capital and reserves of the company is £2,695,689 and the profit for the year is £662,896.

12 Debtors

| | 2017 £ | 2016 £ |
|------------------------------------|------------------|------------------|
| Trade debtors | 873,461 | 1,051,997 |
| Amounts owed by group undertakings | 2,681,310 | 5,301,141 |
| Prepayments and accrued income | - | 10,547 |
| Deferred tax asset | 1,695 | 1,136 |
| | <u>3,556,466</u> | <u>6,364,821</u> |

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

13 Creditors: amounts falling due within one year

| | 2017 £ | 2016 £ |
|------------------------------------|-------------------|-------------------|
| Trade creditors | 33,935 | 17,012 |
| Amounts owed to group undertakings | 15,077,021 | 20,037,068 |
| Corporation tax | - | 78,140 |
| Other taxation and social security | 54,287 | 229,150 |
| Other creditors | 7,386 | 7,534 |
| Accruals | 10,026 | 33,753 |
| Deferred income | 922,283 | 1,128,127 |
| | <u>16,104,938</u> | <u>21,530,784</u> |

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

14 Deferred taxation

| | Asset/(liability) £ |
|-----------------------------------|------------------------|
| Asset at 1 January 2017 | 1,136 |
| Credit to profit and loss account | 559 |
| | <u>1,695</u> |
| Asset at 31 December 2017 | 1,695 |

The deferred tax asset is made up as follows:

| | 2017 £ | 2016 £ |
|--------------------------------|--------------|--------------|
| Accelerated capital allowances | 602 | 734 |
| Short term timing differences | 1,093 | 402 |
| | <u>1,695</u> | <u>1,136</u> |

Notes (continued)

15 Capital and reserves

| <i>Share capital</i> | 2017 £ | 2016 £ |
|--|-----------|-----------|
| Allotted, called up and fully paid | | |
| 2,505 (2016: 2,505) Ordinary A shares of £1 each | 2,505 | 2,505 |
| 280 (2016: 280) Ordinary B shares of £1 each | 280 | 280 |
| | <hr/> | <hr/> |
| | 2,785 | 2,785 |
| | <hr/> | <hr/> |

Except as otherwise expressly provided in the Articles or Subscription Agreement, A and B Ordinary shares rank pari passu in all respects.

On a return of capital or winding-up or a capital reduction or otherwise, the holders of B ordinary shares are entitled to an amount per B ordinary share which is calculated according to a formula set out in the Company's articles of association.

Share premium

The share premium account represents the consideration received on the issue of shares in the company in excess of the nominal value of those shares, net of share issue costs, bonus issues of shares and any subsequent capital reductions.

16 Ultimate parent company and parent company of larger group

The company's immediate parent undertaking is Alcumus Holdings Limited. The ultimate parent undertaking is Alcumus Group Limited, as there is no ultimate controlling party. Funds managed by Inflexion Private Equity Partners LLP have an economic interest of 80% in the equity share capital of Alcumus Group Limited as at 31 December 2017.

The only group in which the results of the Company are consolidated is that headed by Alcumus Group Limited. The consolidated financial statements of Alcumus Group Limited are available to the public and may be obtained from Axys House, Heol Crochendy, Parc Nantgarw, Cardiff CF15 7TW