

Cambridge Positioning Systems Limited

Financial statements for the period ended 27 September 2020
together with director's report

Registered number: 02808344

MONDAY



AA6MX1SG

A07

14/06/2021

#59

COMPANIES HOUSE

Director's report

The director presents the report and the financial statements for the 52 weeks ended 27 September 2020. Comparative financial information is presented for the 52 weeks ended 29 September 2019.

Principal activity and business review

Cambridge Positioning Systems Limited ('the Company') did not trade during the 52 weeks ended 27 September 2020 or during the 52 weeks ended 29 September 2019. There are no plans to commence trading in the foreseeable future.

Principal risks and uncertainties

Since the Company does not trade and Qualcomm Incorporated has managed its operations on a groupwide basis, the director does not believe that a further discussion of non-financial risks is necessary or appropriate for an understanding of the risks facing the Company. The principal risks and uncertainties of Qualcomm Incorporated are discussed in the Annual Report of Qualcomm Incorporated which does not form part of this report. The financial risks faced by the Company are detailed in note 10.

Financial risks

The Company's financial instruments comprise inter group creditors which arise in the normal course of business. It is the Company's policy not to enter into speculative transactions.

The Company has no third party debt and therefore has no interest rate exposure.

Going concern

As part of a legal entity rationalization programme undertaken by the Qualcomm group, it is the director's intention to liquidate the Company within the next 12 months from the date of these financial statements, however no liquidation proceedings have commenced in respect of the Company at this time. Accordingly, the going concern basis of preparation is no longer appropriate and these accounts were prepared on a basis other than going concern, as described in note 3 to the financial statements.

Results and dividends

The Company did not make a profit or a loss for the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: \$nil).

The director does not recommend the payment of a final dividend for the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: \$nil).

Political donations

The Company did not make any political donations in the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: \$nil).

Directors

The director who served throughout the period and up to the date of signing this report, unless otherwise stated, were:

G Rowe

Directors' and officers' indemnity insurance

A fellow Group company has taken out insurance to indemnify, against third party proceedings, the director of the Company whilst serving on the board of the Company. The indemnity policy subsisted throughout the period and remains in place at the date of this report.

Director's report (cont.)

Statement of director's responsibilities in respect of the financial statements

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial period. Under that law the director has prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the director 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 the profit or loss of the company for that period. In preparing the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The director is 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 the financial statements comply with the Companies Act 2006.

Signed by:



G Rowe
Director
03 June 2021

Income statement

For the 52 weeks ended 27 September 2020

		52 weeks ended 27 September 2020	52 weeks ended 29 September 2019
	Notes	\$'000	\$'000
Revenue		-	-
Gross profit		-	-
Result before tax		-	-
Tax	6	-	-
Result for the period		-	-

The results were all derived from discontinued operations.

The result for the period is wholly attributable to the equity holders of Cambridge Positioning Systems Limited.

There are no recognised gains or losses for the 52 weeks ended 27 September 2020 and the 52 weeks ended 29 September 2019. Accordingly, no statement of total recognised gains and losses is given.

Balance sheet

At 27 September 2020

		27 September 2020	29 September 2019
	Notes	\$'000	\$'000
Current liabilities			
Other financial liabilities	7	(5,763)	(5,763)
Net liabilities		<u>(5,763)</u>	<u>(5,763)</u>
Equity			
Share capital	8	4,258	4,258
Share premium account		80,974	80,974
Share based payment reserve		104	104
Capital contribution reserve		294	294
Retained earnings		<u>(91,393)</u>	<u>(91,393)</u>
Total equity attributable to equity holders		<u>(5,763)</u>	<u>(5,763)</u>

For the period ended 27 September 2020, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 (the 'Act') relating to dormant companies. The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Act. The director acknowledges their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of accounts. In addition, a company that qualifies as small and prepares its accounts in accordance with the provisions applicable to small companies also needs to include the following statement above the signature on the balance sheet.

These accounts have been prepared in accordance with the provisions applicable to the small companies' regime.

The financial statements on pages 3 to 12 of Cambridge Positioning Systems Limited, registered number 2808344, were approved by the board of directors and authorised for issue on 03 June 2021 and signed by:



G Rowe
Director

Statement of changes in equity

For the 52 weeks ended 27 September 2020

	Equity attributable to equity holders of the Company					Total
	Share capital	Share premium account	Share based payment reserve	Capital contribution reserve	Retained earnings	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 27 September 2020 and 29 September 2019	4,258	80,974	104	294	(91,393)	(5,763)

Cash flow statement

For the 52 weeks ended 27 September 2020

		52 weeks ended 27 September 2020	52 weeks ended 29 September 2019
	Notes	\$'000	\$'000
Net cash from operating activities	9	-	-
Cash and cash equivalents at beginning and end of period		-	-

Notes to the financial statements

For the 52 weeks ended 27 September 2020

1. General information

Cambridge Positioning Systems Limited is a company incorporated in England and Wales under the Companies Act 2006. The address of the registered office is Churchill House, Cambridge Business Park, Cowley Road, Cambridge, CB4 0WZ. The nature of the Company's operations and its principal activities are set out in the director's report.

These financial statements are presented in US dollars because that is the currency of the primary economic environment in which the Company operates.

The financial statements cover the 52 weeks from 30 September 2019 to 27 September 2020, the comparatives are presented for the 52 weeks from 1 October 2018 to 29 September 2019. The financial statements are reported on a 52 or 53 week basis to be consistent with the Group's internal reporting requirements.

2. Adoption of new and revised standards

Standards not affecting the reported results nor the financial position:

The following new and revised Standards and Interpretations have been adopted in the current period. Their adoption has not had any significant impact on the amounts reported in these financial statements but may impact the accounting for future transactions and arrangements.

Annual improvement to IFRSs (2015-2017 Cycle)	IFRS 3, IFRS 11, IAS 12 and IAS 13
IAS 28 (amended)	'Investments in associates', on long term interests in associates and joint ventures
IAS 19 (amended)	'Employee benefits' on plan amendment, curtailment or settlement
IFRIC 23	Uncertainty over income tax treatments
IFRS 16	Leases

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not yet been applied in these financial statements were in issue but not yet effective (and in some cases, had not yet been adopted by the EU):

IFRS 17	Insurance contracts (effective for annual periods beginning on or after 1 January 2023).
IFRS16 (amended)	'Leases' – Covid-19 related rent concessions (effective for annual periods beginning on or after 1 June 2020).
IFRS 9, IAS 39 and IFRS 7 (amended)	Interest rate benchmark reform (effective for annual periods beginning on or after 1 January 2020).
IFRS 3 (amended)	Definition of a business (effective for annual periods beginning on or after 1 January 2020).
IAS 1 and IAS 8 (amended) on the definition of material	IAS 1, 'Presentation of financial statements', and IAS 8, 'Accounting policies, changes in accounting estimates and errors', and consequential amendments to other IFRSs (effective for annual periods beginning on or after 1 January 2020).
IAS 1 (amended)	IAS 1, 'Presentation of financial statements' on classification of liabilities (effective for annual periods beginning on or after 1 January 2022).

The directors anticipate that the adoption of the other standards and interpretations listed above in future periods will have no material impact on the financial statements of the Company.

Notes to the financial statements

For the 52 weeks ended 27 September 2020

3. Accounting policies

Basis of accounting

The financial statements have been prepared in accordance with IFRSs as adopted by the EU and also comply with the IFRSs as issued by the International Accounting Standards Board.

Going concern

As part of a legal entity rationalization programme undertaken by the Qualcomm group, it is the director's intention to liquidate the Company within the next 12 months from the date of these financial statements, however no liquidation proceedings have commenced in respect of the Company at this time. Accordingly, the going concern basis of preparation is no longer appropriate and these accounts were prepared on a basis other than going concern. This resulted in no adjustments to the financial statements.

Foreign currencies

The functional currency of the Company is the US dollar. Transactions in currencies other than US dollars are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in the net profit or loss for the period.

Taxation

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

Financial instruments

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

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Trade payables

Trade payables are not interest bearing and are stated at their nominal value.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Notes to the financial statements

For the 52 weeks ended 27 September 2020

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

In the process of applying the Company's accounting policies, which are described in note 3, management has made no judgements that significantly impact on the amounts recognised in the financial statements.

5. Staff costs

The Company had no employees during the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: none).

The directors did not receive any remuneration for their services to the Company in the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: \$nil).

6. Taxation

Analysis of tax charge in the period

There is no current or deferred tax charge for the 52 weeks ended 27 September 2020 (52 weeks ended 29 September 2019: no current or deferred tax charge for the period).

Factors affecting tax charge for the period

The tax charge for the period can be reconciled to the profit per the income statement as follows:

	52 weeks ended 27 September 2020		52 weeks ended 29 September 2019	
	\$'000	%	\$'000	%
Result before tax	-	-	-	-
Tax at the UK standard corporation tax rate 19.0% (2019: 19.0%)	-	-	-	-
Tax on imputed interest	(15)	-	(15)	-
Group relief not at standard rate of tax	15	-	15	-
Tax expense and effective tax rate for the period	-	-	-	-

Corporation tax is calculated at 19.0% (2019: 19.0%) on estimated assessable profit for the period.

The corporation tax rate reduced to 19.00% with effect from 1 April 2017 and was due to further reduce to 17.00% with effect from 1 April 2020 following the enactment of Finance (No. 2) Act 2015 and Finance Act 2016 respectively. However, the corporation tax rate remained at 19% (rather than reducing to 17%, as previously enacted) from 1 April 2020 following the Spring Budget 2020 announcement substantively enacted on 17 March 2020.

Effect of post balance sheet tax rate

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023, substantially enacted on 24 May 2021. These changes were not substantively enacted at the balance sheet date and hence have not been reflected in the measurement of deferred tax balances at the period end.

No tax amounts are receivable or payable at the period end.

Notes to the financial statements

For the 52 weeks ended 27 September 2020

7. Other financial liabilities

	27 September 2020	29 September 2019
	\$'000	\$'000
Amounts due to other Group undertakings	5,763	5,763

The director considers that the carrying amount of trade and other payables approximates their fair value.

8. Called-up share capital

Allotted, called up and fully paid

	27 September 2020	29 September 2019	27 September 2020	29 September 2019
	Number	Number	\$'000	\$'000
Ordinary shares of 1p each	3,127,901	3,127,901	61	61
'B' Ordinary shares of 1p each	69,656,076	69,656,076	1,363	1,363
'E' Ordinary shares of 1p each	109,040,648	109,040,648	2,134	2,134
'F' Ordinary shares of 1p each	5,070,350	5,070,350	99	99
Deferred shares of 1p each	30,725,940	30,725,940	601	601
	217,620,915	217,620,915	4,258	4,258

Conversion rights

'B', 'E' and 'F' Ordinary shares of 1p each

The holders of the 'B', 'E' and 'F' Ordinary shares may at any time elect to, without any payment, convert their 'B', 'E' and 'F' Ordinary shares into a like number of Ordinary shares. The holders of more than 50% of either 'B', 'E' or 'F' Ordinary shares may at any time elect to, without any payment, convert all of such class of shares into a like number of Ordinary shares, save that in the case of 'F' Ordinary shares, the holders of at least 67% of 'F' Ordinary shares may at any time make such an election.

If an 'E' Investor Majority and an 'F' Investor Majority (as defined in the Articles) so elects, all of the 'B', 'E' and 'F' Ordinary shares shall immediately before a flotation (but subject to the prior operation of article 5.3) convert automatically into a like number of Ordinary shares.

Company's rights to purchase Deferred shares

The Deferred shares may be purchased by the Company at any time (provided it is lawful for the Company to carry out such purchase).

Dividend rights

No dividend shall be declared or paid without the consent of an 'E' Investor Majority and an 'F' Investor Majority. Except as otherwise provided by the rights attached to the issued Ordinary shares, 'B' Ordinary shares, 'E' Ordinary shares and 'F' Ordinary shares (the 'Equity shares'), all dividends shall be declared and paid according to the amounts paid up on the Equity shares.

Voting rights

The 'B' and 'E' Ordinary shares rank pari passu with the Ordinary shares and carry one vote per share. There are no voting rights attached to the Deferred shares.

'F' Ordinary shares carry one vote per share, save in the case of a special resolution put to the members for the voluntary winding up of the Company following a business sale, in which event each 'F' Ordinary share shall on a poll have fourteen votes for every 'F' Ordinary share held by an 'F' Ordinary Member, or such higher number of votes per share as, when multiplied by the number of 'F' Ordinary shares, would constitute 75% of the total number of members' votes that may be cast on any such resolutions, or such percentage as may be required to pass such a special resolution.

Notes to the financial statements

For the 52 weeks ended 27 September 2020

Rights on a return of capital, liquidation, capital reduction or otherwise

On a winding up of the Company the assets available for distribution will be applied in the following order:

- First, in paying the holders of the 'F' Ordinary shares, as a class, £5,405,000 to be allocated amongst such holders in proportion to the number of 'F' Ordinary shares held by each such member together with a sum equal to any arrears of dividends declared but unpaid on the 'F' Ordinary shares calculated down to the date of the return of capital and if there is a shortfall, the proceeds shall be distributed to the holders of the 'F' Ordinary shares in proportion to the amounts due on each share held.
- Second, 85% of any remaining balance after the payment set out above has been made shall be distributed to the holders of the 'F' Ordinary shares as a class to be allocated amongst such holders in proportion to the number of 'F' Ordinary shares held by each such member.
- Third, in paying to the holders of the 'E' Ordinary shares £0.0477 per 'E' Ordinary share together with a sum equal to any arrears of dividends declared but unpaid on the 'E' Ordinary shares calculated down to the date of the return of capital and if there is a shortfall, the proceeds shall be distributed to the holders of the 'E' Ordinary shares in proportion to the amounts due on each such share held.
- Fourth, to the holders of 'B' Ordinary shares, as a class, £5,000,000 together with a sum equal to any arrears of dividends declared but unpaid on the 'B' Ordinary shares calculated down to the date of the return of capital and if there is a shortfall the proceeds shall be distributed to the holders of the 'B' Ordinary shares in proportion to the amounts due on each such share held.
- Fifth, the balance of the assets of the Company shall be distributed amongst the holders of the 'B', and 'E' Ordinary shares and Ordinary shares (pari passu as if the same constituted one class of share) in proportion to the numbers of the 'B', and 'E' Ordinary shares and Ordinary shares held.

Rights in the event of a proposed business sale

In the event of a business sale, no distributions shall be made to the members except by way of a distribution on liquidation or on other return of capital in accordance with the rights attached to the shares in those circumstances.

Rights immediately prior to a flotation

The Company shall, by way of special dividend, allot to each holder of:

- 'F' Ordinary shares by way of a capitalisation of reserves such as Ordinary shares (disregarding any fraction of a share) as when aggregated with the number of 'F' Ordinary shares in issue, would when multiplied by the Realisation Price (as defined in the Articles) be equal to the Priority Return where the Priority Return means such sum as the holders of 'F' Ordinary shares as a class would receive pursuant to a return of capital, liquidation capital return or otherwise.
- 'E' Ordinary shares by way of capitalisation of reserves such number of Ordinary shares (disregarding any fraction of a share) as shall have an aggregate realisation price equal to £0.0477 multiplied by the number of 'E' Ordinary shares held immediately prior to the flotation.
- 'B' Ordinary shares by way of capitalisation of reserves such number of Ordinary shares (disregarding any fraction of a share) as shall have an aggregate realisation price equal to the Specified Amount. The Specified Amount shall be deemed to be the lesser of: (i) £5,000,000; and (ii) the aggregate realisation price of the Equity Share capital of the Company less £0.0477 multiplied by the number of 'E' Ordinary shares held immediately prior to the flotation.

9. Notes to cash flow statement

	52 weeks ended 27 September 2020	52 weeks ended 29 September 2019
	\$'000	\$'000
Profit from continuing operations (being operating cash flows before movements in working capital and net cash from operating activities)	-	-

Notes to the financial statements

For the 52 weeks ended 27 September 2020

10. Financial instruments

Capital risk management

The Company manages its capital to ensure that it is able to continue as a going concern while maximizing returns to stakeholders. The capital structure of the Company consists of amounts due to fellow Group companies and equity attributable to the equity holders of the Company comprising issued share capital and retained earnings.

The Company is not subject to any externally imposed capital requirements.

Categories of financial instruments

All the financial liabilities of the Company are carried at amortised cost.

Financial risk management objectives

The Company does not enter into any financial derivative contracts. The Company follows prudent policies on interest rate risk, credit risk, the use of non-derivative financial instruments and the investment of excess liquidity.

The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Interest rate risk management

The Company has no financial instruments that expose it to the fluctuations in interest rates and therefore the Company does not seek to manage interest rate risks.

Liquidity risk management

The Company manages liquidity risk via the Group's Treasury function, using sources of financing from other Group entities and providing financing to other Group entities. The Company does not hold any cash and cash equivalents as it has access to funds from other Group entities.

The Company manages adequate reserves by monitoring forecast and actual cash flows and matching maturity profiles of financial assets and liabilities. All of the Company's financial liabilities are due from related parties and are not due to be repaid until, at the earliest, greater than six months from the balance sheet date.

27 September 2020	Less than one month	1-2 months	2-3 months	3-6 months	More than 6 months	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Amounts due to other Group undertakings	-	-	-	-	5,763	5,763

29 September 2019	Less than one month	1-2 months	2-3 months	3-6 months	More than 6 months	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Amounts due to other Group undertakings	-	-	-	-	5,763	5,763

Fair values of financial instruments

The carrying amounts of financial assets and liabilities in the financial statements approximates their fair values.

Notes to the financial statements

For the 52 weeks ended 27 September 2020

11. Related party transactions

There were no transactions between the Company and subsidiaries of the Group, which are related parties, during either the 52 weeks ended 27 September 2020 or the 52 weeks ended 29 September 2019.

Balances between the Company and subsidiaries and associated branches within the Group, which are related parties, are disclosed below.

	52 weeks ended 27 September 2020	52 weeks ended 29 September 2019
	\$'000	\$'000
Qualcomm Technologies International, Ltd.	5,763	5,763

12. Parent and ultimate controlling party

At 27 September 2020, the director regarded Cambridge Silicon Radio Holdings Limited, a company incorporated in England and Wales, as the immediate parent company and Qualcomm Incorporated, a company incorporated in the United States of America, as the ultimate parent undertaking and controlling party.

Qualcomm Incorporated is the parent company of the smallest and largest group of which the Company is a member and for which consolidated financial statements are drawn up. Copies of the financial statements for Qualcomm Incorporated are available from Qualcomm Incorporated, 5775 Morehouse Drive, San Diego, California, USA and on that company's website (www.qualcomm.com).