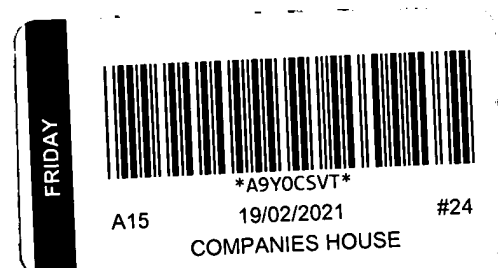


Company registration number: 03117345

APTITUDE SOFTWARE SERVICES LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019



APTITUDE SOFTWARE SERVICES LIMITED

COMPANY INFORMATION

Directors	P Wood J Suddards
Company secretary	G Sharley
Company registration number	03117345
Registered office	Old Change House 128 Queen Victoria Street London EC4V 4BJ

APTITUDE SOFTWARE SERVICES LIMITED

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APTITUDE SOFTWARE SERVICES LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2019

The Directors of Aptitude Software Services Limited present their Directors report and the unaudited financial statements of the Company for the year ended 31 December 2019. The Company is dormant and has not traded during the year.

Results and Dividends

The results of the Company are set out in the financial statements and notes that appear on pages 6 to 13. Dividends of £29.96 per share totaling £8,147,179 were paid in the prior year See note 5 for further details. No further dividend is proposed in respect of the year ended 31 December 2019 (2018: £nil).

Directors

Details of Directors who have held office during the year and up to the date of signing these financial statements are given below:

P Wood

J Suddards (appointed 1 November 2019)

T Crawford (resigned 17 January 2020)

Post balance sheet events

On 17 January 2020 it was announced that Tom Crawford will be stepping down as a Director

Qualifying third party indemnity provision

The Directors who are also on the Board of Aptitude Software Group plc are entitled to the benefit of an indemnity under article 138 of Aptitude Software Group plc's articles of association. Pursuant to this article 138, Aptitude Software Group plc has granted indemnities for the benefit of current and future Directors of, and the Company Secretary of the Company in respect of liabilities which may attach to them in their capacity as Directors of, or Company Secretary of, the Company to the extent permitted by law and also committing to maintain Directors' and officers' insurance cover. Qualifying third party indemnity provisions (as defined by section 234 of the Companies Act 2006) were in force during the year ended 31 December 2018 and continue in force, in relation to certain losses and liabilities which the Directors (or Company Secretary) may incur to third parties in the course of acting as Directors (or Company Secretary).

Directors' responsibilities statement

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

APTITUDE SOFTWARE SERVICES LIMITED

DIRECTORS' REPORT (CONTINUED)

for the year ended 31 December 2019

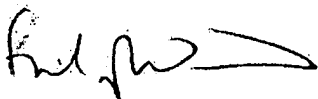
Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 enable them to ensure that the financial statements comply with the Companies Act 2006.

The Directors 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.

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



P B Wood

Director

15 February 2021

APTITUDE SOFTWARE SERVICES LIMITED

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2019

	Note	Year ended 31 Dec 2019 £000	Year ended 31 Dec 2018 £000
Operating costs	2	-	(120)
Operating loss		-	(120)
Net interest costs	3	-	(16)
Loss before income tax		-	(136)
Income tax expense	4	-	(22)
Loss for the financial year		-	(158)

All amounts relate to discontinued operations

There was no other comprehensive income for 2019 (2018: nil)

The accounting policies and notes on pages 6 to 13 are an integral part of these financial statements.

APTITUDE SOFTWARE SERVICES LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	Note	As at 31 Dec 2019 £000	As at 31 Dec 2018 £000
ASSETS			
Current assets			
Trade and other receivables	8	3,470	3,470
Total assets		3,470	3,470
NET ASSETS		3,470	3,470
SHAREHOLDERS' EQUITY			
Retained earnings		3,470	3,470
TOTAL EQUITY		3,470	3,470

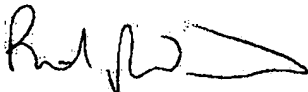
For the year ended 31 December 2019, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The accounting policies and notes on pages 6 to 13 are an integral part of these financial statements.

The financial statements were approved and authorized for issue by the Board and were signed on its behalf on 15 February 2021.



P. B. Wood
Director

Registered number: 03117345

APTITUDE SOFTWARE SERVICES LIMITED

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2019

	Note	Share capital £000	Retained earnings £000	Total equity £000
Balance at 1 January 2018		3	11,772	11,775
Comprehensive income				
Loss for the year		-	(158)	(158)
Total comprehensive expense for the year		-	(158)	(158)
Capital reduction	9	(3)	3	-
Dividends paid	5	-	(8,147)	(8,147)
Total contributions by and distributions to owners of the company recognised directly in equity		(3)	(8,144)	(8,147)
Balance at 31 December 2018 and 31 December 2019		-	3,470	3,470

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2019

Accounting Policies

General Information

The Company is a private company limited by shares and incorporated and domiciled in England and Wales.

Summary of significant accounting policies

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

As set out in the Directors' report, due to the Company ceasing to trade, the Directors have decided to prepare the financial statements on a basis other than that of a going concern. In adopting the alternative basis at the year end the following has been applied:

- all assets have been valued at their realizable amounts
- all liabilities reflect the full amount at which they are expected to be settled

No adjustments were necessary in these financial statements to reduce assets to their realizable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long-term liabilities as current assets and liabilities.

The Directors have taken the decision to voluntarily wind up the Company and it is expected that this will place in early 2021.

Changes in Accounting policy and disclosures

(a) New standards, interpretations and amendments effective from 1 January 2019

During the prior year the Company took the decision to early adopt the IFRS 16 'Leases' standard (effective for periods beginning on or after 1 January 2019) with an effective date of 1 January 2018. There are no other new standards, amendments and interpretations which are effective for periods beginning on or after 1 January 2019, which had any impact on the Company's accounting policies and disclosures in these financial statements.

(b) New standards and interpretations that have not been early adopted

None of the new standards, amendments and interpretations, which are effective for periods beginning after 1 January 2019 and which have not been adopted early, are expected to have a significant effect on the financial statements of the Company. There are no new standards, and amendments to standards and interpretations which are effective for annual periods beginning after 1 January 2019, which have been adopted in these financial statements.

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2019

Accounting Policies (continued)

Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present
- comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a Company, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers

Property, plant and equipment

Property, plant and equipment is shown at historic purchase cost less accumulated depreciation and adjusted for any impairment. Right-of-use assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term, full details of the initial recognition and ongoing measurement of these assets is provided within the leasing policy note on pages 8-9. Land is not depreciated. Costs include expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on assets so as to write off the cost of property, plant and equipment less their residual value over their estimated useful economic lives by equal annual instalments at the following rates.

Short-term leasehold property	20% (or the life of the lease if shorter)
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Estimation of the useful economic life includes an assessment of the expected rate of technological developments and the intensity at which the assets are expected to be used. The assets' residual values and useful economic lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Going concern

The Directors' decided to cease trading on 30 June 2017 with the expectation being that the Company will voluntarily wind up in early 2021. The Directors' therefore consider it inappropriate to prepare the financial statements on a going concern basis and have instead prepared these financial statements on an alternative basis as set out above under the basis of preparation.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and to the extent that it is deemed necessary are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company assesses impairment on a forward-looking basis using the expected credit loss method and has applied the simplified approach which permits the use of the lifetime expected loss provision for all trade and other receivables. The amount of any provision is recognised in the income statement within other operating costs.

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2019

Accounting Policies (continued)

Leasing

At inception of a contract, the Company assesses whether a contract is, or contains a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involved the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purposes the asset is used. In rare cases where all the decisions about how and for what purpose the asset is used are predetermined, the Company has the right to direct the use of the asset if either:
 - The Company has the right to operate the asset; or
 - The Company designed the asset in a way that predetermines how and for what purpose it will be used.

The Company has applied this approach on a fully retrospective basis to any contracts entered into.

On lease commencement date, the Company recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate adjusted for lease specific and asset specific terms where required. Lease payments included in the measurement of the lease liability comprise:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- Lease payments in an option renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if the Company changes its assessment of whether it will exercise an extension or termination option.

Where the Company leases properties with no defined lease term, management have made an estimate of the remaining lease term on commencement date based on their view of the business needs. The lease liability is then remeasured if circumstances arise which change management's perception of the remaining lease term and subsequent future lease payments.

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2019

Accounting Policies (continued)

Leasing (continued)

If the contract includes options to break or terminate the lease which are at the right of the lessor, the Company measures the lease term based on the expectation that these will lapse unless it has been made aware at the time of adoption. If subsequently the lessor decides to exercise any of these options, the lease liability is then remeasured due to the change in future lease payments.

When the lease liability is remeasured in the above circumstances, a corresponding adjustment is made to the carrying value of the right-of-use asset, or is recorded in the profit or loss if the carrying value of the right-of-use asset has been reduced to zero.

Where the Company has a legal obligation for future expenditure in relation to onerous lease properties which are either vacant or being sublet, the right-of-use asset is adjusted by the present value of management's best estimate of the expenditure required to settle the present obligation. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the lease agreement. The Company presents right-of-use assets within "property, plant and equipment" and lease liabilities in "capital lease obligations".

Short term lease and leases of low-value assets

The Company has elected to take the exemption not to recognise right-of-use assets and lease liabilities for short-term lease of machinery that have a lease term of 12 months or less and leases of low-value assets. The Company defines leases of low-value assets as being any lease agreement where the total value of payments made across the lease term is less than £5,000. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividend distribution

Dividend distribution to the Company's shareholder is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholder or in respect of interim dividends when they are paid.

Current and deferred income tax

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Company financial statements. However, the deferred income tax is not accounted for, if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit and loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2019

Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the Directors have had to make the following judgments:

(a) Taxation

The actual tax the Company pays on its profits is determined according to complex tax laws and regulations. Where the effect of these laws and regulations is unclear, estimates are used in determining the liability for the tax to be paid on past profits which are then recognised in financial statements. The Company believes the estimates, assumptions and judgments are reasonable but this can involve complex issues which may take a number of years to resolve. The final determination of prior year tax liabilities could be different from the estimates reflected in the financial statements and may result in the recognition of an additional tax expense or tax credit in the income statement.

Deferred tax assets and liabilities require management judgment in determining the amount to be recognised. In particular, judgment is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

1 Dormant status

The Company was dormant (within the meaning of section 480 of the Companies Act 2006) throughout the year ended 31 December 2019. The Company has not traded during the year. During this period the company received no income and incurred no expenditure and therefore made neither profit or loss. Whilst the company did not trade during the prior period it did have items which impacted the statement of comprehensive income, these are presented in the following notes.

2 Operating costs

Loss from operations has been arrived at after charging:

	Year ended 31 Dec 2019 £000	Year ended 31 Dec 2018 £000
Depreciation of property, plant and equipment (note 5)	-	99

3 Net interest costs

	Year ended 31 Dec 2019 £000	Year ended 31 Dec 2018 £000
Interest costs	-	(16)
Interest payable on capital lease obligations	-	(16)

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2019

4 Income tax expense

	Year ended 31 Dec 2019 £000	Year ended 31 Dec 2018 £000
Analysis of charge in the year		
Current tax:		
– tax charge on underlying items	-	(3)
Total current tax	-	(3)
Deferred tax (note 6):		
– Origination and reversal of timing differences	-	(19)
Total deferred tax	-	(19)
Income tax expense	-	(22)

UK corporation tax is calculated at 19% of the prior year estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The tax for the prior year is lower than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Year ended 31 Dec 2019 £000	Year ended 31 Dec 2018 £000
Loss before tax	-	(136)
Tax at the UK corporation tax rate of 19% (2018: 19%)	-	(26)
Effects of:		
Expenses not deductible for tax purposes	-	23
Changes in accounting policies	-	25
Total tax charge for the year	-	22

5 Dividends

	2019 £ per share	2018 £ per share	2019 £000	2018 £000
Dividends paid:				
Interim dividend	-	29.96	-	8,147
	-	29.96	-	8,147

The Directors do not propose paying a final dividend for the year ended 31 December 2019 (2018: £nil).

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2019

6 Property, plant and equipment

	Right-of-use assets £000	Short-term leasehold property £000	Total £000
Cost			
At 1 January 2018	2,408	304	2,712
Disposals	(2,408)	(304)	(2,712)
At 31 December 2018	-	-	-
Accumulated depreciation			
At 1 January 2018	1,383	304	1,687
Charge for the year	99	-	99
Disposal	(1,482)	(304)	(1,786)
At 31 December 2018	-	-	-
Net book amount			
At 31 December 2018 and 31 December 2019	-	-	-

On 22 May 2018, the Company transferred the property lease to a fellow Group subsidiary, Aptitude Software Limited at book value of £671,000.

7 Deferred tax

Deferred tax in the prior year is calculated in full on temporary differences under the liability method using a tax rate of 19% for balances expected to be recovered within 12 months and 17% for all subsequent periods.

	31 Dec 2019 £000	31 Dec 2018 £000
Net deferred tax asset		
At 1 January	-	65
Transferred to a fellow group subsidiary	-	(46)
Total charge to income statement for the year	-	(19)
At 31 December	-	-

On 22 May 2018, the Company transferred the property lease to a fellow Group subsidiary, Aptitude Software Limited, which included the deferred tax balance of £65,000.

8 Trade and other receivables

	31 Dec 2019 £000	31 Dec 2018 £000
Amounts owed by Group undertakings	3,470	3,470
	<u>3,470</u>	<u>3,470</u>

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

APTITUDE SOFTWARE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2019

9 Share capital

	Number	2019 £000	Number	2018 £000
Issued and fully paid:				
Ordinary shares of 1p each				
At 1 January	100	-	271,926	3
Capital reduction	-	-	(271,826)	(3)
At 31 December	<u>100</u>	<u>-</u>	<u>100</u>	<u>-</u>

On 31 October 2018, the Company completed a capital reduction by way of a special shareholder resolution to reduce its issued share capital to 100 shares with a nominal value of £1.

10 Immediate and ultimate parent undertaking

The immediate and ultimate parent undertaking is Aptitude Software Group plc, a Company incorporated in England.

Aptitude Software Group plc is also the parent undertaking of the smallest and largest Groups of undertakings to consolidate these financial statements. The consolidated financial statements of Aptitude Software Group plc are available from Old Change House, 128 Queen Victoria Street, London, EC4V 4BJ.