

REGISTERED NUMBER: 10790867 (England and Wales)

**COMPANIES HOUSE
EDINBURGH**

27 SEP 2019

FRONT DESK

LayerV Holdings Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018

FRIDAY



SCT

S8EUX28X

27/09/2019

COMPANIES HOUSE

#973

LayerV Holdings Limited

**Contents of the Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2018**

	Page
Officers and Professional Advisers	1
Directors' Report	2
Directors' Responsibilities Statement	4
Statement of Comprehensive Income	5
Balance Sheet	6
Statement of Changes in Equity	7
Notes to the Financial Statements	8

LayerV Holdings Limited

**Officers and Professional Advisers
for the Year Ended 31 December 2018**

Directors: B Petzer
J Khan
J Letley (resigned 31 July 2019)
N Sanfridsson
R Davies

Secretary: B Petzer

Registered office: Blue Square House
Priors Way
Maidenhead
England
SL6 2HP

Registered number: 10790867 (England and Wales)

Banker: HSBC Bank
69 Pall Mall
London
SW1Y 5EY

Solicitor: Ropes & Gray
60 Ludgate Hill
London
EC4M 7AW

LayerV Holdings Limited

Directors' Report for the Year Ended 31 December 2018

The directors have pleasure in submitting their annual report and unaudited financial statements for the year ended 31 December 2018. The comparative prior year results being presented cover a 7 month period ended 31 December 2017.

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption and as such there is no requirement to prepare a Strategic Report.

Principal activity

The principal activity of the company is an intermediate holding company within the Pulsant Group.

Results and dividends

The Statement of Comprehensive Income is set out on page 5 and shows a result for the year of £nil (2017: loss of £14,186,520) as a result of a loss on disposal of investments.

Dividends

No dividend was paid or proposed during the year or the prior period.

Directors

The following directors have held office since 1 January 2018 and to the date of this report were:

B Petzer
J Khan
N Sanfridsson
R Davies

Directors' indemnities

The company has made qualifying third-party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

Future developments

The directors expect the general level of activity to remain consistent with 2018 in the forthcoming year.

Financial Risk Management

LayerV Holdings Limited does not use derivative financial instruments for speculative purposes.

Going concern

The directors, in their consideration of whether the company is a going concern, have reviewed the Group's future cash forecasts and revenue projections from 1 January 2019 to 31 December 2021, which have been prepared on the basis of market knowledge, past experience and current trading conditions.

The banking facilities are provided on a group wide basis and following the successful refinancing of all existing bank debt in May 2018 the directors are of the opinion that the company and the group's forecasts and revenue projections, taking account of reasonable possible changes in trading performance, show that the company and the group should be able to operate within its current facilities. The directors are mindful that the company and the group's management team has a strong focus on liquidity and cash flow management and that it is currently financed through term loan facilities committed to 2023.

Having assessed the responses of the directors of Pulsant Group Holdings Limited to their enquiries and based on the forecast and projections, the Groups committed debt position and the projected cash generation from trading, the directors continue to adopt the going concern basis in preparing the financial statements.

LayerV Holdings Limited

**Directors' Report - continued
for the Year Ended 31 December 2018**

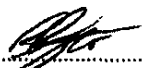
Statement of disclosure to auditor

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

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself 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 of Directors and signed on behalf of the Board:


.....
B Petzer - Director
Chief Financial Officer

Date: 12/09/2019

Blue Square House
Priors Way
Maidenhead
England
SL6 2HP

LayerV Holdings Limited

Directors' Responsibilities Statement for the Year Ended 31 December 2018

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 year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 and then apply them consistently;
- make judgments 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.

LayerV Holdings Limited

**Statement of Comprehensive Income
for the Year Ended 31 December 2018**

		Year Ended 2018	7 months ended 31 December 2017
	Notes	£	£
Exceptional items		-	(14,186,520)
Loss before taxation		-	(14,186,520)
Tax on loss		-	-
Loss for the financial year/period		-	(14,186,520)
Other comprehensive income		-	-
Total comprehensive loss		-	(14,186,520)

The accompanying notes on page 8 to 12 form an integral part of these financial statements.

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

There are no items of comprehensive income for the year, other than as shown above, hence a separate Statement of Other Comprehensive Income is not presented.

LayerV Holdings Limited**Balance Sheet****As at 31 December 2018**

	Notes	31 December 2018	31 December 2017
Fixed assets			
Investments	3	75,004	75,004
Creditors			
Amounts falling due within one year	4	(45,834)	(45,834)
Net current liabilities		(45,834)	(45,834)
Total assets less current liabilities being net assets		29,170	29,170
Capital and reserves			
Called-up share capital	5	104	104
Share premium account	5	14,215,586	14,215,586
Profit and loss account	5	(14,186,520)	(14,186,520)
Total shareholders' funds		29,170	29,170

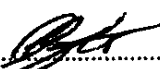
The accompanying notes on page 8 to 12 form an integral part of these financial statements.

For the year ending 31 December 2018 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of accounts.

The financial statements of LayerV Holdings Limited, Company Registration No.10790867 were approved by the Board of Directors on12/09/2019..... and were signed on its behalf by:


.....
B Petzer - Director
Chief Financial Officer

LayerV Holdings Limited

**Statement of Changes in Equity
for the Year Ended 31 December 2018**

	Called-up share capital £	Profit and loss account £	Share premium account £	Total equity £
Balance at 26 May 2017	-	-	-	-
Share issued in the period	104	-	14,215,586	14,215,690
Loss for the period and total comprehensive loss	-	(14,186,520)	-	(14,186,520)
Balance at 31 December 2017	<u>104</u>	<u>(14,186,520)</u>	<u>14,215,586</u>	<u>29,170</u>
Loss for the financial year and total comprehensive loss	-	-	-	-
Balance at 31 December 2018	<u><u>104</u></u>	<u><u>(14,186,520)</u></u>	<u><u>14,215,586</u></u>	<u><u>29,170</u></u>

The accompanying notes on pages 8 to 12 form an integral part of these financial statements.

LayerV Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1. Accounting policies

Basis of preparing the financial statements

The principal accounting policies adopted by the directors are described below and have been applied consistently in the current year and prior period.

a. General information and basis of accounting

LayerV Holdings Limited is a company incorporated in the United Kingdom under the Companies Act. The company is a private company limited by shares and is registered in England and Wales (Company Registration No. 10790867). The address of the registered office is given on page 1. The nature of the company's operations and its principal activities are set out in the Directors' Report on page 2.

The financial statements have been prepared under the historical cost convention, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of LayerV Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

LayerV Holdings Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. LayerV Holdings Limited is consolidated in the financial statements of its parent, Pulsant Parent Limited, which may be obtained from the address in note 6. Exemptions have been taken in these separate company financial statements in relation to financial instruments, presentation of a cash flow statement, remuneration of key management personnel and related parties.

The company is included in the consolidated financial statements of Pulsant Group Holdings Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

b. Going concern

The directors, in their consideration of whether the company is a going concern, have reviewed the Group's future cash forecasts and revenue projections from 1 January 2019 to 31 December 2021, which have been prepared on the basis of market knowledge, past experience and current trading conditions.

The banking facilities are provided on a group wide basis and following the successful refinancing of all existing bank debt in May 2018 the directors are of the opinion that the company and the group's forecasts and revenue projections, taking account of reasonable possible changes in trading performance, show that the company and the group should be able to operate within its current facilities. The directors are mindful that the company and the group's management team has a strong focus on liquidity and cash flow management and that it is currently financed through term loan facilities committed to 2023.

Having assessed the responses of the directors of Pulsant Group Holdings Limited to their enquiries and based on the forecast and projections, the Groups committed debt position and the projected cash generation from trading, the directors continue to adopt the going concern basis in preparing the financial statements.

c. Investments

Fixed asset investments are stated at cost less provision for any impairment.

LayerV Holdings Limited

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

1. Accounting policies - continued

d. Financial instruments

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

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.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

e. Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

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.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference 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.

LayerV Holdings Limited

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

1. Accounting policies - continued

e. Impairment of assets - continued

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

f. Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet 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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

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

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

LayerV Holdings Limited

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, 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 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.

In the view of the directors, there are no critical accounting judgements or key sources of estimation uncertainty which affect the Company's financial statements.

3. Fixed asset investments

	Subsidiary undertakings £
Cost	
At 1 January 2018	
and 31 December 2018	75,004
Net book value	
At 31 December 2018	75,004
At 31 December 2017	75,004

The following information relates to the subsidiary undertakings:

Name of company	Country of incorporation	Proportion of nominal value of issued share capital held	Principal Activity	Registered address
LayerV Ltd	UK	100%	Cloud services	Blue Square House, Prior Way, Maidenhead, SL6 2HP
UAB LayerV LT	Lithuania	100%	Cloud services	Vilniaus m. sav. Vilniaus m. Liejoklos g. 3

LayerV Holdings Limited

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

3. Fixed asset investments - continued

On 10 August 2017, LayerV Holdings Limited, acquired 100 per cent of the issued share capital of LayerV Ltd. The fair value of the total consideration was £75,004. Acquisitions are accounted for under the acquisition method.

The directors have elected to take advantage of the exemption under s479A of the Companies Act in respect of LayerV Ltd (registered company number 08783277), a company registered to Blue Square House, Prior Way, Maidenhead, SL62HP

4. Creditors: amounts falling due within one year

	2018	2017
	£	£
Amounts owed to group undertakings	45,834	45,834

Amounts owed to Group undertakings are interest free and repayable on demand.

5. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	2018	2017
		£	£
104 (2017: 104)	Ordinary shares of £1 each	104	104

The Company has one class of ordinary shares which carry no fixed right income.

Profit and loss account

The profit and loss reserve represents cumulative profits or losses net of any dividends paid.

Share premium account

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

6. Immediate and ultimate parent undertakings

The immediate parent undertaking of the Company is Pulsant Bidco Limited, which is a company registered in England.

The largest UK group which the results of this Group are consolidated is that headed by Pulsant Group Holdings Limited (registered office address Blue Square House, Priors Way, Maidenhead, SL6 2HP). The smallest group in which the results of this company are consolidated is that headed by Pulsant Parent Limited (registered office address Blue Square House, Priors Way, Maidenhead, SL6 2HP). Copies of the consolidated financial statements of Pulsant Parent Limited and Pulsant Group Holdings Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate controlling party is OHCP MGP III Limited (registered office address c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9005 Cayman Islands).

7. Post balance sheet event

As part of an ongoing strategy to improve the service to customers, the Board has decided to transfer the operations in Lithuania, including the AWS and DevOps skills, to the United Kingdom. The Board will deliver these skills and capabilities through a combination of staff moves to the United Kingdom, upskilling the United Kingdom employees, as well as through ongoing recruitment to attract the best talent. In this way the Board is improving the accessibility to the range of cloud services and to the skilled cloud specialists for customers.