

**Company Registration No. 04220016**

**XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

**Report and financial statements**

**For the financial period from 1 January 2016 to 31 March 2017**



# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

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# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

## **Officers and Professional Advisers**

### **Directors**

T A Gough	appointed 9 June 2017
N A Wilson	appointed 9 June 2017
M C Woodfine	appointed 23 May 2016
T L Croom	resigned 23 May 2016

### **Registered Office**

The Walbrook Building  
25 Walbrook  
London  
EC4N 8AQ  
United Kingdom

### **Principal Bankers**

Lloyds Bank PLC  
PO Box 72  
Bailey Drive  
Gillingham Business Park  
Gillingham  
Kent  
ME8 0LS

### **Principal Legal Advisor**

Ashurst LLP  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
United Kingdom

# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

## **Strategic Report**

The directors present their Strategic report on the Company for the financial period ended 31 March 2017. In preparing the Strategic report, the directors have complied with s414c of the Companies Act 2006.

Xchanging Procurement Services (Holdco) Limited ("the Company") is a private company, limited by shares and registered in England and Wales. The Company's registered and principal address is The Walbrook Building, 25 Walbrook, London, EC4N 8AQ, United Kingdom.

The Company is an indirect subsidiary of DXC technology company (DXC), a public listed Company incorporated in the United States of America and listed on the New York Stock Exchange.

The financial statements for the period 1 January 2016 to 31 March 2017 are set out on pages 6 to 11. The company's profit for the financial period was £Nil (2015: £Nil). The company did not trade during the year and accordingly, no income statement has been presented.

### **Business review**

The company did not trade during the year and had no results in this year or for the prior year. The company is proposed to be liquidated. Its country of operation, incorporation and domicile is the United Kingdom. Its parent entity is XUK Holdco (No.2) Limited.

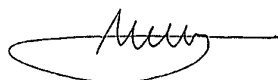
On 5 May 2016, Xchanging group was acquired by DXC Technology Company (DXC) and the ultimate parent company of Xchanging Procurement Services (Holdco) Limited is DXC, a company incorporated in the United States of America and as a consequence the company has changed its year end to 31 March and reports a fifteen month accounting period.

### **Key performance indicators**

The Company is managed by the UK management team along with other UK DXC entities. The performance and results for all UK entities are analysed on a worldwide DXC measurement basis, at a business unit and sector level. For this reason, the directors of the Company believe that analysis using key performance indicators is not appropriate for an understanding of the development, performance or position of the business shown in these financial statements.

Further details on other business risks and uncertainties can be found in section 1A of the DXC's consolidated financial statements for the financial period ended 31 March 2017 which are available to the public and may be obtained from the Company's website [www.dxc.technology](http://www.dxc.technology).

Approved by the board and signed on its behalf by:



M C Woodfine  
Director  
12 March 2018

# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

## **Directors' report**

The directors present the report on the affairs of the Company, together with the audited financial statements and auditor's report for the period 1 January 2016 to 31 March 2017.

### **Events after the balance sheet date**

Following the acquisition of Xchanging Plc by Computer Science Corporation (CSC), the year end for all Xchanging entities changed from December 2016 to March 2017, so an extended financial period from January 2016 to March 2017 has been presented.

On 1 April 2017 Computer Sciences Corporation merged with the Enterprise Services segment of Hewlett Packard Enterprise (HPE) and formed a new company DXC technology company.

### **Dividends**

No dividend was declared or paid during the period (2015: £nil).

### **Political contribution**

No political donations were made during the period (2015 - £nil).

### **Going concern**

The director believes that preparing the financial statements on the going concern basis is appropriate based on projections for the foreseeable future, being a period of at least 12 months from the date of approval of these financial statements.

### **Financial instruments**

The directors have considered the risks attached to the Company's financial instruments which principally comprise balances due from group companies. The directors have taken a prudent approach in their consideration of the various risks attached to the financial statements of the Company. The Company's exposure to price risk, credit risk, liquidity risk and cashflow risk is not material for the assessment of assets, liabilities and the financial statements.

Impairment and valuation risk of investments is dependent on the performance of the underlying group. The directors therefore perform annual impairment assessments on investment balances.

The director's policy on hedging is to hedge all financial risks where it is feasible and cost effective to do so. The Company had no hedged transactions during the financial period.

Further details on other business risks and uncertainties can be found in Section 1A of the DXC's consolidated financial statements for the period ended 31 March 2017, which are available to the public and may be obtained from [www.dxc.technology](http://www.dxc.technology).

### **Directors**

The following is the only director of the Company during the period and up to the date of this report, except as noted:

T A Gough	appointed 9 June 2017
N A Wilson	appointed 9 June 2017
M C Woodfine	appointed 23 May 2016
T L Croom	resigned 23 May 2016

No qualifying third party indemnity provisions were made by the Company during the period for the benefit of its directors.

### **Financial risk management**

The company is no longer trading and as such is not exposed to the normal financial risks associated with an actively trading company.

## **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

### **Directors' report (continued)**

#### **Auditor**

The erstwhile auditors PricewaterhouseCoopers have resigned during the financial year 2017 and hence Deloitte LLP has been appointed as an auditor for the period 1 Jan 2016 to 31 March 2017 under the provisions of section 489 of the Companies Act 2006.

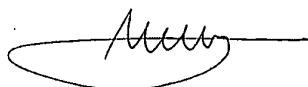
#### **Disclosure of information to auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

1. so far as the directors are aware, there is no relevant audit information of which the Company's auditor are unaware; and
2. the directors have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'M C Woodfine', is written over a horizontal line that forms part of an oval shape.

M C Woodfine  
Director  
12 March 2018

## **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

### **Statement of directors' responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Generally Accepted Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

# XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED

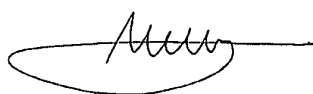
## Statement of financial position As at 31 March 2017

	Notes	31 March 2017 £'000	31 December 2015 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	6	-	-
<b>Total non-current assets</b>		-	-
<b>Current assets</b>			
Trade and other receivables	7	200	200
<b>Total current assets</b>		200	200
<b>Total assets less current liabilities</b>		200	200
<b>Net assets</b>		200	200
<b>Equity</b>			
Share capital	8	20	20
Share premium		180	180
<b>Total equity</b>		200	200

The notes on pages 8 to 11 form part of these financial statements.

For the financial year 2017, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These financial statements of Xchanging Procurement Services (Holdco) Limited (Registered number 04220016) were approved and authorized for issue by the board of directors on 12 March 2018 and signed on its behalf by:



M C Woodfine  
Director



## **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

### **Statement of changes in equity**

**For the financial period 01 January 2016 to 31 March 2017**

	Share capital	Share premium account	Profit and loss	Total
	£'000	£'000	£'000	£'000
<b>Balance as at 1 January 2015</b>	20	180	-	200
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance as at 31 December 2015</b>	20	180	-	200
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance as at 31 March 2017</b>	<u>20</u>	<u>180</u>	<u>-</u>	<u>200</u>

The notes on pages 8 to 11 form part of these financial statements.

# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

## **Notes to the financial statements**

**For the financial period 01 January 2016 to 31 March 2017**

### **1) Basis of accounting and general information**

Xchanging Procurement Services (Holdco) Limited ("the Company") is a holding company and does not trade. The parent entity is XUK Holdco (No.2) Limited.

The Company is a private company and is incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is The Walbrook Building, 25 Walbrook, London, EC4N 8AQ, United Kingdom.

### **2) Summary of significant accounting policies**

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

#### **Basis of preparation**

The financial statements of Xchanging Procurement Services (Holdco) Limited have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101"). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of the financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101. Where relevant, equivalent disclosures have been given in the consolidated financial statements of DXC technology company in relation to:

- the disclosure exemptions from IFRS 7 "Financial Instruments: Disclosures";
- the disclosure exemptions from IFRS 13 "Fair Value Measurement" to the extent that they apply to financial instruments;
- the disclosure exemptions from paragraphs 134 to 136 of IAS 1 "Presentation of Financial Statements";
- the disclosure exemptions of IFRS 3 "Business combinations";
- the requirements of IAS 7 "Statement of Cash Flows";
- the requirements of IAS 24 "Related Parties" to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transactions is wholly owned by such a member; and
- the requirements of IAS 36 "Impairment of Assets".

#### **Going concern**

The company has ceased trading. However, it will remain as a holding company. The director believes that preparing the financial statements on the going concern basis is appropriate based on projections for the foreseeable future, being a period of at least 12 months from the date of approval of these financial statements.

# **XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED**

## **Notes to the financial statements (continued)**

**For the financial period 01 January 2016 to 31 March 2017**

### **2) Summary of significant accounting policies (continued)**

#### **Investments**

##### *Investments in subsidiaries*

Investments in subsidiaries are accounted for at cost, less, where appropriate, allowances for impairment.

##### *Impairment of investments*

At each reporting date, the Company reviews the carrying amounts of its investments 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 to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised immediately in the Income statement.

#### **Financial assets:**

##### *Trade and other receivables*

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost, less any appropriate provision for estimated irrecoverable amounts. A provision is made for irrecoverable amounts where there is objective evidence that amounts due will not be collected.

They are included in current assets, except for payment terms greater than twelve months after the end of the reporting period. These are classified as non-current assets.

Amounts recoverable on contracts, which are included in current assets are stated at anticipated net sales value of work performed, less amounts received as progress payments on account and after provision for anticipated future contract losses.

##### *Impairment of financial assets*

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that the loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

##### *Derecognition of a financial asset*

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.

#### **Equity**

Equity instruments are classified according to the substance of the contractual arrangements entered into.

##### *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 recorded at the proceeds received, net of direct issue costs.

# XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED

## Notes to the financial statements (continued)

For the financial period 01 January 2016 to 31 March 2017

### 3) Critical accounting estimates and judgements

In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated judgements are based on historical experience and other factors that are considered to be relevant. Actual outcomes may differ from these judgements, estimates and assumptions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### Valuation of investments

Having performed an assessment, the directors have concluded that there are no critical accounting estimates or judgements in relation to these financial statements.

### 4) Operating profit

The auditors' remuneration of £nil (2015: £4,000) was borne by Xchanging Procurement Services Limited.

### 5) Employees and directors

#### Employees

There were no employees of the Company during the current or previous period.

#### Directors

The emoluments of directors are paid by other Group companies which makes no recharge to the company. All directors are directors of other Group companies and a number of fellow subsidiaries and it is not possible to make an accurate apportionment of his emoluments in respect of each of the subsidiaries. Accordingly, the above details include no emoluments in respect of the Directors. Their total emoluments are included in the aggregate of directors' emoluments disclosed in the financial statements of the other Group companies.

### 6) Investments

The following are wholly owned subsidiaries of Xchanging Procurement Services (Holdco) Limited:

Name	Registered Office Address	Activity	Proportion of ordinary shares held 2017 %	Proportion of ordinary shares held 2015 %
Xchanging Procurement Services Limited	The Walbrook Building, 25 Walbrook, London, EC4N 8AQ United Kingdom	Procurement Services	100	100

Investments comprise equity shares with a cost of £1 (2015: £1). The director believes that the carrying value of the investments is supported by their underlying net assets.

# XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED

## Notes to the financial statements (continued)

For the financial period 01 January 2016 to 31 March 2017

### 7) Trade and other receivables: disclosed as current assets

	At 31 March 2017 £'000	At 31 December 2015 £'000
Amounts owed by fellow group undertakings	200	200
	<u>200</u>	<u>200</u>

Amounts owed by fellow undertaking within DXC group are not interest bearing and are repayable on demand.

### 8) Share capital

	At 31 March 2017 £'000	At 31 December 2015 £'000
Authorised, allotted, issued and fully paid: 200,000 (2015: 200,000) ordinary shares of 10p each	20	20
	<u>20</u>	<u>20</u>

### 9) Controlling parties

Further to the merger on 1 April 2017 the ultimate parent Company and controlling entity is DXC technology company, a Company incorporated in the United States of America. At the reporting date Computer Sciences Corporation was the ultimate parent company and controlling entity. It was the parent undertaking of both the smallest and the largest group which includes the Partnership and for which group financial statements are prepared for the financial period ended 31 March 2017. Copies of the group financial statements of DXC technology company are available from 1775 Tysons Blvd, Tysons, VA 22102, USA which is the registered address.

The immediate parent Company of Xchanging Procurement Services (Holdco) Limited is XUK Holdco (No.2) Limited, a Company incorporated in England and Wales and registered in United Kingdom and registered at the same address as the Company.

### 10) Events after the end of the reporting period

The previously announced merger of Computer Sciences Corporation and the Enterprise Services business of Hewlett Packard Enterprise completed on 1 April 2017, to form DXC technology company, ending a 10-month process to bring Computer Sciences Corporation and HPE Enterprise Services together to focus the combined entity on stabilising revenue, next-generation talent, and driving digital transformation.