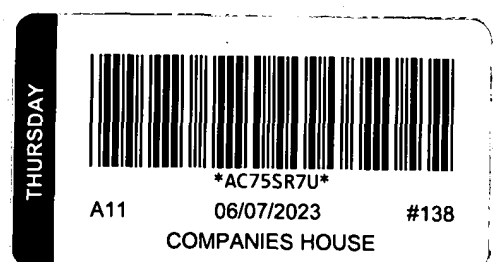


ON TRACK RETAIL LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 02 JULY 2022

Company Registration Number 09232146



ON TRACK RETAIL LIMITED
INCOME STATEMENT
PERIOD ENDED 02 JULY 2022

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 of the company in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 those 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

ON TRACK RETAIL LIMITED (Company Number: 09232146)

STATEMENT OF FINANCIAL POSITION

PERIOD ENDED 02 JULY 2022

| | Notes | 2022 £000 | 2021 £000 |
|---|--------------|----------------------|----------------------|
| Fixed assets | | | |
| Intangible assets | 3 | - | - |
| Tangible assets | 4 | - | - |
| | | <u>-</u> | <u>-</u> |
| | | <u>-</u> | <u>-</u> |
| Current assets | | | |
| Debtors | 5 | 653 | 536 |
| Cash at bank and in hand | | 1 | - |
| | | <u>654</u> | <u>536</u> |
| Creditors: amounts falling due within one year | 6 | (4,850) | (4,389) |
| Net current liabilities | | (4,196) | (3,853) |
| Total assets less current liabilities | | (4,196) | (3,853) |
| Net liabilities | | (4,196) | (3,853) |
| Capital and reserves | | | |
| Called up share capital | | - | - |
| Share premium account | | 1,400 | 1,400 |
| Profit and loss reserves | | (5,596) | (5,253) |
| Total equity | | (4,196) | (3,853) |

The directors have elected not to include a copy of the income statement within the financial statements.

These financial statements have been prepared in accordance with the provisions applicable to the companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 04 July 2023 and are signed on their behalf by:



K Brar
Director

ON TRACK RETAIL LIMITED
STATEMENT OF CHANGES IN EQUITY
PERIOD ENDED 02 JULY 2022

| | Share capital | Share premium capital | Profit and loss account | Total |
|--------------------------------|------------------|-----------------------------|----------------------------|---------|
| | £000 | £000 | £000 | £000 |
| Balance at 27 June 2020 | - | 1,400 | (5,295) | (3,895) |
| Profit/(Loss) for the period | - | - | 42 | 42 |
| Balance at 03 July 2021 | - | 1,400 | (5,253) | (3,853) |
| Profit/(Loss) for the period | - | - | (343) | (343) |
| Balance at 02 July 2022 | - | 1,400 | (5,596) | (4,196) |

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

1 Accounting policies

Company information

On Track Retail Limited ('the company') is a private company limited by shares domiciled and incorporated in England. The registered office is 3rd Floor 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE. The nature of the company's operations and its principal activities are set out in the directors' report on page 2.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard' applicable in the UK and Republic of Ireland ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest whole £'000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

The company is ultimately controlled by The Go-Ahead Group Limited, formerly The Go-Ahead Group plc (the Group). The going concern status of the company is therefore intrinsically linked with the operational existence of the Group and dependent on the continued provision of Group support. The Group's Annual Report and Financial Statements for the period ended 02 July 2022 were prepared on a going concern basis and full details of the going concern assessment can be found on pages 49 - 50 of this report. The directors note that in assessing its cash flow forecasts, the Group considered various scenarios, including reasonably possible worst-case scenarios. Even in such circumstances the Group expected to remain a going concern. The directors have obtained written confirmation from the Group that it intends to provide financial support to the company for a period of at least twelve months from the date of signing these financial statements, and they have also satisfied themselves that the going concern status of the Group has not changed since its Annual Report and Financial Statements for the period ended 02 July 2022 were signed on 24 February 2023.

Key sources of estimation uncertainty and critical accounting judgements

The preparation of the financial statements requires management 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 assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

1 Accounting policies (continued)

Key source of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

- Transaction revenues:
 - Management review of scenarios continue to include sensitivities of post-pandemic passenger volumes that also allow for mitigation against downside.
 - As the Company provides online services, it is well positioned to take advantage of the shift in consumer demand for digital products.
- Project revenues:
 - Revenues are less likely to be generated from bespoke software development opportunities should there be government restrictions on public spending (post William Shapps Review). Whilst plausible this is not anticipated, and management have reviewed scenarios that include mitigations protecting against any potential downside.
 - When assessing the recognition of project revenues, management make an assessment of the percentage complete by reference to progress against the agreed scope. This is communicated to the end client. Given the possibility of delays or issues in software development, this has an inherent level of uncertainty.

The directors have considered the company's current and future prospects and continue to adopt the going concern basis of preparation as they are satisfied that the company can continue to pay its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

Revenue

Revenue is recognised to the extent that it is probable that the income will flow to the company and the value can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, VAT and other sales taxes or duties.

Rendering of services

Revenue comprises transaction income in respect of website and app rail ticket purchases based on transaction volumes, income for portal rental and hosting services and income related to the ongoing development of the system in order for it to continue to meet demands from customers and passengers. Transaction revenue is recognised at the point of purchase of rail tickets. Service income is recognised on an ongoing basis as services are being provided. Development revenue is recognised as costs are incurred.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

1 Accounting policies (continued)

Intangible assets

Intangible assets acquired separately are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

| | |
|----------|-----------------------|
| Software | 5 years straight line |
|----------|-----------------------|

Software that is not integral to the related hardware, is capitalised as an intangible asset and stated at cost less amortisation and any impairment in value. Amortisation is charged to the income statement evenly over the useful economic life.

Tangible fixed assets

Tangible fixed assets are initially stated at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

| | |
|---------------------|-----------------------|
| Plant and equipment | 5 years straight line |
|---------------------|-----------------------|

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets 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).

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

1 Accounting policies (continued)

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank overdrafts and amounts owed to fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the period. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Retirement benefits

The company operates a defined contribution pension plan for employees. The assets of the plan are held separately from those of the company. The annual contributions payable are charged against income and are included within retained earnings for the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

1 Accounting policies (continued)

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2 Employees

The average monthly number of persons (including directors) employed by the company during the period was 20 (2021: 28).

3 Intangible fixed assets

| | Software £000 | Total £000 |
|-----------------------|--------------------------|-----------------------|
| Cost | | |
| At 3 July 2021 | 4,941 | 4,941 |
| Additions | <u>-</u> | <u>-</u> |
| At 2 July 2022 | <u>4,941</u> | <u>4,941</u> |
| Amortisation | | |
| At 3 July 2021 | (4,941) | (4,941) |
| Charge for the period | <u>-</u> | <u>-</u> |
| At 2 July 2022 | <u>(4,941)</u> | <u>(4,941)</u> |
| Net book value | | |
| At 2 July 2022 | <u>-</u> | <u>-</u> |
| At 3 July 2021 | <u>-</u> | <u>-</u> |

Amortisation of software is included within administrative expenses in the income statement.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

4 Tangible fixed assets

| | Plant & machinery etc. £000 | Total £000 |
|------------------------|--------------------------------------|---------------|
| Cost | | |
| At 3 July 2021 | 39 | 39 |
| Additions | - | - |
| Disposals | - | - |
| At 2 July 2022 | <u>39</u> | <u>39</u> |
| Depreciation | | |
| At 3 July 2021 | (39) | (39) |
| Charge for the period | - | - |
| Eliminated on disposal | - | - |
| At 2 July 2022 | <u>(39)</u> | <u>(39)</u> |
| Net book value | | |
| At 2 July 2022 | <u>-</u> | <u>-</u> |
| At 3 July 2021 | <u>-</u> | <u>-</u> |

5 Debtors

| | 2022 £000 | 2021 £000 |
|-------------------------------------|--------------|--------------|
| Trade debtors | 247 | 22 |
| Corporation tax recoverable | 157 | 109 |
| Other debtors | 98 | 405 |
| Amounts due from group undertakings | 151 | - |
| | <u>653</u> | <u>536</u> |

6 Creditors: amounts due within one year

| | 2022 £000 | 2021 £000 |
|------------------------------------|--------------|--------------|
| Trade creditors | 64 | 123 |
| Amounts due to group undertakings | 4,465 | 3,903 |
| Other taxation and social security | 168 | 210 |
| Other creditors | 153 | 153 |
| | <u>4,850</u> | <u>4,389</u> |

Amounts owed to Group undertakings are repayable on demand and subject to interest at base plus 4.0%.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

7 Related party transactions

| | Owners holding a participating interest in the company | |
|---|---|--------------|
| | 2022 | 2021 |
| | £000 | £000 |
| Assertis Limited: | | |
| Sales in the period | - | - |
| Purchases in the period | (97) | (34) |
| Amounts owed to related parties at period end | <u>(1)</u> | <u>(18)</u> |
| The Go-Ahead Group Ltd and subsidiaries: | | |
| | 2022 | 2021 |
| | £000 | £000 |
| Sales in the period | 1,477 | 2,921 |
| Purchases in the period | (90) | (216) |
| Interest charged in the period | (188) | (142) |
| Amounts owed to related parties at period end | <u>4,465</u> | <u>3,903</u> |

The company provided transaction processing services and bespoke software development services to London and South Eastern Railway Ltd; Govia Thameslink Railway Ltd; and several bus companies which were all subsidiaries of The Go-Ahead Group Limited. The company continued to have access to and use a credit facility offered to it by The Go-Ahead Group Limited. The difference between sales to Go-Ahead Group subsidiaries, and purchases financed by The Go-Ahead Group Limited, is the value of loan drawdown in period. The loan is repayable on demand and subject to interest at base plus 4.0%.

8 Parent company

On 10 October 2022, The Go-Ahead Group plc was acquired by Gerrard Investment Bidco Limited ("Bidco"). Bidco is a newly formed company indirectly owned by Kinetic TCo Pty Ltd ("Kinetic") and Globalvia Inversiones S.A.U. ("Globalvia"). Upon this acquisition, the company name was changed to The Go-Ahead Group Limited.

The Go-Ahead Group Limited is the smallest group for which consolidated accounts including On Track Retail Limited are drawn up. The Go-Ahead Group Limited includes the company in its consolidated financial statements by accounting for the Company as a joint venture under the equity method of accounting.

The consolidated financial statements of The Go-Ahead Group Limited are prepared in accordance with International Financial Reporting Standards, as adopted by the EU, are available to the public and may be obtained from Companies House, Cardiff and The Go-Ahead Group Limited website.

ON TRACK RETAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 02 JULY 2022

9 Post Balance sheet events

On 10 October 2022, The Go-Ahead Group plc was acquired by Gerrard Investment Bidco Limited ("Bidco"). Bidco is a newly formed company indirectly owned by Kinetic TCo Pty Ltd ("Kinetic") and Globalvia Inversiones S.A.U. ("Globalvia").

10 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006.

The auditor's report was unqualified.

The senior statutory auditor was Claire Leece.
The auditor was RSM UK Audit LLP.