

# Gladstone Limited

Annual Report and Consolidated Financial Statements

For the year ended 31 December 2020



**GLADSTONE LIMITED**  
**COMPANY INFORMATION**

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<b>Directors</b>	Barry Symons Jeffrey MacKinnon Scott Saklad Richard Clancy Darrell Boxall
<b>Secretary</b>	Jemma Belghoul
<b>Company number</b>	03327360
<b>Registered office</b>	Gladstone House Hithercroft Road Wallingford Oxfordshire OX10 9BT
<b>Independent auditors</b>	James Cowper Kreston Chartered Accountants and Statutory Auditors 2 Communications Road Greenham Business Park Greenham Newbury RG19 6AB

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# **GLADSTONE LIMITED**

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# **GLADSTONE LIMITED**

## **STRATEGIC REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2020**

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### **Introduction**

The Directors present their Strategic Report and Financial Statements for the year ended 31 December 2020.

### **Business review**

Gladstone Limited and its subsidiaries ("the Group") are wholly owned subsidiaries of Constellation Software Inc. a Canadian company listed on the Toronto Stock Exchange ("TSX").

As wholly owned subsidiaries, the Group benefits from the operational and financial support of its intermediate parent, Gary Jonas Computing Ltd ("Jonas"), and its immediate parent company, Constellation Software UK Holdco Ltd. Jonas is the leading provider of enterprise management software solutions to the Club, Leisure Fitness and Sports, Salon and Spa, Foodservice, Construction, Attractions, Metal Service Centres, Moving and Storage, Education, Hotel and Hospitality, Camps, Event Management, Radiology/Laboratory Information Systems, Consumer Product Licensing, Payment Processing, Dynamic Case Management, Wine POS, Marina, Manufacturing, Managed Print Services, Legal, Email Marketing, Elevator Maintenance, Early Intervention, Medical Technology and Retail industries.

### **Principal risks and uncertainties**

The impact of COVID-19 pandemic on the sector has been significant to the operators with reduced capacity to deliver lessons and courses, along with seeing an increase in the general public being active away from a traditional health clubs or leisure centres whilst they were forced to be closed. This creates both an opportunity and a threat to the sector, with the need to diversifying the traditional bricks and mortar model of the industry to take advantage of the hybrid model for in facility and home workouts. During lockdowns a number of new features in this field to support operators were launched and uptake has increased as the industry reopens. The Home workout revolution also creates new competitors in the market for members with online and app providers providing software to help the general public be active, however the view is that this new world of home exercising will not reduce the penetration the sector has, but provides an opportunity for more members of the general public to be active.

The public sector is seeing a shift with leisure operation contracts coming back inhouse from third party operators and further closures in the private and public sectors for the less profitable sites. The businesses have benefited from public sector operations moving back inhouse with increased project spend. Operator competition with low-cost operators and new boutique clubs continue, although these are generally built around places of work, therefore the industry is yet to see the true impact here with more people working from home.

There have been new entrants into the software space with two key suppliers this year: One focusing on the private sector and the other on the public. To counter this, Gladstone has created a range of products over the last 12 months to secure their market position. This in turn has created new modules and fees to the operators, increasing revenue.

Gladstone continues to be the dominant player in the market with both new business sales and selling back to existing customers remaining strong. The strategic development plan is focused towards new applications, whilst continuing to service existing customers' needs has aided the strong sales performance. The COVID-19 pandemic has seen requirements to pivot quickly to focus on new features and functions that will aid the sector's recovery and open up new revenue opportunities. The business is well positioned and structured to respond quickly in an agile way and leverage these opportunities. This agile response continues with an increased level of long-term contracts with existing customers in

# GLADSTONE LIMITED

## STRATEGIC REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

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response to any financial assistance they requested through any lockdown period. These contracts go further to strengthen Gladstone's position in the market.

#### Financial key performance indicators

In alignment with Group policy, the Group considers its Key Performance Indicators ("KPIs") to be those which drive shareholder value, namely Net Revenue Growth ("NRG"), being the year-on-year movement in gross profit, and Profitability, being the profit before tax for the year.

	2020	2019
Growth/(decline) in gross profit	5.04%	(2.92%)
Profit before tax	£3,010,882	£1,174,734


The decline in gross profit (NRG) in 2019 relates to the move away from the traditional licensing model, with the market preference for subscription contracts which offer the additional service of hosting to their customer base. The 2020 increase in gross profit is in line with expectations.

In addition to the above KPIs, the Group also pays close attention to its net current assets position. Jonas requires that the Group is party to a central corporate treasury function which allows the Group to centrally manage its liquidity and financial risks whilst ensuring capital is deployed globally in the most effective manner. However, this can mean that locally the financial strength of the Group is not necessarily conveyed by the net current asset position when reading these financial statements in isolation. To fully understand the size and strength of the corporate group of which the Group is a part, these financial statements should be read in conjunction with those of Constellation Software Inc.

#### Future developments

To continue to diversify from the traditional bricks and mortar model of the industry and to take advantage of the hybrid model for in facility and home workouts.

This report was approved by the board on 22 September 2021 and signed on its behalf.

DocuSigned by:  
  
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**Scott Saklad**  
 Director

# **GLADSTONE LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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The Directors present their report and financial statements for the year ended 31 December 2020.

#### **Principal activities**

The principal activity of the Company was that of a central services company for Jonas UK. The principal activity of the Group was the provision of computer software and consultancy services in both the current and prior years.

#### **Directors**

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Barry Symons  
Jeffery MacKinnon  
Scott Saklad  
Richard Clancy  
Darrel Boxall

#### **Qualifying third party indemnity provisions**

The company and its subsidiaries have made qualifying third-party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

#### **Results and dividends**

The results for the year are set out on page 10.

Ordinary dividends of £2,394,978 (2019 - £2,445,000) were paid. The directors do not recommend payment of a final dividend (2019 - £nil).

#### **Going concern**

The consolidated financial statements have been prepared on the going concern basis which assumes that the Group will continue in operational existence for the foreseeable future. The directors have reviewed the working capital requirements of the Group for a period of at least 12 months from the anticipated date of signing of the financial statements and are satisfied that the Group will be able to meet its liabilities as they fall due.

The Group's forecasts for the period of 12 months following the approval of the financial statements have been reviewed, and accordingly the Group continues to adopt the going concern basis in preparing its consolidated financial statements.

New features and products have been launched as a response to the shift in market demands throughout the Pandemic and as a result of this, revenue forecasts remain strong, and Gladstone still holds a dominant position in the market.

#### **Auditors**

The auditors, James Cowper Kreston, replaced Grant Thornton UK LLP on 13 May 2021 and will be proposed for appointment with section 485 of the Companies Act 2006.

#### **Strategic Report**

The Directors have chosen in accordance with section 414C(11) of the Companies Act 2006 to include in the Strategic Report matters otherwise required to be disclosed in the Directors' Report as the directors consider these are of strategic importance to the company.

# GLADSTONE LIMITED

## DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### Statement of disclosure to auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

DocuSigned by:



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**Scott Saklad**

Director

22 September 2021

## **GLADSTONE LIMITED**

### **DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

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The Directors are responsible for preparing the Strategic Report, Directors' Report, the consolidated financial statements and Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Company financial statements for each financial year. The directors have elected under company law to prepare group financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and have elected to prepare the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 'Reduced Disclosure Framework' (United Kingdom Accounting Standards and applicable law).

The Group and Company financial statements are required by law and IFRS adopted by the EU to present fairly the financial position and performance of the group; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 group and the company and of the profit or loss of the group for that period.

In preparing each of the group and company 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;
- for the group financial statements, state whether they have been prepared in accordance with IFRSs adopted by the EU and for the company financial statements state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the company financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLADSTONE LIMITED (CONTINUED)

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## Opinion

We have audited the financial statements of Gladstone Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Parent company Statement of Financial Position, the Parent company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (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 31 December 2020 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements 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 group and the parent 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.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group or Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLADSTONE LIMITED (CONTINUED)**

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### **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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Group and Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

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

### **Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities 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, 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 group's and the parent 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

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLADSTONE LIMITED (CONTINUED)**

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liquidate the group or the parent 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.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

The specific procedures for this engagement that we designed and performed to detect material misstatements in respect of irregularities, including fraud, were as follows:

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Enquiry of Group and Company staff to identify any instances of non-compliance with laws and regulations;
- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's Report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLADSTONE LIMITED (CONTINUED)

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### 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 members as a body, for our audit work, for this report, or for the opinions we have formed.



Jonathan Baillie BA (Hons) FCCA ACA (Senior Statutory Auditor)

For and on behalf of  
James Cowper Kreston

2 Communications Road  
Greenham Business Park  
Newbury  
Berkshire  
RG19 6AB

Date: 27/09/2021

# GLADSTONE LIMITED

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £	As restated 2019 £
Revenue	2	12,302,830	11,902,217
Cost of sales	3	(2,271,078)	(2,351,832)
<b>Gross profit</b>		10,031,752	9,550,385
Administrative expenses	3	(8,273,599)	(9,868,115)
Other operating income		1,281,548	1,521,637
<b>Operating profit</b>		3,039,701	1,203,907
Finance income	6	26	641
Finance costs	7	(28,845)	(29,814)
<b>Profit before tax</b>		3,010,882	1,174,734
Income tax expense	8	(211,551)	(437,842)
<b>Profit for the year</b>		2,799,331	736,892
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		2,799,331	736,892

The accompanying accounting policies and notes on pages 15 to 48 form an integral part of the financial statements.

# GLADSTONE LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2020

		2020	2019
	Notes	£	£
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	1,698,097	1,960,031
Goodwill	11	1,498,393	1,487,492
Other intangible assets	12	791,175	-
Deferred tax assets	20	13,500	5,421
Contract costs	13	27,321	37,285
Total non-current assets		4,028,486	3,490,229
<b>Current assets</b>			
Inventories	14	14,592	20,921
Contract costs	13	7,682	5,400
Contract assets	2	136,814	8,759
Trade and other receivables	15	19,023,535	21,948,036
Cash and cash equivalents	16	6,997	764,370
Total current assets		19,189,620	22,747,486
<b>Total assets</b>		<b>23,218,106</b>	<b>26,237,715</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Non-current liabilities</b>			
Contract liabilities	2	8,719	117,547
Lease liabilities	17	1,356,510	1,359,783
<b>Current liabilities</b>			
Trade and other payables	18	12,109,850	14,879,954
Current deferred tax liability	20	-	32,652
Contract liabilities	2	2,690,858	3,211,437
Provisions		-	21,312
Lease liabilities	17	119,599	86,813
<b>Total liabilities</b>		<b>16,285,536</b>	<b>19,709,498</b>
<b>Equity</b>			
Called-up share capital	21	4,297,039	4,297,039
Share premium account		1,373,026	1,373,026
Other reserves		3,685,258	3,685,258
Retained earnings		(2,422,753)	(2,827,106)
<b>Total liabilities and equity</b>		<b>23,218,106</b>	<b>26,237,715</b>

The financial statements on pages 10 to 48 were approved by the Board of Directors and authorised for issue on 22 September 2021 and are signed on its behalf by:

# GLADSTONE LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2020

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**Scott Saklad**

Director

The accompanying accounting policies and notes on pages 15 to 48 form an integral part of the financial statements.

**GLADSTONE LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2020**

	Notes	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total £
Balance at 1 January 2019		4,297,039	1,373,027	3,685,258	(1,118,998)	8,236,325
Profit and total comprehensive income for the year		-	-	-	736,892	736,892
Transactions with owners in their capacity as owners:						
Dividends	9	-	-	-	(2,445,000)	(2,445,000)
Balance at 31 December 2019		4,297,039	1,373,027	3,685,258	(2,827,106)	6,528,217
Profit and total comprehensive income for the year		-	-	-	2,799,331	2,799,331
Transactions with owners in their capacity as owners:						
Dividends	9	-	-	-	(2,394,978)	(2,394,978)
Balance at 31 December 2020		4,297,039	1,373,027	3,685,258	(2,422,753)	6,932,571

The accompanying accounting policies and notes on pages 15 to 48 form an integral part of the financial statements.



**GLADSTONE LIMITED****CONSOLIDATED STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 DECEMBER 2020**

	Notes	2020 £	2019 £
<b>Operating activities</b>			
Cash generated from operations	23	2,691,859	4,479,667
Interest paid	7	(28,845)	(29,814)
Income taxes paid		(340,926)	(826,174)
Net cash generated from operating activities		2,322,088	3,623,679
<b>Investing activities</b>			
Purchase of property, plant and equipment	10	(118,477)	(12,736)
Purchase of goodwill	11	(10,901)	-
Purchase of intangible assets other than goodwill	12	(791,175)	(177,149)
Proceeds on disposal of tangible assets		206,378	-
Interest received	6	177	641
Net cash generated from/(used in) investing activities		(713,997)	(189,244)
<b>Financing activities</b>			
Payment of obligations under finance leases		29,514	(107,687)
Dividends paid to owners of the parent company	9	(2,394,978)	(2,445,000)
Net cash used in financing activities		(2,365,464)	(2,552,687)
Net (decrease)/increase in cash and cash equivalents		(757,373)	881,748
Cash and cash equivalents at 1 January 2020		764,370	(117,378)
Cash and cash equivalents at 31 December 2020		6,997	764,370
Cash and cash equivalents per the statement of financial position	16	6,997	764,370
Cash and cash equivalents for the statement of cash flows purpose		6,997	764,370

The accompanying accounting policies and notes on pages 15 to 48 form an integral part of the financial statements.

# **GLADSTONE LIMITED**

## **CONSOLIDATED ACCOUNTING POLICIES**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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#### **General information**

Gladstone Limited ("the Company") is a private company limited by shares and incorporated and domiciled in England. The address of the Company's registered office and principal place of business is Gladstone House, Hithercroft Road, Wallingford, Oxfordshire, OX10 9BT.

The principal activity of the Company was that of a central services company for its subsidiaries and for Jonas Computing (UK) and its subsidiaries. The principal activity of the Group was the provision of computer software and consultancy services in both the current and prior years.

The immediate parent company is Constellation Software UK Holdco Ltd, a company incorporated in England and Wales, which holds 100% of the ordinary shares of Gladstone Limited. The Group is ultimately controlled by Constellation Software Inc. incorporated and domiciled in Canada.

#### **Basis of preparation**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRS Interpretation Committee interpretations ("IFRS IC"), as adopted by the European Union. They have been prepared in accordance with those parts of the Companies Act 2006 that are applicable to companies that prepare consolidated financial statements in accordance with IFRS.

The consolidated financial statements comprise a statement of comprehensive income, a statement of financial position, a statement of changes in equity, a statement of cash flows, and notes. Transactions with the owners of the Group in their capacity as owners are recognised in the statement of changes in equity.

The Group presents the statement of comprehensive income using the classification by function of expenses. The Group believes this method provides more useful information to the users of its financial statements as it better reflects the way operations are run from a business point of view. The statement of financial position format is based on a current and non-current distinction.

#### **Measurement bases**

The consolidated financial statements have been prepared under the historical cost convention, unless otherwise stated within these policies. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The preparation of the consolidated financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates and management judgements in applying the accounting policies. The significant estimates and judgements have been made and their effect is disclosed in note 1.

#### **Basis of consolidation**

The consolidated financial statements incorporate those of Gladstone Limited and all of its subsidiaries (i.e. entities that the Group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

# **GLADSTONE LIMITED**

## **CONSOLIDATED ACCOUNTING POLICIES**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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#### **Going concern**

The consolidated financial statements have been prepared on the going concern basis which assumes that the Group will continue in operational existence for the foreseeable future. The directors have reviewed the working capital requirements of the group for a period of at least 12 months from the anticipated date of signing of the financial statements and are satisfied that the Group will be able to meet its liabilities as they fall due.

The Group's forecasts for the period of 12 months following the approval of the financial statements have been reviewed, and accordingly the Group continues to adopt the going concern basis in preparing its consolidated financial statements.

New features and products have been launched as a response to the shift in market demands throughout the Pandemic and as a result of this, revenue forecasts remain strong, and Gladstone still holds a dominant position in the market.

#### **Foreign and functional currencies**

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which it operates ('the functional currency'). The functional currency of the Group is Sterling (£). The financial statements are presented in Sterling, this being the currency of the economic environment of the Group. Monetary amounts in these financial statements are rounded to the nearest £1.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

# **GLADSTONE LIMITED**

## **CONSOLIDATED ACCOUNTING POLICIES**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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#### **Revenue**

Revenue represents the amount the Group expects to receive for products and services in its contracts with customers, net of discounts and VAT. The Group recognises revenue under four revenue categories being, License, Hardware and other, Professional services, and Maintenance and other recurring revenue. Software license revenue is comprised of non-recurring license fees charged for the use of software products licensed under multiple-year or perpetual arrangements. Professional service revenue consists of fees charged for implementation services, custom programming, product training and consulting. Hardware and other revenue includes the resale of third party hardware as part of customised solutions, as well as sales of hardware assembled internally and the reimbursement of travel costs. Maintenance and other recurring revenue primarily consists of fees charged for customer support on software products post-delivery and also includes recurring fees derived from combined software/support contracts, transaction revenues, managed services, and hosted products.

#### *Contracts with multiple products or services*

Typically, the Group enters into contracts that contain multiple products and services such as software licenses, hosted software-as-a-service, maintenance, professional services, and hardware. The Group evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Group's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined with other goods or services until they are distinct as a bundle and therefore form a single performance obligation. Where a contract consists of more than one performance obligation, revenue is allocated to each based on their estimated standalone selling price (SSP).

#### *Nature of products and services*

The Group sells on-premises software licenses on both a perpetual and specified-term basis. Revenue from the license of distinct software is recognised at the time that both the right-to-use the software has commenced and the software has been made available to the customer. Certain of the Group's contracts with customers contain provisions that require the customer to renew optional support and maintenance in order to maintain the active right to use a perpetual or term license. The renewal payments after the initial bundled support and maintenance term in these cases apply to both the continued right-to-use the license and the support and maintenance renewal. Where the fees payable for the initial term are incremental to the fees for the renewal terms, the excess is treated as a prepayment for expected renewals and allocated (amortised) evenly over the expected customer renewals, up to the estimated life of the software that is typically 4-6 years. Revenue from the license of software that involves complex implementation or customisation that is not distinct, and/or includes sales of hardware that is not distinct, is recognised as a combined performance obligation using the percentage-of-completion method based either on the achievement of contractually defined milestones or based on labour hours.

A portion of the Group's sales, categorised as hardware and other revenue, are accounted for as product revenue. Product revenue is recognised when control of the product has transferred under the terms of an enforceable contract.

Revenue related to the customer reimbursement of travel related expenses incurred during a project implementation where the Group is the principal in the arrangement is included in the hardware and

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## **CONSOLIDATED ACCOUNTING POLICIES**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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other revenue category. Revenue is recognised as costs are incurred which is consistent with the period in which the costs are invoiced. Reimbursable travel expenses incurred for which an invoice has not been issued, are recorded as part of unbilled revenue on the Consolidated statement of financial position.

Maintenance and other recurring revenue primarily consists of fees charged for customer support on software products post-delivery and also includes, to a lesser extent, recurring fees derived from software licenses that are not distinct from maintenance, transaction revenues, managed services, and hosted products.

Revenue from software-as-a-service (SaaS) arrangements, which allows customers to use hosted software over a term without taking possession of the software, are provided on a subscription basis. Revenue from the SaaS subscription, which includes the hosted software and maintenance is recognised rateably over the term of the subscription. Significant incremental payments for SaaS in an initial term are recognised rateably over the expected renewal periods, up to the estimated life of the software.

Professional services revenue including installation, implementation, training and customisation of software is recognised by the stage of completion of the performance obligation determined using the percentage of completion method noted above or as such services are performed as appropriate in the circumstances. The revenue and profit of fixed price contracts is recognised on a percentage of completion basis when the outcome of a contract can be estimated reliably. When the outcome of the contract cannot be estimated reliably but the Group expects to recover its costs, the amount of expected costs is treated as variable consideration and the transaction price is updated as more information becomes known.

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled revenue. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of contract liabilities.

#### **Other income**

##### *Interest income*

Interest income is accrued on a time-apportioned basis, by reference to the principal outstanding at the effective interest rate.

##### *Rental income*

Rental income on assets leased under operating leases is recognised on a straight-line basis over the lease term and is presented within other operating income.

#### **Property, plant and equipment**

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

# **GLADSTONE LIMITED**

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#### **Property, plant and equipment (continued)**

Depreciation is calculated using the straight-line method to allocate their cost amounts to their residual values over their estimated useful lives, as follows:

Freehold property	50 years straight line
Leasehold property	over the term of the lease
Fixtures and fittings	5 years straight line
Computer equipment	3-5 years straight line

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Administrative expenses' in the statement of comprehensive income.

#### **Goodwill**

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses.

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of a related business combination and represent the lowest level within the Group at which management monitors goodwill.

#### **Other intangible assets**

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost, being reflective of fair value, less accumulated amortisation and impairment losses. Subsequent expenditures are capitalised only when it increases the future economic benefits that form part of the specific asset to which it relates and other criteria have been met. Otherwise, all other expenditures are recognised in the statement of comprehensive income as incurred.

Amortisation is recognised in the statement of comprehensive income on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are acquired and available for use, since this most closely reflects the expected usage and pattern of consumption of the future economic benefits embodied in the asset. To determine the useful life of the technology assets, the Group considers the length of time over which it expects to earn or recover the majority of the present value of the forecasted cash flows of the related intangible assets. The estimated useful lives for the current and comparative periods are as follows:

Intellectual property	16.67% straight line
Customer relationships	5-20% straight line
Development expenditure capitalised	16.67% straight line

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#### **Impairment of intangible assets and property, plant and equipment**

At each reporting end date, the Group reviews the carrying amounts of its intangible assets and property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### **Inventories**

Inventories are carried in the consolidated statement of financial position at the lower of cost and net realisable value. Cost is determined on a first-in first-out (FIFO) basis. The cost of work in progress and finished goods comprises materials, direct labour and attributable production overheads based on normal levels of activity.

Write-down is made for obsolete and slow-moving items based on their expected future use and net realisable value. Net realisable value is the estimated sales price in the ordinary course of business after allowing for all further costs of completion and disposal.

#### **Borrowing costs**

All borrowing costs are recognised in the statement of comprehensive income in the year in which they are incurred.

#### **Financial instruments**

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in profit or loss.

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#### *Financial assets*

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

#### *Impairment of financial assets*

The Group recognises an allowance for expected credit losses, or an "ECL", for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on ECLs at each reporting date. The Group has established a provision matrix based on its historical credit loss experience, adjusted for forward-looking factors specific to the economic environment.

ECLs are provided based on an historic assessment of the past 12 months data at a customer level, resulting in a % allocated against certain aged debts. In addition to this assessment, all balances are reviewed on a line-by-line basis to ensure the relevant risk is provided for based on the current industry and operational knowledge.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Impairment losses and any subsequent reversals of impairment losses are adjusted against the carrying amount of the receivable and are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.



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#### *Reclassification of financial assets*

Reclassification is only permitted in rare circumstances and where the asset is no longer held for the purpose of selling in the short-term. In all cases, reclassifications of financial assets are limited to debt instruments. Reclassifications are accounted for at the fair value of the financial asset at the date of reclassification.

#### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss.

A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

#### *Financial liabilities and equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

#### *Financial liabilities*

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

#### *Other financial liabilities*

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Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

#### **Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position includes cash in hand, deposits held at call with banks and cash equivalents. Bank accounts held which have an original maturity of more than three months, or which are subject to significant restrictions over access, are not presented as cash at bank and in hand. Such amounts are shown separately as short-term investments or other financial assets with appropriate disclosure of the related terms.

#### **Current and deferred income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is recognised on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is released or the deferred income tax liabilities is settled.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities

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## **CONSOLIDATED ACCOUNTING POLICIES**

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relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### **Pensions**

The Group operates a defined contribution pension scheme for employees. Contributions are paid as fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### **Dividends**

Dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### **Research and development**

In the research phases of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence expenditure on research and development shall be recognised as an expense when incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the assets will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were incurred in the research phase only.

#### **Leases**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on 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 and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Group is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements 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 Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. 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

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## **CONSOLIDATED ACCOUNTING POLICIES**

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from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension, or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected to apply the practical expedient not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

#### **Impact of new international reporting standard, amendments and interpretations**

There have been no new international reporting standards, amendments or interpretations that have had a material impact on the Group for the year ended 31 December 2020.

#### **Standards and interpretations not yet effective**

##### **IFRS 17 – Insurance contracts**

IFRS 17 requires insurance liabilities to be measured at a current fulfilment value and provides a more uniform measurement and presentation approach for all insurance contracts. These requirements are designed to achieve the goal of a consistent, principle-based accounting for insurance contracts. IFRS 17 supersedes IFRS 4 Insurance Contracts as of 1 January 2021.

Effective for annual reporting periods beginning on or after 1 January 2021.

As the Group does not offer insurance products this new standard is not expected to have a material impact on the Group.

##### **Classification of liabilities as current or non-current (amendments to IAS 1)**

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2022 annual financial statements. The impact of this amendment will depend on the nature of debt and other liabilities arising.

##### **Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)**

The amendments amend IAS 16 to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2022 annual financial statements. The Group does not expect this amendment will have a material impact.

# **GLADSTONE LIMITED**

## **CONSOLIDATED ACCOUNTING POLICIES**

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#### **Standards and interpretations not yet effective (continued)**

##### **Annual Improvements 2018-2020 Cycle**

These annual improvements will make the following amendments:

- IFRS 1 First-time Adoption of International Financial Reporting Standards - Subsidiary as a first-time adopter. The amendment permits a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to IFRSs.
- IFRS 9 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities. The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.
- IAS 41 Agriculture - Taxation in fair value measurements. The amendment removes the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2022 annual financial statements. The Group does not expect this amendment will have a material impact.

##### **Reference to the Conceptual Framework (Amendments to IFRS 3)**

These amendments will result in the following changes to IFRS 3:

- update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework;
- add to IFRS 3 a requirement that, for transactions and other events within the scope of IAS 37 or IFRIC 21, an acquirer applies IAS 37 or IFRIC 21 (instead of the Conceptual Framework) to identify the liabilities it has assumed in a business combination; and
- add to IFRS 3 an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2022 annual financial statements. The impact of this amendment will depend on the nature of future acquisitions under IFRS 3.

# **GLADSTONE LIMITED**

## **CONSOLIDATED ACCOUNTING POLICIES**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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#### **Standards and interpretations not yet effective (continued)**

##### **Covid-19-Related Rent Concessions (Amendment to IFRS 16)**

Amends IFRS 16 to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. The changes:

- provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification;
- require lessees that apply the exemption to account for COVID-19-related rent concessions as if they were not lease modifications;
- require lessees that apply the exemption to disclose that fact; and
- require lessees to apply the exemption retrospectively in accordance with IAS 8, but not require them to restate prior period figures.

The practical expedient applies to COVID-19-related rent concessions that result in reduction in lease payments due on or before 30 June 2021.

Effective for annual reporting periods beginning on or after 1 June 2020.

The Group expects to adopt the amendment for the first time in the 2021 annual financial statements. The Group does not expect this amendment will have a material impact.

##### **Transition to UK-adopted IFRS**

Following the UK exit from the EU the Group will be required to transition to UK-adopted IFRS from 1 January 2021. UK legislation provides that all IFRSs that had been endorsed by the EU on or before the 31 December 2020 became UK-adopted IFRS. On 31 December 2020, UK and EU-adopted IFRS were therefore identical and as a result the Group does not expect this transition to UK-adopted IFRS to have a material impact.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Judgement in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements required management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities income and expenses. Actual results may differ from the estimates.

#### Key Sources of Estimation Uncertainty

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount of values may vary in certain instances from the assumption and estimates made. Changes will be recorded, with corresponding effect in the statement of comprehensive income, when, and if, more reliable information is obtained.

Information about assumptions and estimation uncertainties that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

#### *Impairment reviews*

The Group makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience. See note 15 for the net carrying amount of the receivables.

The impairment analysis of goodwill and tangible and other intangible assets requires an estimation of the value in use of the asset or the cash-generating unit to which the assets are allocated. Estimation of the value in use is primarily based on discounted cash flow models which require the Group to make an estimate of the expected future cash flows from the asset or the cash-generating unit and also to choose an appropriate discount rate in order to calculate the present value of the cash flows.

In recognising provisions, the Group evaluates the extent to which it is possible that it has incurred a legal or constructive obligation in respect of past events and the probability that there will be an outflow of benefits as a result. The judgement used to recognise provisions are based on currently known factors which may vary over time, resulting in changes in the measurement of recorded amounts as compared to initial estimates.

#### Critical Accounting Judgements

#### *Useful economic lives*

The annual amortisation charge for other intangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments and economic utilisation. See note 12 for the carrying amount of the other intangible assets and the accounting policies for the useful economic lives for each class of assets.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### Critical Accounting Judgements (continued)

The annual depreciation charge for property, plant and equipment is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the property, plant and equipment and the accounting policies for the useful economic lives for each class of assets.

### *Provisions*

In recognising provisions, the Group evaluates the extent to which it is possible that it has incurred a legal or constructive obligation in respect of past events and the probability that there will be an outflow of benefits as a result. The judgements used to recognise provisions are based on currently known factors which may vary over time, resulting in changes in the measurement of recorded amounts as compared to initial estimates.

### *IFRS 16 – discount rate*

The Group, as a lessee, measures the lease liability at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment.

The Group determines its incremental borrowing rate with reference to its existing and historical cost of borrowing adjusted for the term and security against such borrowing.



# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 2 Revenue

Revenue is derived from the principal activity of the Group, which is considered to be the sole class of business. Analysis of the Group's revenue is as follows:

	2020 £	2019 £
<i>Major sources of revenue</i>		
License	657,586	374,008
Professional services	1,132,247	983,619
Hardware and other	609,311	916,114
Maintenance and other recurring	9,793,230	9,459,653
Royalties	110,456	168,823
	<u>12,302,830</u>	<u>11,902,217</u>
<i>Geographical regions</i>		
United Kingdom	11,879,255	10,917,614
Rest of Europe	278,850	553,754
Rest of the World	144,725	430,849
	<u>12,302,830</u>	<u>11,902,217</u>
<i>Timing of revenue recognition</i>		
Performance obligations satisfied:		
At a point in time	2,399,144	2,442,564
Over time	9,903,686	9,459,653
	<u>12,302,830</u>	<u>11,902,217</u>

The following tables provide information about unbilled revenue and contract liabilities:

<b>Unbilled revenue</b>	2020 £	2019 £
As at 1 January 2020 and 2019	8,759	9,986
WIP Transferred to A/R	(157,928)	(1,227)
WIP Changes Due to Measure of Progress	285,983	-
<b>At 31 December 2020 and 2019</b>	<u>136,814</u>	<u>8,759</u>

<b>Contract liabilities</b>	2020 £	2019 £
At 1 January 2020 and 2019	3,328,984	2,518,771
Decrease from revenue recognised that was included in the contract liabilities balance at the beginning of the period	(3,072,218)	(2,518,771)
Increase due to cash received, excluding amounts recognised as revenue during the period	2,442,811	3,328,984
<b>At 31 December 2020 and 2019</b>	<u>2,699,577</u>	<u>3,328,984</u>

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £	2019 £
<b>2 Revenue (continued)</b>		
Contract liabilities classified as a current liability	2,690,858	3,211,437
Contract liabilities classified as a non-current liability	8,719	117,547

The amount of revenue recognised in the year ended 31 December 2020 from performance obligations satisfied in previous periods was £nil (2019:£nil).

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognised ("contracted not yet recognised") and includes unearned revenue and amounts that will be invoiced and recognised as revenue in future periods. Contracted not yet recognised revenue was approximately £4,765,711 as of 31 December 2020 (2019: £3,054,433), of which the Group expect to recognise an estimated 75% (2019: 93%) of the revenue over the next 12 months and the remainder thereafter.

### 3 Analysis of expenses by nature

The breakdown by nature of cost of sales, distribution costs and other administrative expenses is as follows:

	2020 £	2019 £
<b>Employee remuneration (Note 5)</b>	6,191,948	6,687,573
<b>Intangible assets</b>		
Amortisation of other intangible assets (Note 12)	-	177,150
Impairment of goodwill (Note 11)	-	240,479
<b>Property, plant and equipment (Note 10)</b>		
Depreciation of property, plant and equipment	160,818	159,524
<b>Cost of Sales</b>		
Consumables and raw materials used	570,716	579,658
Maintenance costs	1,699,262	1,723,702
Other cost of sales	1,100	-
Leasing costs	-	27,496
Foreign exchange loss	80,537	16,818
Telecommunications	53,026	75,250
Small equipment purchases	233,299	121,764
Travel	90,231	298,902
Advertising	107,622	139,439
Bad debt expense	308,299	26,539
Management charges	350,627	769,400
Other administration expenses	697,192	1,176,253
<b>Total cost of sales, distribution costs and administrative expenses</b>	<b>10,544,677</b>	<b>12,219,947</b>

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 4 Auditor's remuneration

Fees payable to James Cowper Kreston in respect of both audit and non-audit services for the year ended 30 December 2020 are as follows:

	2020 £	2019 £
Audit services – statutory audit of the parent and consolidated accounts	18,000	4,569
Audit services – statutory audit of the subsidiaries of the Group	-	15,000
Taxation compliance services	4,000	10,976
Preparation of financial statements	7,500	-
	<u>29,500</u>	<u>30,545</u>

Auditors' remuneration in the prior year was payable to Grant Thornton UK LLP.

### 5 Employees and directors

The average number of persons (including directors) employed by the Group during the year was:

	2020 No	2019 No
Professional services	18	22
Maintenance	20	23
Research and development	26	30
Sales and marketing	13	15
General and administration	33	30
	<u>110</u>	<u>120</u>

The employee costs for the persons above were:

	2020 £	2019 £
Wages and salaries	5,342,108	5,811,948
Social security costs	667,549	685,942
Defined contribution costs	182,291	189,683
	<u>6,191,948</u>	<u>6,687,573</u>

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### 5 Employees and directors (continued)

##### Directors

In respect of the Directors of Gladstone Limited:

	2020 £	2019 £
Emoluments	701,521	819,190
Company contributions to money purchase pension schemes	11,603	11,812
	<u>713,124</u>	<u>831,002</u>

	2020 No	2019 No
The number of Directors to whom retirement benefits are accruing under money purchase schemes was:	<u>2</u>	<u>2</u>

Remuneration disclosed above includes the following amounts paid to the highest paid director.

	2020 £	2019 £
Emoluments	453,940	543,178
Company contributions to money purchase pension schemes	8,228	8,250
	<u>462,168</u>	<u>551,428</u>

A number of the directors are paid by other group entities for services provided to the wider group.

6	Finance income	2020 £	2019 £
	Other interest receivable	<u>26</u>	<u>641</u>
7	Finance costs	2020 £	2019 £
	Interest on leases	<u>28,845</u>	<u>29,814</u>

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

8	Income tax expense	2020 £	2019 £
	<b>Current tax</b>		
	UK Corporation tax on profits for the year	255,860	175,746
	Adjustments recognised in the year for current tax of prior periods	(3,582)	289,968
	Total current tax	252,278	465,714
	<b>Deferred tax</b>		
	Origination and reversal of timing difference	(40,727)	(27,872)
	Total income taxes	211,551	437,842
	<b>Tax expense reconciliation</b>		
		2020 £	2019 £
	Profit before income tax	3,010,882	1,174,734
	Corporation tax charge thereon at 19% (2019 – 19%)	572,068	223,200
	Effects of:		
	Expenses not deductible for tax purposes	5,197	163,100
	Utilisation of tax losses not previously recognised	-	-
	Under provision of current tax	(227,958)	-
	Amounts relating to change in tax rates	3,291	-
	Capital allowances for year in excess of depreciation	854	(4,369)
	Adjustments to tax in respect of prior periods	(41,028)	158,390
	Adjustment in research and development tax credit leading to a decrease in the tax charge	(48,600)	(40,333)
	Change in unrecognised deferred tax	-	-
	Group relief	(102,483)	-
	Double tax relief	-	(8,441)
	Other timing differences	(8,424)	54,931
	Other differences	-	(108,636)
		152,917	437,842

The effective tax rate for 2020 and 2019 was 19%. The theoretical income taxes are determined by applying the domestic corporate tax rate in The United Kingdom, where the parent is domiciled. The effective tax rate is calculated including the share of post-tax results of associates. This calculation is consistent with that used in prior years.

In the Spring Budget 2020, the Government announced that from 1 April 2025 the corporation tax rate will increase to 25%. This new law has not yet been substantively enacted, so its effects are not included in these financial statements.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

9	Dividends on equity shares	2020 £	2019 £
	Interim dividends paid of £0.04 per share (2019 - £0.04 per share)	2,394,978	2,445,000
		<u>2,394,978</u>	<u>2,445,000</u>

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 10 Property, plant and equipment

	Freehold land and buildings £	Leasehold land and buildings £	Leasehold improve- ments £	Fixtures and fittings £	Computer equipment £	Total £
<b>Cost</b>						
As at 1 January 2020	245,200	1,554,283	364,689	235,840	250,409	2,650,421
Additions	-	106,224	-	-	12,253	118,477
Disposals	(245,200)	-	-	(36,621)	-	(281,821)
As at 31 December 2020	-	1,660,507	364,689	199,219	262,662	2,487,077
<b>Depreciation</b>						
As at 1 January 2020	34,328	109,092	121,169	176,369	249,432	690,390
Charge for the period	4,495	126,865	18,622	22,818	1,233	174,033
Disposals	(38,823)	-	-	(36,620)	-	(75,443)
As at 31 December 2020	-	235,957	139,791	162,567	250,665	788,980
<b>Net book value</b>						
As at 31 December 2020	-	1,424,550	224,898	36,652	11,997	1,698,097
As at 31 December 2019	210,872	1,445,191	243,520	59,471	977	1,960,031

The depreciation charge for the period is recognised within administrative expenses in the Statement of Comprehensive Income.

### Carrying value of right-of-use assets

As at 31 December 2020	-	1,424,550	-	-	-	1,424,550
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# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

11	Goodwill	Goodwill £
	As at 1 January 2020	1,487,492
	Additions	10,901
	As at 31 December 2020	1,498,393
	<b>Impairment</b>	
	As at 1 January 2020	-
	Goodwill impairment	-
	As at 31 December 2020	-
	<b>Carrying amount:</b>	
	As at 31 December 2020	1,498,393
	As at 31 December 2019	1,487,492

The remaining carrying amount of goodwill relates to Gladstone MRM Limited. Estimation of the value in use for goodwill is primarily based on future revenue and profitability forecasts over the following 5 years, which is re-assessed on a quarterly basis. The Company has a history of profitability and projections are based on a mature pipeline, 3-5 year contracts and historic data. There are no significant assumptions required for the review of this cash-generating unit.

12	Other intangible assets	Development expenditure	Intellectual property £	Customer relationships £	Total £
	<b>Cost or valuation:</b>				
	As at 1 January 2020	-	8,217,713	2,485,141	10,702,854
	Additions	791,175	-	-	791,175
	As at 31 December 2020	791,175	8,217,713	2,485,141	11,494,028
	<b>Amortisation and impairment:</b>				
	As at 1 January 2020	-	8,217,713	2,485,141	10,702,854
	Amortisation charged for the year	-	-	-	-
	As at 31 December 2020	-	8,217,713	2,485,141	10,702,854
	<b>Carrying amount:</b>				
	As at 31 December 2020	791,175	-	-	791,175
	As at 31 December 2019	-	-	-	-

No amortisation has been provided on capitalised development expenditure as the related assets have not yet been brought into use.



# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

<b>13 Contract costs</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Costs to obtain contracts		
Current	7,682	5,400
Non-current	27,321	37,285
Total	<u>35,003</u>	<u>42,685</u>

The group has capitalised and amortised incremental commission costs on a systematic basis, consistent with the pattern of transfer of the goods or services to which the commission relates as the group believes these costs are recoverable. The total capitalised commission costs as of 31 December 2020 is £35,003 (2019 - £42,685). The amount of amortisation expense for the year ended 31 December 2020 was £7,682 (2019 - £9,688) and there was no impairment loss in relation to the costs capitalised

<b>14 Inventories</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Finished goods and goods for resale	14,592	20,921
	<u>14,592</u>	<u>20,921</u>

<b>15 Trade and other receivables</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
<b>Current portion</b>		
Trade receivables	1,547,395	1,054,070
Amounts due from fellow group undertakings	16,944,321	20,275,058
Corporation tax recoverable	129,907	41,264
Prepayments and accrued income	257,731	230,701
Other receivables	144,181	346,943
	<u>19,023,535</u>	<u>21,948,036</u>

The amounts due from fellow group undertakings are unsecured and are repayable on demand.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 16 Cash and cash equivalents

	2020 £	2019 £
Cash in hand	6,997	764,370
Cash balances held at 31 December	31,868	764,370
Less bank overdrafts netted off in the statement of financial position	(24,871)	-
Balance as stated in the statement of cash flows at 31 December	6,997	764,370

### 17 Leases

	2020 £	2019 £
<b>Right-of-use assets</b>		
At 1 January 2020 and 2019	1,445,191	1,554,283
Additions	106,223	(109,092)
Depreciation	(126,864)	(107,687)
At 31 December 2020 and 2019	1,424,550	1,445,191

	2020 £	2019 £
<b>Lease liabilities</b>		
At 1 January 2020 and 2019	1,446,596	1,524,470
Interest expense	132,846	29,813
Lease payments	(103,331)	(107,687)
At 31 December 2020 and 2019	1,476,109	1,446,596

	2020 £	2019 £
<b>Amounts due:</b>		
Within one year	119,599	86,813
Between one and five years	503,033	427,701
After five years	853,477	821,082
	1,476,109	1,446,596

	2020 £	2019 £
<b>Effect of leases on cash flows:</b>		
Total cash outflow for leases in the year:	(103,331)	(107,687)

#### Lease terms

The Group has one property lease with a term of 13 years remaining.

No variable lease payments dependent on an index or rate, purchase options, residual value guarantees or material lease incentives were noted in the Group's existing lease contract.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

<b>18 Trade and other payables</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
<b>Current portion</b>		
Trade payables	190,546	108,822
Amounts due to fellow group undertakings	9,338,912	12,913,124
Other tax and social security	1,035,920	155,162
Accrued liabilities	1,372,572	1,167,122
Other payables	171,900	535,724
	<u>12,109,850</u>	<u>14,879,954</u>

The amounts due to fellow group undertakings are unsecured and are repayable on demand.

During the year £149,571 was charged to the statement of comprehensive income in relation to the purchase of shares by employees as part of their annual performance bonus entitlement. There are no vesting requirements attached to these shares, and the commitment is settled through the purchase of shares on the open market, reflecting a cash-settled share-based payment. As at the year-end there was a liability of £149,571 which was used to purchase shares post year end based at the current market value.

## 19 Financial instruments and financial risks

### Financial instruments

The Group's principal financial instruments, from which financial risk arises, comprise of the following:

- Trade and other receivables
- Cash and cash equivalents
- Borrowings
- Trade and other payables

The Group does not issue or use financial instruments of a speculative nature.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### 19 Financial instruments and financial risks (continued)

The totals for each category of financial instruments, measured in accordance with IFRS 9 as detailed in the accounting policies to these consolidated financial statements, are as follows:

	Notes	Loans and receivables held at amortised cost	
		2020 £	2019 £
<b>Current assets</b>			
Trade and other receivables	15	18,491,716	21,329,128
Cash and cash equivalents	16	6,997	764,370
Total financial assets		18,498,713	22,093,498
		Financial liabilities held at amortised cost	
		2020 £	2019 £
<b>Current liabilities</b>			
Trade and other payables	18	11,073,930	14,724,793
Total financial liabilities		11,073,930	14,724,793

#### Financial risks

##### Overview

The Group is exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth. The main objectives of the Group's risk management process are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal financial risks to which the Group is exposed are described below.

##### Market risk

The Group operates internationally, giving rise to exposure to market risks from changes in foreign exchange rates which impact sales and purchases that are denominated in a currency other than the respective functional currencies of certain of its subsidiaries. The Group currently does not typically use derivative instruments to hedge its exposure to those risks. Most of the Group's businesses are organised geographically so that many of its expenses are incurred in the same currency as its revenues thus mitigating some of its exposure to currency fluctuations. As the Group's exposure to market risk is considered to be immaterial no sensitivity analysis has been performed.

##### Liquidity risk

Liquidity risk is the risk that the Group is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Group manages liquidity risk through the management of its capital structure and financial leverage. One of the Group's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows from operations.

The majority of the Group's financial liabilities recorded in accounts payable and accrued liabilities and payable to third parties are due within 60 days.

Given the Group's available liquid resources and credit capacity as compared to the timing of the payments of liabilities, the Group assesses its liquidity risk to be low.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 19 Financial instruments and financial risks (continued)

#### *Credit risk*

Credit risk represents the financial loss that the Group would experience if a counterparty to a financial instrument, in which the Group has an amount owing from the counterparty failed to meet its obligations in accordance with the terms and conditions of its contracts with the Group. The carrying amount of the Group's financial assets, including receivables from customers, represents the Group's maximum credit exposure.

The majority of the accounts receivable balance relates to maintenance invoices to customers that have a history of payment.

The maximum exposure to credit risk for accounts receivable at the reporting date was:

	2020 £	2019 £
<b>Current assets</b>		
Trade receivables	1,547,395	1,054,070

Movements in the allowance for expected credit losses in respect of accounts receivable are as follows:

	2020 £	2019 £
Balance at 31 December 2018 and 2019	(23,896)	-
Impairment loss recognised	(515,584)	(54,834)
Impairment loss reversed	54,208	30,938
Amounts written off	131,386	-
Increase from business combinations	-	-
Balance at 30 December 2019 and 2020	(353,886)	(23,896)

There is no concentration of credit risk because of the Group's diverse and disparate number of customers with individual receivables that are not significant to the Group on a consolidated basis. In addition, the Group typically invoices in advance to obtain payment prior to a service starting.

The Group manages credit risk related to cash by maintaining the majority of the Group's bank accounts with Schedule 1 banks.

#### *Fair values versus carrying amounts*

The carrying values of cash, trade receivables, trade payables, accrued liabilities, borrowings and other payables, approximate their fair values due to the short-term nature of these instruments.

Bank debt is subject to market interest rates.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### 19 Financial instruments and financial risks (continued)

##### Maturities of financial liabilities

	Trade payables £	Other payables £	Lease liabilities £	Undiscounted Lease Liabilities £	Total (excluding undiscounted) £
Less than 6 months	190,546	11,919,304	51,871	65,000	12,161,721
6 - 12 months	-	-	51,871	65,000	51,871
1 - 2 years	-	-	105,836	130,000	105,836
2 - 5 years	-	-	330,498	390,000	330,498
Over 5 years	-	-	820,207	877,500	820,207
	<u>190,546</u>	<u>11,919,304</u>	<u>1,360,283</u>	<u>1,527,500</u>	<u>13,470,133</u>

##### At 31 December 2019

	Trade payables £	Other payables £	Lease liabilities £	Undiscounted Lease Liabilities £	Total (excluding undiscounted) £
Less than 6 months	108,822	14,771,132	47,550	48,125	14,927,504
6 - 12 months	-	-	39,263	53,125	39,263
1 - 2 years	-	-	103,741	130,000	103,741
2 - 5 years	-	-	323,959	390,000	323,959
Over 5 years	-	-	934,137	1,007,500	934,137
	<u>108,822</u>	<u>14,771,132</u>	<u>1,488,650</u>	<u>1,628,750</u>	<u>16,328,604</u>

#### Foreign exchange risk

The Group operates predominately in the United Kingdom, with minimal exposure to foreign exchange risk through trading with their customers. The main risk arises on intercompany balances with Group companies, with the largest balance totalling \$4,191,272 (2019: \$1,030,366). At 31 December 2020, if the £ had weakened by 5% against the Dollar, with all other variables held constant, the pre-tax profit would have been approximately £146,225 (2019: £37,216) higher.

	2020 £	2019 £
<b>Current assets</b>		
Trade and other receivables AUD	527,305	527,305
Trade and other receivables EUR	347,300	270,632
Trade and other receivables CAD	459,919	493,877
<b>Current liabilities</b>		
Trade and other payables USD	(4,191,272)	(1,030,366)
Trade and other payables EUR	(201,336)	(5,989)
Trade and other payables ZAR	(974,027)	(974,027)

**GLADSTONE LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2020****20 Deferred tax**

The movement on the deferred income tax account is as shown below:

	<b>Liabilities</b>	<b>Assets</b>
	<b>£</b>	<b>£</b>
As at 1 January 2019	-	30,150
(Debit)/Credit to statement of comprehensive income	(32,652)	(24,729)
As at 31 December 2019	(32,652)	5,421
(Debit)/Credit to statement of comprehensive income	789	39,942
As at 31 December 2020	(31,863)	45,363

The deferred tax asset is made up as follows:

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Decelerated capital allowances	39,368	5,421
Retirement benefit obligations	5,995	-
As at 31 December	45,363	5,421

The deferred tax liability is made up as follows:

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Accelerated capital allowances	(31,863)	(32,652)

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 21 Share capital and reserves

#### Share capital

	2020 No	2019 No
<b>Allotted, issued and fully paid</b>		
Ordinary shares of £0.01 each	59,650,933	59,650,933
Non – voting deferred shares of £0.09 each	41,116,996	41,116,996
	2020 £	2019 £
<b>Allotted, issued and fully paid</b>		
Ordinary shares of £0.01 each	596,509	596,509
Non – voting deferred shares of £0.09 each	3,700,530	3,700,530
	4,297,039	4,297,039

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Non-voting deferred shares have attached to them no voting rights and have no rights to dividend and capital distribution (including on winding up) until after Ordinary shares; they do not confer any rights of redemption.

#### Reserves

##### *Share premium account*

The share premium account includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

##### *Other reserves*

Other reserves represent a special reserve that arose as a result of the de-merge of Ge.World UK and its subsidiaries in 2001.

##### *Retained earnings*

Retained earnings include cumulative profit and loss net of distributions to owners.

### 22 Capital risk management

The Group's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its shareholders. The Group manages its capital with the objective of ensuring that there are adequate capital resources while maximising the return to shareholders.

The Board of Directors determine if and when dividends should be declared and paid based on all relevant circumstances, including the desirability of financing further growth of the Group and its financial position at the relevant time.



# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

### 22 Capital risk management (continued)

The Group makes adjustments to its capital structure in light of general economic conditions, the risk characteristics of the underlying assets and the Group's working capital requirements. In order to maintain or adjust its capital structure, the Group, upon approval from its Board of Directors, may increase or decrease dividends, take out a line of credit or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions not in the ordinary course of business, as well as significant acquisitions and other major investments above pre-determined quantitative thresholds.

### 23 Notes to the statement of cash flows

#### *Reconciliation of profit to cash flows generated from operations*

	2020 £	2019 £
Profit before tax	2,799,331	1,174,734
Adjustments for:		
Income tax expense	211,551	-
Finance costs	28,845	29,814
Finance income	(178)	(641)
Depreciation of property, plant and equipment	174,033	159,524
Amortisation and impairment of intangible assets	-	417,628
Provision movements	(21,308)	21,312
(Increase)/decrease in inventories	6,329	9,205
Increase/(decrease) in receivables	2,892,771	1,086,977
(Decrease)/increase in payables	(3,399,515)	1,581,114
Cash generated from operations	<u>2,691,859</u>	<u>4,479,667</u>

### 24 Contingent liabilities

In the event that bank indebtedness arises in the ultimate parent undertaking, Constellation Software Inc., it is secured by means of an unlimited guarantee and debenture over the assets of the Group and Company.

### 25 Retirement benefits

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost represents contributions payable by the Group to the fund and amounted to £182,291 (2019: £189,683). Contributions totalling £65,208 (2019: £nil) were payable to the fund at the year end.

# GLADSTONE LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### 26 Related party transactions

##### *Transactions with group undertakings*

The following transactions occurred with other group undertakings during the year:

	2020 £	2019 £
<b>Royalty income</b>	<b>110,456</b>	<b>168,823</b>
In relation to subsidiaries	110,456	168,823
<b>Sales of goods and services</b>	<b>81,284</b>	<b>1,521,637</b>
In relation to subsidiaries	81,284	1,521,637
	<b>191,740</b>	<b>1,690,460</b>
<b>Purchase of goods and services</b>	<b>364,237</b>	<b>319,490</b>
In relation to subsidiaries	364,237	319,490

The following balances are outstanding at the reporting date in relation to transactions with group undertakings:

	2020 £	2019 £
<b>Amounts owed by group undertakings</b>	<b>16,944,321</b>	<b>20,275,058</b>
In relation to immediate parent	2,232,485	2,170,441
In relation to subsidiaries	14,711,836	18,104,617
<b>Amounts owed to group undertakings</b>	<b>(9,338,912)</b>	<b>(12,913,124)</b>
In relation to immediate parent	-	-
In relation to subsidiaries	(9,338,912)	(12,913,124)
	<b>7,605,409</b>	<b>7,361,934</b>

##### *Transactions with other related parties*

During the year the Group paid £41,226 (2019: £53,417) to Arrow Business Communications Ltd, a company of which some shares are owned by the wife of a Director. £479 (2019: £5,611) was owing from Arrow Business Communications Ltd as at the year end.

During the year the Group paid £84 (2018: £494) to Neterian Limited, a company partly owned by a Director. £46 was owing from Neterian Limited as at the year end (£46 owing to Neterian as at the year ended 2019).

**GLADSTONE LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2020****26 Related party transactions (continued)****Key management compensation**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Wages, salaries and short-term benefits	786,372	770,586
Post-employment benefits	14,076	11,812
Share-based payments	137,165	157,986
	<u>937,613</u>	<u>940,384</u>

Key management personnel include all senior management across the Group who together have authority and responsibility for planning, directing and controlling the activities of the Group.

There are two Directors of the Company, who are Directors of the worldwide group, and are remunerated by Gladstone Limited's parent entities.

**28 Prior year restatement**

An adjustment to the comparative amounts has been made to correct amounts that were incorrectly eliminated to cost of sales and administration expenses in 2019. The overall impact on profit in the prior year is £nil.

**28 Ultimate parent company**

The immediate parent undertaking is Constellation Software UK Holdco Ltd, a company incorporated in England and Wales. Constellation Software UK Holdco Ltd is not required to prepare group accounts.

The largest and smallest group in which the results are consolidated is that headed by Constellation Software Inc. Constellation Software Inc. is also the ultimate controlling part of the Company. The consolidated accounts of Constellation Software Inc. are available to the public and may be obtained from Gary Jonas Computing Ltd, 8133 Warden Ave, Suite 400, Markham, Ontario, Canada, L6G 1R3.

**29 Post balance sheet events**

On 31 August 2021, the Group paid dividends of £2,720,000 to its parent company.

**GLADSTONE LIMITED**

Company Registration No. 03327360

**PARENT COMPANY STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2020**

	Notes	2020 £	2019 £
<b>Non-current assets</b>			
Property, plant and equipment	2	1,577,370	1,740,382
Other intangible assets	3	-	-
Investments in subsidiaries	4	11,686,613	11,686,613
		<u>13,263,983</u>	<u>13,426,995</u>
<b>Current assets</b>			
Trade and other receivables	6	4,705,117	8,657,609
Cash and cash equivalents	7	10,868	707,196
		<u>4,715,985</u>	<u>9,364,805</u>
Trade and other payables: amounts falling due within one year	8	(3,798,426)	(7,531,396)
<b>Net current assets</b>		<u>917,559</u>	<u>1,833,409</u>
<b>Total assets less current liabilities</b>		<u>14,181,542</u>	<u>15,260,404</u>
<b>Provisions for liabilities</b>			
Deferred tax	9	(30,543)	(33,039)
Lease liabilities	10	(1,256,541)	(1,359,783)
<b>Net assets</b>		<u>12,894,458</u>	<u>13,867,582</u>
<b>EQUITY</b>			
Called-up share capital	11	4,297,039	4,297,039
Share premium account		1,373,026	1,373,026
Other reserves		3,685,258	3,685,258
Retained earnings		3,539,135	4,512,259
<b>Total equity</b>		<u>12,894,458</u>	<u>13,867,582</u>

As permitted by s408 Companies Act 2006, the Company has not presented its own income statement, nor a statement of comprehensive income, and related notes. The Company's profit for the year was £1,421,854 (2019: £358,389).

The financial statements on pages 51 to 65 were approved by the Board of Directors and authorised for issue on 22 September 2021 and are signed on its behalf by:

  
 45FE70063786454...  
**Scott Saklad**  
 Director

The accompanying accounting policies and notes on pages 51 to 65 form an integral part of the financial statements.

**GLADSTONE LIMITED****PARENT COMPANY STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2020**

	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total £
Balance at 1 January 2019	4,297,039	1,373,026	3,685,258	6,598,870	15,954,193
Profit and total comprehensive income for the year	-	-	-	358,389	358,389
Transactions with owners in their capacity as owners:					
Dividends	-	-	-	(2,445,000)	(2,445,000)
Balance at 31 December 2019	4,297,039	1,373,026	3,685,258	4,512,259	13,867,582
Profit and total comprehensive income for the year	-	-	-	1,421,854	1,421,854
Transactions with owners in their capacity as owners:					
Dividends	-	-	-	(2,394,978)	(2,394,978)
Balance at 31 December 2020	4,297,039	1,373,026	3,685,258	3,539,135	12,894,458

The accompanying accounting policies and notes on pages 51 to 65 form an integral part of the financial statements.

# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### General information

Gladstone Limited is a private company limited by shares incorporated in the United Kingdom. Its registered office is Gladstone House, Hithercroft Road, Wallingford, Oxfordshire, OX10 9BT.

The principal activity of the Company was that of a central services company for Jonas UK.

### Basis of preparation

The parent company financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") 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 accounting policies (see note 1).

The following principal accounting policies have been applied:

### Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The directors have reviewed the working capital requirements of the Company for a period of at least 12 months from the anticipated date of signing of the financial statements and are satisfied that the Company will be able to meet its liabilities as they fall due.

The Company's forecasts for the period of 12 months following the approval of the financial statements has been reviewed, and accordingly the Company continues to adopt the going concern basis in preparing its individual financial statements.

Gladstone Limited's main income is royalty income received from Gladstone MRM Limited, its main subsidiary company. This income will continue to be received in as Gladstone MRM Limited continues to sell its product throughout the pandemic.

### Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 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 group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of IAS 16 Property, Plant and Equipment to present a comparative reconciliation
- the requirements in IAS 24, 'Related party disclosures' (key management compensation)
- the requirements of paragraphs 134-136 of IAS 1 Presentation of Financial Statements for capital management disclosures
- the requirements of paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 'Revenue from Contracts with Customers'.

# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

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- the effect of future accounting standards not adopted
- presentation of comparative recognition of the number of shares outstanding at the beginning and end of the period

#### **Leases**

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on 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 and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements 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. 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, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension, or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to apply the practical expedient not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

#### **Foreign currency translation**

##### *Functional and presentation currency*

The Company's functional and presentational currency is GBP. Monetary amounts in these financial statements are rounded to the nearest £1.

##### *Transactions and balances*

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

# **GLADSTONE LIMITED**

## **PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)**

### **FOR THE YEAR ENDED 31 DECEMBER 2020**

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#### **Foreign currency translation (continued)**

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 comprehensive Income.

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

#### **Revenue**

Revenue represents the amount the Company expects to receive for the use of its Intellectual Property, net of VAT. Revenue is recognised only when (or as) the later of the following events occurs:

- the subsequent sale or usage occurs; and
- the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied).

#### **Interest income**

Interest income is recognised in the statement of comprehensive income using the effective interest method.

#### **Finance costs**

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### **Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, 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.



# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### Current and deferred taxation (continued)

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.

#### 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.

#### Property, plant and equipment

Property, plant and equipment 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.

The Company adds to the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment	- 20% straight-line
Leasehold improvements	- 7% straight-line
Right of use assets	- over the term of the lease or estimated useful life, whichever is shorter

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 comprehensive Income.

#### Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

### Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in profit or loss.

#### *Financial assets*

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

#### *Impairment of financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each end of reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

The Company recognises an allowance for expected credit losses, or an ECL, for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### Financial instruments (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

#### *Reclassification of financial assets*

Reclassification is only permitted in rare circumstances and where the asset is no longer held for the purpose of selling in the short-term. In all cases, reclassifications of financial assets are limited to debt instruments. Reclassifications are accounted for at the fair value of the financial asset at the date of reclassification.

#### *Derecognition of financial assets*

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss.

A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

#### *Financial liabilities and equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

# GLADSTONE LIMITED

## PARENT COMPANY ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### Financial instruments (continued)

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### *Financial liabilities*

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

#### *Other financial liabilities*

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### *Derecognition of financial liabilities*

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

### Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 1 Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements required management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates.

#### Key Sources of Estimation Uncertainty

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount of values may vary in certain instances from the assumption and estimates made. Changes will be recorded, with corresponding effect in the statement of comprehensive income, when, and if, better information is obtained.

Information about assumptions and estimation uncertainties that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below:

#### Critical Accounting Judgements and Estimates

##### *Provisions*

In recognising provisions, the Company evaluates the extent to which it is possible that it has incurred a legal or constructive obligation in respect of past events and the probability that there will be an outflow of benefits as a result. The judgements used to recognise provisions are based on currently known factors which may vary over time, resulting in changes in the measurement of recorded amounts as compared to initial estimates.

##### *Useful economic lives*

The annual depreciation charge for property, plant and equipment is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 2 for the carrying amount of the property plant and equipment the accounting policies for the useful economic lives for each class of assets.

##### *Recoverability*

The Company makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the aging profile of receivables and historical experience. See note 6 for the net carrying amount of the receivables.

The Company also makes an estimate of the recoverable value of investments. When assessing impairment of investments, management review discounted future cashflows forecasts along with the current financial position and industry knowledge.

# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### *IFRS 16 – discount rate*

The Company, as a lessee, measures the lease liability at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses its incremental borrowing rate.

Incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment.

The Company determines its incremental borrowing rate with reference to its existing and historical cost of borrowing adjusted for the term and security against such borrowing.

## 2 Property, plant and equipment

	Leasehold property	Leasehold improvement	Office equipment	Total
	£	£	£	£
<b>Cost</b>				
As at 1 January 2020	1,554,284	286,352	130,569	1,971,205
Additions – owned assets	-	-	(36,621)	(36,621)
As at 31 December 2020	1,554,284	286,352	93,948	1,934,584
<b>Depreciation</b>				
As at 1 January 2020	109,092	42,832	78,898	230,822
Charge for the period	125,601	18,622	18,789	163,012
Disposals			(36,620)	(36,620)
As at 31 December 2020	234,693	61,454	61,067	357,214
<b>Net book value</b>				
As at 31 December 2020	1,319,591	224,898	32,881	1,577,370
As at 31 December 2019	1,445,191	243,520	51,671	1,740,382

# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 2 Property, plant and equipment (continued)

#### Carrying value of right-of-use assets

	Leasehold property £	Leasehold improvement £	Office equipment £	Total £
As at 31 December 2019	1,445,191	-	-	1,445,191
As at 31 December 2020	1,319,591	-	-	1,319,591

### 3 Other intangible assets

#### Intellectual property £

#### Cost

As at 1 January and 31 December 2020

1

#### Amortisation

As at 1 January 2020

1

As at 31 December 2020

-

#### Net book value

As at 31 December 2020

-

As at 31 December 2019

-

### 4 Investments

#### Investments in subsidiary entities £

#### Cost

As at 1 January 2020

24,930,937

As at 31 December 2020

24,930,937

#### Impairment

As at 1 January 2020

13,244,324

As at 31 December 2020

13,244,324

#### Net book value

As at 31 December 2020

11,686,613

As at 31 December 2019

11,686,613

# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 5 Subsidiaries

All companies listed below are owned by the Company and all interests are in the ordinary share capital, except where otherwise indicated. All subsidiaries have been consolidated.

The Company holds a majority of the voting rights of the following undertakings:

Entity	Country of incorporation	Interest	Holding	Address (see below for full)
Gladstone MRM Limited	UK	100%	Direct	Gladstone House
Gladstone Education Limited	UK	100%	Direct	Gladstone House

Address	Full address
Gladstone House	Gladstone House, Hithercroft Road, Wallingford, Oxfordshire, England, OX10 9BT

Gladstone MRM Limited, company number 01548633 (England & Wales), is exempt from the requirements under Companies Act 2006 relating to the audit of financial statements under Section 479A of the Companies Act 2006.

Gladstone Education Limited, company number 04558855 (England & Wales), is exempt from the requirements under Companies Act 2006 relating to the audit of financial statements under Section 479A of the Companies Act 2006.

6 Trade and other receivables	2020 £	2019 £
Amounts due from fellow group undertakings	4,550,392	8,031,105
Prepayments	116,552	9,542
Other receivables	38,173	616,962
	<u>4,705,117</u>	<u>8,657,609</u>

The amounts due from fellow group undertakings are unsecured and are repayable on demand

7 Cash and cash equivalents	2020 £	2019 £
Cash at bank and in hand	<u>10,868</u>	<u>707,196</u>



# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 8 Trade and other payables: amounts falling due within one year

	2020 £	2019 £
Trade payables	4,126	40,975
Amounts due to fellow group undertakings	2,957,069	6,070,186
Corporation tax payable	100,509	144,264
Other tax and social security	31,862	29,641
Other payables	73,444	475,518
Accrued liabilities	527,674	683,999
Lease liabilities	103,742	86,813
	<u>3,798,426</u>	<u>7,531,396</u>

Bank overdrafts with the Bank of Montreal are secured by way of first fixed and floating charge on all existing and future assets owned by the Company.

The amounts due to fellow group undertakings are unsecured and are repayable on demand

### 9 Deferred tax

The movement on the deferred income tax account is as shown below:

	Liability £
As at 1 January 2020	(33,039)
Debit to statement of comprehensive income	2,496
As at 31 December 2020	<u>(30,543)</u>

The deferred tax (liability)/asset is made up as follows:

	2020 £	2019 £
Accelerated capital allowances	(31,865)	(33,039)
Retirement benefit obligations	1,322	-
As at 31 December	<u>(30,543)</u>	<u>(33,039)</u>

# GLADSTONE LIMITED

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 10 Leases

	2020 £	2019 £
<b>Right-of-use assets</b>		
At 1 January 2020 and 2019	1,445,191	1,554,283
Depreciation	(125,600)	(129,092)
At 31 December 2020 and 2019	1,319,591	1,445,191

	2020 £	2019 £
<b>Lease liabilities</b>		
At 1 January 2020 and 2019	1,446,596	1,524,470
Interest expense	28,151	29,813
Lease payments	(114,465)	(107,687)
At 31 December 2020 and 2019	1,360,282	1,446,596

	2020 £	2019 £
<b>Amounts due:</b>		
Within one year	103,742	86,813
Between one and five years	436,334	427,701
After five years	820,207	932,082
	1,360,282	1,446,596

	2020 £	2019 £
<b>Effect of leases on cash flows:</b>		
Total cash outflow for leases in the year:	(103,742)	(107,687)

#### **Lease terms**

The Company has one property lease with a term of 13 years remaining.

No variable lease payments dependent on an index or rate, purchase options, residual value guarantees or material lease incentives were noted in the Company's existing lease contract.

**GLADSTONE LIMITED****NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2020**

<b>11 Share capital</b>	<b>2020 £</b>	<b>2019 £</b>
<b>Allotted, called up and fully paid</b>		
59,650,933 Ordinary shares of £0.01 each	596,509	596,509
41,116,996 Non-voting deferred shares of £0.09 each	3,700,530	3,700,530
	<u>4,297,039</u>	<u>4,297,039</u>

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Non-voting deferred shares have attached to them no voting rights and have no rights to dividend and capital distribution (including on winding up) until after Ordinary shares; they do not confer any rights of redemption.

**12 Reserves****Share premium account**

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium.

**Retained earnings**

Includes all current and prior period retained profits and losses.

**Other reserves**

The special reserve arose as a result of the de-merger of Ge. World UK and its subsidiaries in 2001.

**13 Contingent liabilities**

In the event that bank indebtedness arises in the ultimate parent undertaking, Constellation Software Inc., it is secured by means of an unlimited guarantee and debenture over the assets of the Company and other group undertakings.

**14 Related party transactions**

As permitted by FRS 101, related party transactions with wholly owned members of Constellation Software Inc. have not been disclosed.

# **GLADSTONE LIMITED**

## **NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020**

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### **15 Controlling party**

The immediate parent company is Constellation Software UK Holdco Ltd, a company incorporated in England and Wales. Constellation Software UK Holdco Ltd is not required to prepare group accounts.

The largest and smallest group in which the results are consolidated is that headed by Constellation Software Inc. Constellation Software Inc. is also the ultimate controlling part of the Company. The consolidated accounts of Constellation Software Inc. are available to the public and may be obtained from Gary Jonas Computing Ltd, 8133 Warden Ave, Suite 400, Markham, Ontario, Canada, L6G 1R3.

### **16 Post balance sheet events**

On 31 August 2021, the Company paid dividends of £2,720,000 to its parent company.