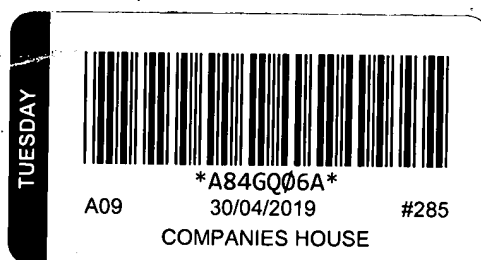


Utiligroup Limited

Annual Report and Financial Statements

Registered No. 09007042

Year ended 31 December 2018



Directors

M C Hirst
S Gosling
P Galati

Secretary

Brodiess Secretarial Services Limited

Independent Auditors

PricewaterhouseCoopers LLP
1 Hardman Square
Manchester M3 3EB

Registered Office

Utilihouse
East Terrace
Euxton Lane
Chorley
Lancashire PR7 6TE

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Strategic report

The directors present their strategic report for the year ended 31 December 2018.

Principal activities and review of the business

The principal activity of the company during the year was that of a holding company, it did not trade during the year. The Utiligroup group of companies are a leading provider of innovative SAAS solutions to the utilities and energy industry.

Key performance indicators (KPIs)

The company had no financial transactions during the year and it did not trade.

Approved by the Board on 25th April 2019 and signed on its behalf by:



S Gosling
Director
25th April 2019

Registered No. 09007042

Directors' report

The directors present their report and audited financial statements for the year ended 31 December 2018.

Results and dividends

The company did not trade during the year and accordingly there was neither a profit nor a loss for the year (period ended 31 December 2017: £nil). The directors do not recommend a final dividend (period ended 31 December 2017: £nil).

Future developments

Following the Utiligroup Limited acquisition on 14 April 2017 by Accel-KKR the company continued to have no trading in the year. The directors have no intention to commence trading in the foreseeable future.

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

M C Hirst
S Gosling
P Galati

Going concern

The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the ultimate parent company ESG-Utiligroup Holdings LLC. The directors have received confirmation that the company intends to continue its support for at least one year after these financial statements are signed. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Charitable and political donations

No charitable or political donations were made by the company in the year (period ended 31 December 2017: £nil).

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditors are unaware. Having made enquiries of fellow directors and the company's auditors, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditors are aware of that information.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

Directors' report (continued)

Small company exceptions

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

On behalf of the Board



S Gosling

Director

25th April 2019

Statement of directors' responsibilities in respect of the financial statements

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

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006

Independent auditors' report to the members of Utiligroup Limited

Report on the audit of the financial statements

Opinion

In our opinion, Utiligroup Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2018; the Profit and loss account, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 1 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Independent Auditors' Report to the members of Utiligroup Limited

(continued)

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

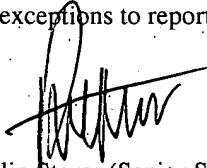
We have no exceptions to report arising from this responsibility.

Independent Auditors' Report to the members of Utiligroup Limited

(continued)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report. We have no exceptions to report arising from this responsibility.



Philip Storer (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
25th April 2019

Profit and loss account

for the year ended 31 December 2018

The company did not trade in the year (period ended 31 December 2017: did not trade)

Balance sheet

as at 31 December 2018

	Note	31 December 2018 £	31 December 2017 £
Fixed assets			
Investments	6	1	1
Current assets			
Debtors	7	61,004	61,004
Creditors:			
Net current assets		<u>61,004</u>	<u>61,004</u>
Total assets less current liabilities		<u>61,005</u>	<u>61,005</u>
Net assets		<u>61,005</u>	<u>61,005</u>
Capital and reserves			
Called up share capital	8	104	104
Share premium account		60,901	60,901
Total shareholders' funds		<u>61,005</u>	<u>61,005</u>

The financial statements on pages ⁸~~10~~ to 15 were approved by the Board of Directors on 25th April 2019 and are signed on their behalf by:



S Gosling

Director

Registered No. 09007042

Statement of changes in equity

for the year ended 31 December 2018

	<i>Called up share capital</i> £	<i>Share premium account</i> £	<i>Profit and loss account</i> £	<i>Total share-holders' funds</i> £
At 1 April 2017	104	60,901	-	61,005
Result for the financial year	-	-	-	-
At 31 December 2017 & 1 January 2018	104	60,901	-	61,005
Result for the financial period	-	-	-	-
At 31 December 2018	104	60,901	-	61,005

Notes to the financial statements

For the year ended 31 December 2018

1. Accounting policies

Utiligroup Limited (the "Company") is a company limited by shares and registered, incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") and in accordance with Companies Act 2006. The accounting policies have been applied consistently. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

The Company's ultimate parent undertaking at the year end, ESG-Utiligroup Holdings LLC includes the Company in its consolidated financial statements. The consolidated financial statements of ESG-Utiligroup Holdings LLC are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes.

As the consolidated financial statements of ESG-Utiligroup Holdings LLC include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Basis of preparation of the financial statements

The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the ultimate parent company ESG-Utiligroup Holdings LLC. The directors have received confirmation that the company intends to continue its support for at least one year after these financial statements are signed. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

2. Revenue

The company has not traded in the year (period ended 31 December 2017: did not trade).

3. Operating profit

There has been no trade during the year (period ended 31 December 2017: no trade).

All audit and non-audit costs paid to the company's auditors in the current year and prior period was borne by Utilisoft Limited and no recharge was made. Total costs for the year were £65,644 (period ended 31 December 2017: £71,000), with £1,000 (period ended 31 December 2017: £1,000) attributing to Utiligroup Limited.

4. Particulars of employees

The company had no employees (period ended 31 December 2017: no) and therefore no employee costs during the year (period ended 31 December 2017: £nil).

Notes to the financial statements *(continued)*

For the year ended 31 December 2018

5. Directors' remuneration

The Directors remuneration in relation to their services to the Utiligroup Group as a whole. These costs were borne by Utilisoft Limited, a fellow group undertaking and no other recharge was made. The directors of the company are also directors of the holding company and fellow subsidiaries. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of the holding and fellow subsidiary companies.

Other than the Directors disclosed within these financial statements, the company has no (period ended 31 December 2017: none) employees.

6. Investments

<i>Company</i>	<i>Subsidiary undertakings £</i>
Cost and net book value:	
At 1 January 2018	1
Additions	-
At 31 December 2018	<u>1</u>

Details of subsidiaries are as follows:

	<i>Aggregate of capital and reserves £</i>	<i>Profit or (loss) for the year £</i>	<i>Country of incorporation</i>	<i>Holding</i>	<i>Ownership</i>	<i>Nature of business</i>
Utiligroup Acquisitions Limited	11,554	-	England	Ordinary shares	100%	Holding company
Utiligroup Holdings Limited*	202,970	-	England	Ordinary shares	100%	Holding company
Utilisoft Limited*	17,411,259	11,011,788	England	Ordinary shares	100%	Software and managed data services
Utiliserve Limited*	454,998	-	England	Ordinary shares	100%	Dormant
Draig Technology Ltd*	65,417	-	England	Ordinary shares	100%	Dormant

* Denotes held through a subsidiary

All subsidiaries are registered at Utilihouse, East Terrace, Euxton Lane, Chorley, Lancashire, PR7 6TE.

Notes to the financial statements *(continued)*

For the year ended 31 December 2018

7. Debtors

	<i>31 December</i> 2018	<i>31 December</i> 2017
	£	£
Amounts owed by group undertakings	61,004	61,004
	<u>61,004</u>	<u>61,004</u>

8. Called up share capital

		<i>31 December</i> 2018		<i>31 December</i> 2017
	<i>No.</i>	£	<i>No.</i>	£
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £0.01 each	10,447	104	10,447	104
Ordinary shares of £0.001 each	73	-	73	-
	<u>10,520</u>	<u>104</u>	<u>10,520</u>	<u>104</u>

No further Shares have been issued during the year.

The following rights attach to each class of share:

A1 Ordinary Shares 6,272 of £0.01 each

Non-redeemable, one vote per share on a poll, is entitled to a pro rata proportion of any dividend declared (together with the holders of all other classes of share save for the D Ordinary Shares), is entitled to receive the A1 Return in priority on a return of capital after the payment of: the A1 Return, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

A2 Ordinary Shares 274 of £0.01 each

Non-redeemable, one vote per share on a poll, is entitled to a pro rata proportion of any dividend declared (together with the holders of all other classes of share save for the D Ordinary Shares), on a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

B Ordinary Shares 1,613 of £0.01 each

Redeemable at any time at the option of the holder at a redemption price of £3.77 per share. They have one vote per share on a poll, is entitled to a pro rata proportion of any dividend declared (together with the holders of all other classes of share save for the D Ordinary Shares), on a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

Notes to the financial statements *(continued)*

For the year ended 31 December 2018

8. Called up share capital *(continued)*

C Ordinary Shares 1,233 of £0.01 each

Redeemable at any time at the option of the holder at a redemption price of £10.55 per share. They have one vote per share on a poll, is entitled to a pro rata proportion of any dividend declared (together with the holders of all other classes of share save for the D Ordinary Shares), on a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

D Ordinary Shares 577 of £0.01 each

Non-redeemable, one vote per share on a poll, is entitled to a pro rata proportion of any dividend equal to 0.1% of any Ordinary Dividend (being the aggregate dividend amount paid to the other classes of shares of the Company), on a return of capital after the payment of: the A1 Return, 2 times the issue price.

E Ordinary Shares 86 of £0.01 each

Non-redeemable, one vote per share on a poll, is entitled to a pro rata proportion of any dividend declared (together with the holders of all other classes of share save for the D Ordinary Shares), on a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

F Ordinary shares 98 of £0.01 each

Non-redeemable, non-voting share with no right to dividends. On a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

G Ordinary shares 122 of £0.01 each

Non-redeemable, non-voting share with no right to dividends. On a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

H Ordinary shares 72 of £0.01 each

Non-redeemable, non-voting share with no right to dividends. On a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

I Ordinary shares 100 of £0.01 each

Non-redeemable, non-voting share with no right to dividends. On a return of capital after the payment of: the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

Notes to the financial statements *(continued)*

For the year ended 31 December 2018

8. Called up share capital (continued)

J Ordinary shares 73 of £0.01 each

Non-redeemable, non-voting share with no right to dividends. On a return of capital after the payment of the A1 Return to the A1 Ordinary Shares, 2 times the issue price of the D Ordinary Shares on a return of capital is also then entitled to a pro rata proportion of any proceeds remaining above a certain value (together with the holders of all other classes of shares save for the D Ordinary Shares and any Deferred Shares in issue).

Following the company sale by its owners on 22nd May 2017 all shares are now owned by ESG-Utiligroup Bidco Limited and retain the above rights.

9. Related party transactions

The company has taken advantage of the exemption available under FRS 102 not to disclose transactions with other group companies which meet the criteria that all subsidiary undertakings which are party to the transactions are wholly owned by the ultimate controlling parent.

10. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of Utiligroup Holdings Limited a company incorporated in England & Wales. Following the company sale by its owners on 14 April 2017, the Ultimate parent is Accel-KKR by virtue of its controlling holding in ESG-Holdings LLC. ESG-Utiligroup Holdings LLC is both the smallest and largest group for which group financial statement are prepared and in which the company is included. The consolidated financial statements of ESG-Utiligroup Holdings LLC are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ