Registered number: 03069009

SOFTWARE GENERATION HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2019

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COMPANY INFORMATION

Directors George Duncan Duguid Kilpatrick Patrick Andrew Gardner

Company secretary Patrick Andrew Gardner

Registered number 03069009

12 Fulcrum 2 Solent Way Whiteley Registered office

Fareham Hampshire PO15 7FN

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2019

The directors present their report and the financial statements for the year ended 30 June 2019.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

George Duncan Duguid Kilpatrick Patrick Andrew Gardner

Disclosure of information to auditors

The directors confirm that.

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

The full impact of COVID-19 on the macroeconomic environment became clearer in mid-2020, after the balance sheet date of this report. While the directors are monitoring the situation closely, they do not consider that the impact of COVID-19 after the reporting period has a material impact on the results as reported in these financial statements. No adjustments have been made to nor additional disclosures made in these financials statements as a result of COVID-19 as it is not possible to estimate the impact of COVID-19 on the Company at this time.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2019

Going Concern

The company has received confirmation from the ultimate controlling party, Archive Topco Limited, that sufficient financial support will be provided for the foreseeable future. After reviewing the current status of operations and taking into consideration the funding available the company, the directors have reasonable expectation that the company has access to adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements and for the foreseeable future. For this reason, the directors have adopted the going concern basis in the preparation of the financial statements.

Auditors

The auditors, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 16 June 2020 and signed on its behalf.

George Duncan Duguid Kilpatrick

George Kitatil

Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOFTWARE GENERATION HOLDINGS LIMITED

Opinion

We have audited the financial statements of Software Generation Holdings Limited (the 'company') for the year ended 30 June 2019, which comprise the Statement of Income and Retained Earnings, Statement of Financial Position, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2019 and of the group's loss for the /period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

Conclusions relating to going concern

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOFTWARE GENERATION HOLDINGS LIMITED

authorised for issue.

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us;
- 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption to prepare a strategic report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOFTWARE GENERATION HOLDINGS LIMITED

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on pages 1 - 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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

Paul Navior

Senior Statutory Auditor for and behalf of **Grant Thornton UK LLP** Statutory Auditor, Chartered Accountants **London**

(A) LALLP

18 June 2020

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 30 JUNE 2019

	Note	2019 £	2018 £
Turnover		48,881	76,383
Cost of sales		(115,833)	(70,479)
Gross (loss)/profit		(66,952)	5,904
Administrative expenses Other operating income		(123,344) -	(428,951) 438,830
Operating (loss)/profit		(190,296)	15,783
Interest receivable and similar inc	come	76	22
(Loss)/profit before tax		(190,220)	15,805
Tax on (loss)/profit		(70,019)	·
(Loss)/profit after tax		(260,239)	15,805
		•	
Retained earnings at the beginning	ng of the year	2,063,616	2,047,811
		2,063,616	2,047,811
(Loss)/profit for the year		(260,239)	15,805
Retained earnings at the end of	f the year	1,803,377	2,063,616

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of income and retained earnings.

The notes on pages 8 to 15 form part of these financial statements.

SOFTWARE GENERATION HOLDINGS LIMITED REGISTERED NUMBER: 03069009

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

		<u> </u>		
	. ·	2019 £		2018 £
	•	~		~
6		9,333		17,333
7		49,262		78,020
8		100,000	•	100,000
		158,595	•	195,353
9	1,834,378		2,036,886	
	28,502		44,362	
	1,862,880	•	2,081,248	
10	(106,245)		(108,819)	
		1,756,635		1,972,429
		1,915,230		2,167,782
• •				
	(7,687)		-	
•		(7,687)		-
	• .	1,907,543	-	2,167,782
			· -	· .
		104,166		104,166
		1,803,377		2,063,616
•	•	1,907,543	•	2,167,782
	7 8 9	7 8 9 1,834,378 28,502 1,862,880 10 (106,245)	9,333 7 49,262 8 100,000 158,595 9 1,834,378 28,502 1,862,880 10 (106,245) 1,756,635 1,915,230 (7,687) (7,687) 1,907,543 104,166 1,803,377	£ 6 9,333 7 49,262 8 100,000 158,595 9 1,834,378 28,502 1,862,880 2,036,886 44,362 2,081,248 10 (106,245) (108,819) 1,756,635 1,915,230 (7,687) (7,687) 1,907,543 104,166 1,803,377

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 16 June 2020.

George Duncan Duguid Kilpatrick

George Kitatil

Director

The notes on pages 8 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Unit 12, Fulcrum 2, Solent Way, Whiteley, Fareham, Hampshire, PO15 7FN.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Going concern

The company has received confirmation from the ultimate controlling party, Archive Topco Limited, that sufficient financial support will be provided for the foreseeable future. After reviewing the current status of operations and taking into consideration the funding available the company, the directors have reasonable expectation that the company has access to adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements and for the foreseeable future. For this reason, the directors have adopted the going concern basis in the preparation of the financial statements.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Income and Retained Earnings except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Income and Retained Earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Income and Retained Earnings within 'other operating income'.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

2. Accounting policies (continued)

2.4 Revenue

Turnover represents revenue generated from: software licence sales; software support; installation; hardware sales; training and management fees receivable and is shown net of Value Added Tax.

Software licence sales are recognised when the customer has the right to use the software on a temporary license, which is on receipt of invoice and lasts for 30 days. Permanent licences are given on full payment of the invoice.

Software support is recognised over the period to which the support relates.

The installation of software and licences is recognised when the risks and rewards are considered to have been transferred to the customer, which is at the date of the invoice. At this point, the contract is not cancellable. The corresponding costs of installations are accrued as appropriate.

Hardware sales are recognised when the risks and rewards of ownership have passed to the customer, which is on receipt of goods by the customer.

Training days are recognised in the period which they occur, the corresponding costs of training are accrued

Management fees receivable are recognised during the period to which they relate.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to the contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome can be estimated reliably, revenue is recognised only to the extent of the expenses recognised are recoverable.

2.5 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Income and Retained Earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

2. Accounting policies (continued)

2.6 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Income and Retained Earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.7 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

Amortisation is provided on the following bases:

Patents, Trademarks & Licences - 20 % Straight Line

2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

2. Accounting policies (continued)

2.8 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Fixtures and fittings

15% Reducing balance

Computer equipment - 25% Straight line method

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Income and Retained Earnings.

2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

3. Auditors' remuneration

	ź.		2019 £	2018 £
Fees payable to the Compar		ciates for the audit of		
the Company's annual finance	cial statements	<u> </u>	-	11,104

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

The cost of the audit fees for the period ending 30th June 2019 was borne by Archive Bidco Limited.

4. Employees

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

	2019 No.	2018 No.
Average number of employees	4	6

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

5.	Profit before taxation	•			
	Profit before taxation is state	ed after charging:			
	- - ·			2019	
		•		£	£
	Amortisation of intangible as	eote		8,000	6,667
	Depreciation of tangible asse			35,222	40,960
	Depreciation of tangible asse	515		35,222	
	•				•
6.	Intangible assets				
v.	intangible assets		•		
		•			Patents,
					trademarks
					and licences
					£
	Cost				
	At 1 July 2018				40,000
	At 30 June 2019				40,000
	Amortisation			•	
	At 1 July 2018			 وا	22,667
	Charge for the year	·			8,000
		•		·	
	At 30 June 2019				30,667
	•				
	Net book value				
	•				0.222
	At 30 June 2019		1		9,333
	A4 20 June 2040	•			47,000
	At 30 June 2018		ř		17,333

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

7. Tangible fixed assets

	Fixtures and fittings	Computer equipment £	Total £
Cost or valuation			
At 1 July 2018	80,257	437,149	517,406
Additions	355	6,109	6,464
At 30 June 2019	80,612	443,258	523,870
Depreciation		•	•
At 1 July 2018 ·	63,170	376,216	439,386
Charge for the year on owned assets	2,587	32,635	35,222
At 30 June 2019	65,757	408,851	474,608
Net book value	•	,	
At 30 June 2019	14,855	34,407	49,262
At 30 June 2018	17,087	60,933	78,020
.			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

8. Fixed asset investments

Investments in Subsidiary's £

At 1 July 2018

100,000

9. Debtors

	2019 £	2018 £
Trade debtors	-	20,000
Amounts owed by group undertakings	1,826,657	1,945,347
Other debtors	7,721	-
Deferred taxation	•	71,539
	1,834,378	2,036,886
•		

Amounts owed by group undertakings in which the company has a participating interest includes an intercompany loan of £1,826,657 which is repayable on demand and is interest free.

10. Creditors: Amounts falling due within one year

	2019	2018
	£	£
Trade creditors	1,521	(25)
Amounts owed to group undertakings	61,687	49,187
Corporation tax	34	25
Other taxation and social security	3,003	10,258
Accruals and deferred income	40,000	49,374
	106,245	108,819

Amounts owed to group undertakings in which the company has a participating interest includes an intercompany loan of £61,687 which is payable on demand and interest free.

On 9th June 2019 FPE Capital LLP issues a fixed and floating charge over the assets of the company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

11. Related party transactions

The company has taken advantage of the exemption from the requirement to disclose transactions with wholly owned group companies on the grounds that it is a wholly owned subsidiary of Archive Topco Limited.

12. Subsequent events

The full impact of COVID-19 on the macroeconomic environment became clearer in mid-2020, after the balance sheet date of this report. While the directors are monitoring the situation closely, they do not consider that the impact of COVID-19 after the reporting period has a material impact on the results as reported in these financial statements. No adjustments have been made to nor additional disclosures made in these financials statements as a result of COVID-19 as it is not possible to estimate the impact of COVID-19 on the Company at this time.

13. Controlling party

The company's immediate parent is Archive Bidco Limited, a company incorporated in England and Wales. The ultimate parent undertaking of Software Generation Holdings Limited is Archive Topco Limited, a company incorporated in England and Wales. Its registered office is Unit 12, Fulcrum 2, Solent Way, Whiteley, Hampshire PO15 7FN.

The financial statements of Archive Topco Limited are publicly available and may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

The company's ultimate controlling party is FPE Capital LLP.