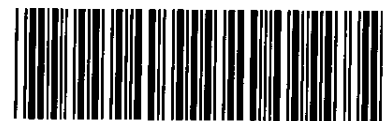

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

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COMPANIES HOUSE

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

COMPANY INFORMATION

Directors	K Bolseth M Reck
Company secretary	Oakwood Corporate Secretary Limited
Registered number	03498084
Registered office	3rd Floor 1 Ashley Road Altrincham Cheshire WA14 2DT
Accountants	Evelyn Partners LLP 45 Gresham Street London EC2V 7BG

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

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CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Directors

The directors who served during the year were:

K Bolseth
M Reck

Small companies note

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

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

Matthew J Reck
Matthew J Reck (Dec 30, 2022 00:26 CST)

M Reck
Director

Date: 30/12/2022

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

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

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £000	2020 £000
Administrative expenses		7	(5,773)
Operating profit/(loss)		<u>7</u>	<u>(5,773)</u>
Interest receivable and similar income		80	123
Other finance income		-	19
Profit/(loss) before tax		<u>87</u>	<u>(5,631)</u>
Tax on profit/(loss)	4	-	-
Profit/(loss) after tax		<u><u>87</u></u>	<u><u>(5,631)</u></u>
Retained earnings at the beginning of the year		(13,995)	(8,364)
Profit/(loss) for the year		87	(5,631)
Retained earnings at the end of the year		<u><u>(13,908)</u></u>	<u><u>(13,995)</u></u>

The notes on pages 6 to 11 form part of these financial statements.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED
REGISTERED NUMBER:03498084

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £000	2020 £000
Fixed assets			
Investments	5	174	174
		<u>174</u>	<u>174</u>
Current assets			
Debtors	6	2,346	2,266
		<u>2,346</u>	<u>2,266</u>
Creditors: amounts falling due within one year	7	-	(7)
		<u>-</u>	<u>(7)</u>
Net current assets		2,346	2,259
Net assets		<u>2,520</u>	<u>2,433</u>
Capital and reserves			
Called up share capital		52	52
Share premium account		16,376	16,376
Retained earnings		(13,908)	(13,995)
		<u>2,520</u>	<u>2,433</u>
Shareholders' funds		<u>2,520</u>	<u>2,433</u>

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED
REGISTERED NUMBER:03498084

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2021

The directors consider that the Company is entitled to exemption from audit under section 479A of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Matthew J Reck

Matthew J Reck (Dec 30, 2022 00:26 CST)

M Reck
Director

Date: 30/12/2022

The notes on pages 6 to 11 form part of these financial statements.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. General information

Clearswift Technologies Holdings Limited is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 03498084). The address of the registered office is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, WA14 2DT.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Fortra International Group Limited (Formerly Help/Systems International Group Limited) as at 31 December 2021 and these financial statements may be obtained from Companies House.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.4 Going concern

The financial statements have been prepared on a going concern basis.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future being at least the next 12 months from signing these financial statements.

The directors have carefully reviewed the future prospects of the Company and its future cash flows, including the impact of the COVID-19 pandemic. The directors have taken specific measures in order to have sufficient cash to pay all resources to operate the business. The operations have been held under regular review by the directors and modifications enacted where required to ensure an effective response to the pandemic. The Company has engaged with all relevant stakeholders including government, customer, suppliers and employees as the pandemic has progressed. Ways of working have been adapted to facilitate remote working from home where possible and to meet public health requirements where not. The Company's current business plan is that the Company will have available cash resources should it require it from Clearswift Limited or HS MidCo, Inc.

HS MidCo, Inc. have provided a letter of support to the Company, agreeing to provide adequate financial support to the Company in order to meet its liabilities as they fall due for at least the next 12 months from date of approval of the financial statements. The directors have assessed the ability of HS Midco, Inc. to provide this support, and have concluded that they believe that HS Midco, Inc. will be able to provide financial support as required.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.8 Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured at initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the Company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the Company's cash management.

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. Employees

The Company has no employees other than the directors (2020 - 0), who did not receive any remuneration (2020 - £Nil).

4. Taxation

	2021 £000	2020 £000
Deferred tax		
Origination and reversal of timing differences	-	-
	<hr/>	<hr/>
Taxation on profit on ordinary activities	-	-
	<hr/>	<hr/>

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

4. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - *higher than*) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £000	2020 £000
Profit/(loss) on ordinary activities before tax	87	(5,631)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	17	(1,070)
Effects of:		
Deferred tax not recognised	158	36
Remeasurement of deferred tax for changes in tax rates	(175)	(63)
Group relief	-	1,097
Total tax charge for the year	-	-

Factors that may affect future tax charges

The Company has approximately £2,909k (2020 - £3,000k) of tax losses available for offset against future trading profits.

Finance Act 2021 includes legislation to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. The full anticipated effect of these changes is reflected in the above deferred tax balances.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 1 January 2021	174
At 31 December 2021	<u>174</u>
Net book value	
At 31 December 2021	<u>174</u>
At 31 December 2020	<u>174</u>

During the year, Clearswift Corporation ceased operations and trade moved to an affiliate company in the wider Group.

6. Debtors

	2021 £000	2020 £000
Amounts owed by group undertakings	<u>2,346</u>	<u>2,266</u>

7. Creditors: Amounts falling due within one year

	2021 £000	2020 £000
Accruals and deferred income	<u>-</u>	<u>7</u>

8. Related party transactions

The Company has taken advantage of the exemption in FRS 102 Section 33.1A to not disclose transactions with wholly owned group entities.

CLEARSWIFT TECHNOLOGIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

9. Controlling party

The immediate parent undertaking is Clearswift Holding Limited, a company registered in England and Wales.

The ultimate parent undertaking is HS MidCo, Inc. a company registered in the United States of America.

The smallest group of undertakings for which group accounts for the year ended 31 December 2021 have been drawn up, is that headed by Fortra International Group Limited (Formerly Help/Systems International Group Limited). Copies of the group accounts are available from Companies House.

The largest group of undertakings for which group accounts for the year ended 31 December 2021 have been drawn up, is that headed by HS MidCo, Inc.

The ultimate controlling party is considered to be a group of investor funds led by TA Associates Management LP, a company incorporated in the United States of America.