SIGNANT HEALTH
EVIDENCE GENERATION

PROOF AT THE SPEED OF LIFE™

Annual Report and Financial Statements of

Buccaneer Holdco Limited

For the Year Ended 31 March 2023

Company Registration number: 11463144

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Company information:

DIRECTORS:	
Executive:	Linda Baddour Jean-Pierre Conte Bob Conway David Golde John Hubbard Siddharth Ramakrishnan Roger Dale Smith Richard Thomas Rob Weltman
REGISTERED OFFICE:	1 London Street Reading Berkshire England RG1 4PN
REGISTERED NUMBER:	11463144 (England and Wales)
INDEPENDENT AUDITOR:	KPMG LLP 1 Forest Gate Brighton Road Crawley RH11 9PT United Kingdom

Strategic Report of Buccaneer Holdco Limited for the year ended 31 March 2023

Company Overview

The Directors present the Strategic Report of Buccaneer Holdco Limited ("the Company") and the Group, headed up by the Company (together "the Group"), for the years ended 31 March 2023.

Buccaneer Holdco Limited was incorporated on 13 July 2018. The functional currency of the Company and the presentation currency of the Group is United States Dollars ("USD $"). All amounts are reported in thousands of dollars ($'000), except where specifically noted.

On 5 September 2018 the Group acquired 100% of the share capital and voting rights of CRF Health Group Limited and merged with BI Gen Holdings Inc (The Bracket Group) as part of a group reconstruction.

The trading name of the combined Group is now officially Signant Health. During fiscal 2023 the Company streamlined certain processes and as a result new entities in the structure were created as further discussed in the Review of business below.

Review of the Business

The Group's main activities are the provision of electronic Clinical Outcomes Assessment ("eCOA") solutions for the life sciences industry. eCOA solutions encompass electronic Patient Reported Outcomes ("ePRO"), Observational Reported Outcomes ("ObsRO") and Clinician or Rater Reported Outcomes ("ClinRO"). The Group's ePRO technology has been used worldwide, in six continents and in over 150 languages. Other product lines include our scalable and configurable Randomization and Trial Supply Management (RTSM) Clinical Interactive Response Technology solution, our science-focused Rater Training and Quality Assurance (RTQA) programs and our drug supply management product, SmartSupplies.

The Group has offices in The United Kingdom, The United States of America, Finland, India, Romania, Japan and the Czech Republic. During the current fiscal year, the Group opened new offices in Ireland, China, Philippines and Malta as part of the Group's reorganisation initiative.

The Group is organised from a management perspective as a single business unit, with dedicated teams to meet the operational requirements of each of its products and customers. This enables the Group to co-ordinate service development and business strategy whilst retaining close links to customers wherever they are situated.

Management has, to the best of its ability, considered and assessed the COVID-19 impact on the annual financial statements. As with the rest of the world, Signant have adapted to the new way of life. Signant have implemented a hybrid working environment with team members working in both office and non-office locations or a mixture. Consequently, during FY2023, we have closed our offices in Hammersmith, Japan, Maryland and San Francisco and down-sized our offices in Finland, Romania and India. With regards to business overall, we have disclosed in the past that our business have not experienced an increase in cancellation rate or any supply chain issue associated with the pandemic, however having said that we are managing the overall current economic and operational challenges surrounding the clinical trial industry. The management have executed necessary changes to support growth and provided framework to focus on revenue, customer management and service delivery.

On 25 October 2021, Signant Health made a strategic investment in ThoughtSphere, a leading provider of data aggregation and analytics software that helps clinical trial sponsors and contract

Review of the Business (continued)

research organizations (CROs) take control over the increasing volume and variety of clinical trial data. This is presented as Other investment in the Statement of Financial Position. By partnering with ThoughtSphere, Signant now offers customers additional opportunities beyond data capture to cover the full continuum of the patient-data journey, up to the point of regulatory dossier and submission. This expanded ecosystem includes data aggregation through a patented clinical datahub that ingests and harmonizes both structured and unstructured data from disparate e-clinical systems such as electronic data capture, labs, and imaging systems.

On 12 May 2023, the Group acquired 100% of the share capital and voting rights of DSG – a 30-year tenured Electronic Data Capture (EDC) company based in Malvern, Pennsylvania, USA. DSG will operate on a standalone basis, maintaining separate sales, product, R&D and operations while we further evaluate our marketplace approach alongside our existing set of evidence generation solutions. With this strategic acquisition, the Group offers the industry's most comprehensive eClinical suite, now featuring DSG's highly acclaimed EDC/DDC platform, used in over 3,000 trials. Please see Note 30 for details of this post balance sheet events.

Key Performance Indicators

The Group monitors several financial and operational Key Performance Indicators ("KPIs") as part of the ongoing management of its operations. The source of this information is the consolidated statement of profit or loss on page 23. These include:

	2023 $'000	2022 $'000
Revenue	**436,765**	**448,606**
Gross profit	**252,251**	**272,332**
Gross profit as a % of revenue	**58%**	**61%**
Underlying operating profit	**43,255**	**51,714**
Adjusted operating profit	**140,962**	**146,436**

Reconciliation of statutory performance measure to alternative performance measures

		2023 $'000	2022 $'000
Operating profit		**19,204**	**43,549**
Add back Restructuring costs (Note 27)		**24,051**	**8,165**
Underlying operating profit		**43,255**	**51,714**
Add back depreciation of PPE	11	**7,158**	**7,182**
Add back depreciation of Right-of-use assets	23	**4,244**	**5,660**
Add back amortisation and impairment - intangible assets	10	**78,183**	**75,469**
Add back amortisation - deferred commission expense		**8,122**	**6,411**
Adjusted operating profit		**140,962**	**146,436**

Key Performance Indicators (continued)

In addition to statutory measures, alternative performance measures are included in these financial statements to assist in gaining a clearer understanding and balanced view of the Group's performance. The alternative performance measure used is adjusted operating profit, adjusted to eliminate significant items, primarily relating to acquisitions and restructuring activities not linked to the core performance of the business, and significant non-cash charges being depreciation and amortisation. For the period ended March 2023 and March 2022, the restructuring costs consist primarily of the acquisition, reorganisation and integration related expenses for the combination of the two legacy businesses that commenced in September of 2018.

Financial Performance

Group revenue was $436.8m (2022: $448.6m) for the year ended 31 March 2023, delivering a gross margin of 58% (2022: 61%). The Group delivered an underlying operating profit of $43.3m (2022: $51.7m) and an adjusted operating profit of $141.0m (2022: $146.4m). Restructuring costs of $24.1m (2022: $8.2m) were incurred in relation to the restructuring of the Group as discussed in Note 27 to the financial statements.

Personnel

The Group's average employee headcount for the year ended 31 March 2023 was 1,926 (2022- 1,874). Details of remuneration are reported in Note 5 to the financial statements.

Going Concern and Financing

The Directors have a reasonable expectation that the Group and the Parent as a whole have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in the accounts.

The Group's business activities, together with factors likely to affect its future development, performance and position are considered by the Directors on an annual basis.

During the 2023 financial year, the Group generated a net loss before tax of $60.7m (2022: $39.2m) which is mainly driven by cash and non-cash finance costs of $108.2m (2022: $82.8m) and non-cash items such as depreciation of $11.4m (2022: $12.8m), amortisation of $78.2m (2022: $75.5m) and deferred commission amortisation of $8.1m (2022: $6.4m). The adjusted operating profit for the year was $141.0m (2022: $146.4m). Adjusted operating profit is stated before restructuring costs of $24.1m (2022: $8.2m), depreciation and amortisation as above.

The net asset position in 2023 was $399.4m compared to prior year net asset position of $516.1m, the main driver of this movement is the $64.0m net loss for the year ended 31 March 2023 (2022: $50.4m). Cash generated through operating activities during the 2023 financial year was $157.2m (2022: $132.9m), with closing cash of $74.6m (2022: $83.6m). Net current liability of ($0.7m) (2022: ($9.3m) mainly due to increase in trade and other payables and fair value of interest cap/swap from liability to asset.

The Group meets its day-to-day working capital requirements from the positive cash flows generated by its trading activities and its available cash resources ($74.6m as of 31 March 2023). These are supplemented when required by additional drawings under the Group's revolving credit facility("RCF"). At 31 March 2023 this amounted to $66.7m (2022: $66.7m) which was undrawn and available for use at the end of 2023. This "RCF" facility has a leverage ratio financial covenant that is required to be tested quarterly based on the amount drawn at that date. The covenant was not

Going Concern and Financing (continued)

triggered at year end as the RCF was not drawn. In December 2022, the Group have amended the expiry date of this facility from 5 September 2023 to 5 September 2024. In May 2023, the Group have successfully refinanced the original debt and further increased available RCF to $80.0m. The expiration date was further extended to 2028. The new agreement have bundled up the First Lien and Second Lien into one singular term loan with a 5-year maturity. There are no material changes to the covenants. First Lien coverage is now at 8 times vs 7.7 times in the previous agreement but only applies when the revolver is 35% drawn. The debt increased from $810m to $980m, the proceeds of which was used to fund the DSG acquisition discussed above. Refer to Note 30 for details of the post balance sheet events.

Notes 20 and 21 include details of the Group's financing activities, long-term funding arrangements, financial instruments and financial risk management activities. The Group's long term funding loans comprise bank loans and shareholder preference share liabilities totalling $1,095m (2022: $1,056m) (net of deferred financing fees) which are not due for repayment before 2028. In respect of bank borrowings financial covenants only arise in the event of drawdowns from the available revolving credit facility. Interest in respect of preference shares is capitalised into the principal balance quarterly.

The Directors have considered the impact of the Coronavirus (COVID-19) outbreak, and as with the rest of the world, Signant have adapted to the new way of life. Signant have implemented a hybrid working environment with team members working in both office and non-office locations or a mixture. Consequently, during FY2023, we have closed our offices in Hammersmith, Japan, Maryland and San Francisco and down-sized our offices in Finland, Romania and India. With regards to business overall, we have disclosed in the past that our business have not experienced an increase in cancellation rate or any supply chain issue associated with the pandemic, however having said that we are managing the overall current economic and operational challenges surrounding the clinical trial industry. The management have executed necessary changes to support growth and provided framework to focus on revenue, customer management and service delivery.

The directors have prepared cash flow forecasts covering the period up to twelve months from the date of signing of these financial statements utilizing the extended forecasts up until 31 March 2025, which indicate that, taking accounting of severe but plausible downsides, the Group will have sufficient funds to meet its liabilities as they fall due for that period.

The base forecast reflects an approximate 10% increase on the year to 31 March 2024, principally driven off contracted and known bookings. The key assumption in the severe but plausible downsides was an effective 10% reduction in net bookings from the base scenario, which reflects a similar outturn to the year to 31 March 2023. In this scenario no additional RCF drawdowns are required and sufficient funds exist to trade and settle liabilities as they fall due for at least twelve months from the date of approval of these financial statements. Having no RCF drawdowns would mean there are also no covenants testing required.

Consequently, the directors are confident that the Group will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Future Developments

The Directors believe there are substantial opportunities for further growth in the business both from an operational point of view and potentially from an acquisition point of view. The Group will add staff globally as necessary to support growth of the business. On 12 May 2023, the Group acquired DSG – a 30-year tenured Electronic Data Capture (EDC) company based in Malvern, Pennsylvania, USA. DSG will operate on a standalone basis, maintaining separate sales, product, R&D and operations while we further evaluate our marketplace approach alongside our existing set of evidence generation solutions. The Group has continuously increased its global support team by officially opening offices in Ireland, Malta, Philippines and China. Additionally, the Group continues to evaluate opportunities for product enhancements and additional functionality to better serve its customers and remain competitive in the marketplace.

Principal Risks and Uncertainties

The Directors are responsible for the identification of key business risks which are reported to the Audit Committee. The audit committee comprises directors Bob Conway, Linda Baddour, David Golde and Siddharth Ramakrishnan.

A risk management policy has been developed by management for positively identifying, assessing and managing risks which either threaten the Group's resources or provide beneficial opportunities to enable the Group's business objectives to be achieved. Implementation and use of a risk register will also allow the Group to identify and manage risks on a regular basis and in a way that is aligned to the Group's acceptable level of risk. This will help to direct and protect the Group in achieving its overall strategy.

COVID-19: There have been a decline in reported COVID-19 cases in most countries which is in line with the successful rollout of vaccines. The significant loss of life and impact on people's health is unprecedented. The general economic situation throughout the world remains to be very challenging. The majority of our clients in clinical trials are deemed to be essential industries by the respective government bodies and we remain confident that the Group will continue to operate and be successful in the new environment. We are actively managing our operations, the cost base and our cash flow on a regular basis and following guidance from the public health bodies and governments in the territories where we operate.

Eastern Europe conflict: We have very limited number of employees working directly in countries involved, however we do have substantial workforces in Finland and Romania who are on the doorstep of the conflict. Currently no significant concerns are reported in these jurisdictions. None of our existing trials are significantly affected.

The key risks that the Group faces fall into the following 4 categories:

1) Market risk

The Group operates in competitive markets. It addresses the associated risks by actively promoting the Group's brands, predominantly via marketing collateral and customer events, designing and developing market leading products and services and close contact with the end customer to fully understand their requirements. The Group also actively invests in its quality assurance processes to ensure its innovative high-quality services are delivered efficiently and on time.

The Group has a number of large customers that contribute a considerable amount of the revenue for the eCOA product. If one or more of these customers were to terminate their trading relationship

Principal Risks and Uncertainties (continued)

with the Group, the effect would be material Due to this situation the Group has been working on diversifying its customer base and has managed to acquire several new clients during the year. The customer base on the legacy Bracket side of the business is well diversified.

The global economic and regulatory frameworks in the regions where the Group operates, namely the United States and Europe, can also impact pharmaceutical companies' new drug development pipelines, and by extension, the Group's sales and revenues. Any changes in economic conditions and regulatory frameworks are managed as proactively as possible.

2) Finance risk

The Group carries a substantial amount of loan finance. The bank term loans comprise the First Lien and the Second Lien. The rates of interest fluctuate depending on how long the Group elects to lock them for each time they expire. There is a base rate plus a London Inter-bank Offered Rate (LIBOR) component. For the year ended March 2023 the First Lien was in the range of 4.47% up to 9.75% (2022- 4.38% up to 4.49%) and the Second Lien was at 9.13% to 12.85% (2022 - 9.13%). In fiscal 2020, the Group entered into a hybrid interest rate cap/swap instrument to partially mitigate the risk on its floating LIBOR interest rate exposure on $501.0m of its term loans. In May 2023, this arrangement was terminated and replaced with a new one following the refinancing of the First and Second Lien debts as discussed in Review of Business above and Note 21. Libor rates are being discontinued after June 30, 2023. Since December 2022, we have transferred our debt agreement to SOFR. The refinanced debt in May 2023 is now based on Secured overnight Financing Rate (SOFR) and we have also entered into a new interest rate hedge during fiscal 2024 to align with the new debt agreements.

The preference shares have a fixed rate of interest of 13.25%. The interest is capitalised quarterly without being paid to the holders of the shares.

The Group primarily trades in three currencies: USD, Euro and Pound Sterling (GBP). Debt is denominated in USD which reflects the main underlying trading cash flows.

To ensure liquidity, the Group has access to a committed $66.7m Revolving Credit Facility. The Group can draw upon this facility in currencies other than US Dollars as long as the combined amount withdrawn at any particular time does not exceed $66.7m. As at 31 March 2023 the RCF was undrawn. In May 2023, the Group have successfully refinanced the original debt and further increased available RCF to $80.0m.

3) Operational risk

The Group's net bookings, invoicing, and revenue recognition can be uneven and difficult to forecast monthly. This is due to clinical trials being delayed, postponed or cancelled because of the efficacy of the drug being tested, drug availability, changes in sponsor priorities, safety concerns and/or delays in the internal contract approval process at pharmaceutical companies. These situations may ultimately cause volatility in operating results and possibly result in unexpected cash shortages. Due to this potential scenario the Group has a Revolving Credit facility to aid its liquidity if the need arises.

The Group's service offerings are predominately accessed via devices such as smart phones, tablet computers and laptop computers. These consumer products are produced by third party companies and are not manufactured over long periods of time as manufacturers continually update their

Principal Risks and Uncertainties (continued)

products with new looks and features. Accordingly, the Group needs to continually evaluate and validate new devices to ensure there are sufficient numbers of such devices to allow customers to access their service offerings.

Quality assurance processes are a key feature of the Group's service delivery programme and support its desire to meet its customers' expectations. The Group has a strong, independent and dedicated quality assurance team to achieve this objective. Business continuity plans are in place to cover a break in the supply of our services to customers. Cloud service providers do however make up a portion of our back room product infrastructure and therefore some reliance is placed on those providers to sustain the continuity of the Group's products.

4) Financial instrument risk

The Group is establishing a risk management policy and register with the aim of protecting itself from events that hinder the achievement of its performance objectives. It's main objectives are to limit undue counterparty exposure, to ensure enough working capital exists and to monitor the management of risks at a business unit level. The Group's main financial assets are cash at bank and trade and other receivables.

Exposure to credit, liquidity, cash flow and foreign currency risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to meet an obligation.

Group policies are aimed at minimising such losses and as such extended payment terms are only offered in exceptional circumstances.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the Statement of Financial Position are net of allowances for doubtful debts. An allowance for impairment is made where there is an expectation that a loss will be incurred. Details of the Group's trade receivables are shown in Note 14 of the financial statements. The Group limits individual trade receivable counterparty exposure on a case by case basis. The credit risk on liquid funds is minimal because the counterparties are banks with high credit ratings assigned by international rating agencies.

Liquidity risk is the risk that an entity will face difficulties in meeting the obligations of its financial liabilities. The Group limits its liquidity risk by managing its cash resources, which is supported by strong operating cash flows. The revolving credit facility provides further insurance against liquidity risk.

Cash flow risk is the risk of exposure to variability in cash flows attributable to a recognised asset or liability, such as future interest payments on variable interest rate debt.

Foreign currency risk is the exposure to currency volatility relating to:

1) The translation of results and net assets denominated in foreign currencies into USD (translational exposure)

2) The occurrence of transactions in currencies other than the operational currency of the transacting company (transactional exposure)

Principal Risks and Uncertainties (continued)

The Group manages this risk by the allocation of corresponding activities to the appropriate transacting company. An example of this is the USD bank term loans being originated in the United States and being reported in a subsidiary with a USD functional currency.

Details of financial instruments and any associated exposure to credit risk, liquidity risk, foreign currency risk and cash flow risk are given in Note 20 of the financial statements.

Section 172(1) Statement

The Board of Directors, in line with their duties under s172 of the Companies Act 2006, act in a way they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term. Key decisions and matters that are of strategic importance to the Group are appropriately informed by s172 factors.

At Signant Health, our Board of Directors, management and employees are committed to upholding high standards of corporate governance and business ethics. We firmly believe that timely disclosures, transparent accounting policies, rigorous internal control systems and a strong and independent Board go a long way in preserving shareholder trust while maximising long-term shareholder value.

This s172 statement explains how the Buccaneer Holdco Limited Directors:

- Have engaged with employees, suppliers, customers and others; and
- Have had regard to employee interests, the need to foster the company's business relationships with suppliers, customers and others, and the effect of that regards, including on the principal decisions taken by the company during the financial year.

The s172 statement focuses on matters of strategic importance to the Group, and the level of information disclosed is consistent with the size and the complexity of the business.

General confirmation of Directors' duties

Signant Health have a number of Committees appointed by the Board at group level to focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board. All decisions and recommendations of the committees are placed before the Board for information or for approval.

When making decisions, each Director ensures that they act in the way they consider, in good faith, would most likely promote the Group' success for the benefit of its members as a whole, and in doing so have regard (among matters) to:

The likely consequences of any decision in the long term.

The Directors understand the business and the demand to innovate the latest products in order to provide Clinical Research Solutions for the clinical trial market. At Signant Health, our goal is to improve the lives of patients, sites, and study teams worldwide by providing simple, intuitive technology that simplifies clinical trials for everyone. The strategy set by the Board to become a new

General confirmation of Directors' duties (continued)

leader in clinical trials, one that understands the patient journey, and uses their 20+ years' experience to create technology by clinicians for clinicians.

Whilst investing for the future, the Board also recognises that we must focus on meeting the current supply and demand of clinical trials.

The interests of the Company's employees

Our business success is all about our people – their skills, differences, experience and potential. It's important to us that there is an authentic connection between who we say we are and how it really feels to work here.

With one of our values being communicate transparently and inclusively, how we stay connected and informed is central to our culture at Signant Health. This means that we work hard to make sure we are always in touch, always clear, and always listening. Keeping others informed of progress applies at an individual, team and company level.

We believe in respecting every individual, regardless of position. At Signant Health employees are heard and have the opportunity to express their opinion. Signant Health believes in equality and discourages any discrimination based on any caste, creed, race, religion age and gender etc. We are committed to employee safety and well-being. Our Human Resource policies are well documented and available to each employee. Management assumes responsibility to promote adherence to those policies. The Company's talented and capable people have played a major role in powering and defining the growth of Signant Health.

The need to foster the company's business relationships with suppliers, customers and others

Customers and suppliers are the key stakeholders in our business. We engage in regular communication with our suppliers as well as customers. We recognise the fact that the stronger the relationships with suppliers the more we are able to serve our customers better. We remain committed to all our stakeholder for ethical business practices.

The impact of the company's operations on the community and environment

At Signant Health, our slogan "Technology to help you change lives" is not just a slogan but a belief that guides our thoughts, our behaviour and our actions. There are a number of initiatives that we've taken- from product development to patient management to helping clinicians and partners to deliver good health to patients.

Our intense focus on the patient experience, deep therapeutic area expertise and global operational scale enables our customers to extend the reach of drug development, expand patient opportunities and improve data quality – helping them bring life-changing therapies to our families and communities around the world.

We focus on the patient experience because it is the foundation of reliability, speed and success for clinical research. We never lose sight of the individual lives that are at the heart of our work. It means we have the opportunity to meaningfully aid in helping our own families and communities.

General confirmation of Directors' duties (continued)

The desirability of the company maintaining a reputation for high standards of business conduct

Signant Health Board periodically reviews their Corporate Governance requirements as the commitment to upholding the highest standards are set at board level but is filtered down throughout the whole group organisation.

The need to act fairly as between members of the Company

The Directors consider and focus its attention to ensure that the Company's performance is in line with their strategic vision for both the short and long term objectives. The impact of this on all of the stakeholders is reviewed. The Directors believe they act fairly.

Principal decisions

We define principal decisions taken by the Board as those decisions in 2022/23 that are of a strategic nature and that are significant to any of our key stakeholder groups. As outlined in the FRC Guidance on the Strategic Report, we include decisions related to capital allocation and dividend policy.

This Strategic Report was approved by the Board and is signed on its behalf by:

DocuSigned by:

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Roger Dale Smith
Director
28 July 2023

Report of the Board of Directors of Buccaneer Holdco Limited for the year ended 31 March 2023

The Directors present their report and the audited financial statements of Buccaneer Holdco Limited ("the Company") and the Group headed up by the Company (together "the Group") for the year ended 31 March 2023.

Directors

The Directors of the Company from 01 April 2022 to the date of this report are as follows:

Linda Baddour
Jean-Pierre Conte
Bob Conway
David Golde
John Hubbard
Siddharth Ramakrishnan
Roger Dale Smith
Richard Thomas
Rob Weltman

Dividends

The Directors have not recommended the payment of an ordinary share dividend (2022: $nil). On 7 April 2022, the Board of Directors of the Company, approved a Tax Distribution to Impacted Shareholders for an amount equal to $52.0 million in aggregate as a consequence of a "check the box" tax election made to treat Buccaneer Intermediate Holdco Limited (a direct subsidiary of the Company) as an association taxable as a corporation for US Federal income tax purposes effective 1 September 2021. This election resulted in the recognition of taxable income by those shareholders of the Company that are US taxpayers ("Impacted Shareholders"). The Company paid a distribution to the Impacted Shareholders in order to enable them or their affected investors pay their taxes arising as a result of such election (the "Tax Distribution").

Political Contributions

Neither the Group nor the Company made any disclosable political donations or incurred any disclosable political expenditure during the year (2022: $nil).

Directors' and Officers' Liability

The Group has made qualifying third-party indemnity provision for the benefit of its Directors against liability in respect of any proceedings brought against them by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. This indemnity was in place during the current financial period and remains intact at the date of the Directors' Report.

Corporate Governance

The Board discharges its responsibilities by providing effective leadership to the Group within a framework of prudent and manageable controls, which enables risk to be assessed at an early stage and proactively managed. The Board sets the Group's strategic goals and ensures that the necessary financial and human resources are in place for the Group to meet its objectives. The Board regularly monitors management's performance.

There are certain matters which are specifically reserved for the decision of the Board. Such matters include, but are not limited to, the final approval of the annual budget and strategic plan, major

Corporate Governance (continued)

acquisitions and disposals and any changes to the Group's financing arrangements. It has also adopted a framework of delegated commercial and operational authorities which define the scope of the executive officers' powers and those of the subsidiary management.

The Board of Directors' convene four or five times a year at formal Board meetings. The Group's overriding objective is to maximise long-term shareholder value whilst exceeding the needs of customers and employees. The Board has overall responsibility for the Group's approach to assessing risk and the systems of internal control, and for monitoring their effectiveness in providing its ultimate stakeholders with a return that is consistent with a responsible assessment and mitigation of risks. This includes reviewing financial, operational and compliance controls and risk management procedures. The role of executive management is to implement the Board's policies on risk and control and to provide assurance on the compliance with these policies. All employees are accountable for operating within these policies.

Financial Instruments and Financial Risk Management

The Group's financial risk management and financial instruments are described in the "Principal Risks and Uncertainties" section of the Strategic Report. Details of the financial instruments and any associated exposure to credit risk, liquidity risk and cash flow risk are included in Note 20 of the financial statements.

Research and Development

The Group has three research and development ("R&D") facilities. One is based in Finland, one in the United States and one in India. The R&D expenditure for the Group for the year was $41.6m (2022-$39.3m), of which $22.7m (2022-$19.7m) was capitalised as an intangible asset and $18.9m (2022-$19.6m) expensed. These mainly comprised staff and subcontractors costs. The focus of the activities was the next generation of Electronic Clinical Outcome Assessments, Electronic Consent Solutions and the development of Patient engagement, IRT and clinical supply chain management software.

Employee Consultation

The Group places considerable value on the involvement of its employees in the business and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through formal and informal meetings, the Group's intranet and the Chief Executive Officer's quarterly updates.

Learning and Development

The education and development of the Group's employees are a priority. With the intent of attracting, recruiting, developing and retaining key employees, the Group maintains several policies and procedures to allow this to happen.

Employee development is encouraged through appropriate training. Regular and open communication between management and employees is viewed as essential for motivating a highly educated workforce. Briefings are held regularly to provide business updates and give opportunities for questions and feedback. The Group actively manages a website and intranet site which are freely accessible to all employees. There is also a Quality Management System in place which facilitates the tracking and monitoring of training programmes, as well as providing regulatory compliance and oversight.

Disabled Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled, every effort is made to ensure their employment with the Group continues. It is the policy of the Group that the training, career development and promotion of disabled employees should, as far as possible, be identical to that of other employees.

Corporate Social Responsibility

As an organisation, giving something back is important to us. Corporate social responsibility for the Group is made up of three key pillars: education, charity and community. The Group and our staff have been involved in several undertakings in the year contributing to these pillars.

Health and Safety

The Group has well developed health and safety policies and procedures, safeguarding employees, contractors and visitors.

Modern Slavery Act – Transparency Requirements

The Group will not tolerate modern slavery or human trafficking in our supply chains or in any part of our business. We are committed to ensure there is transparency in our own business and to tackle any modern slavery and human trafficking in our supply chain and expect the same standards from our suppliers and contractors. The Group routinely monitors the performance, values and risks of its business partners to ensure that no slavery and forced labour takes place within its supply chain.

Streamlined Energy and Carbon Reporting

The following Streamlined Energy and Carbon Report (SECR) provides environmental impact information in accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013. This rule is applicable only to the Company's subsidiaries in the United Kingdom, therefore the table below presents only the output for the UK subsidiary as at the end of fiscal year 31 March 2023.

	2023	2022
UK energy use[1]		
kWh	**38,380**	**119,486**
Tonnes CO2 equivalent	**7.4**	**25.4**
Electricity conversion factor Tonnes CO2e per kWh[2]	**0.00019338**	**0.00021233**

[1]The methodology used was to take the consumption figures from actual billing from suppliers for electricity for each site in the UK.

[2]Associated greenhouse gas emissions have been calculated using conversion factors from the documents: Government GHG reporting conversion factors.

The Company takes seriously its responsibility to the environment, and is committed to minimising its impact on the environment.

Report of the Board of Directors of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

Streamlined Energy and Carbon Reporting

This is apparent in the decision to close-down some offices and also the merger of the Wayne and Plymouth offices. Moreover the Company encourages working from home and video conferencing when permittable to reduce business travel.

Disclosure of information to auditor

In the case of each of the persons who were Directors at the time this report was approved, the following applies:

- As far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware,
- 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.

Auditor

The Independent Auditor, KPMG LLP, will be proposed for reappointment at the Company's annual general meeting in accordance with section 485 of the Companies Act 2006.

This Report of the Board of Directors was approved by the Board and signed on its behalf by:

DocuSigned by:

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Roger Dale Smith
Director

28 July 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they have elected to prepare the Group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 Group and Parent Company and of the Group's profit or loss for that period. In preparing each of the Group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the members of Buccaneer Holdco Limited for the year ended 31 March 2023

Opinion

We have audited the financial statements of Buccaneer Holdco Limited ("the Company") for the year ended 31 March 2023 which comprise the Consolidated Statement of Profit or Loss, Consolidated Statement of Comprehensive Income, Consolidated and Company Statements of Financial Position, Consolidated and Company Statements of Changes in Equity, Consolidated Statement of Cash Flows and related notes, including the accounting policies in note 2.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 March 2023 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group or the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

Independent Auditor's Report to the members of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Group's and Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Considering remuneration incentive schemes and performance targets.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition over hardware revenue, specifically cut off risk, other revenue streams were considered to be not exposed to a risk of fraudulent revenue recognition either due to their nature or amount of transactions around the period end.

We also identified a fraud risk related to the number of complex arrangements concluded between group legal entities as part of restructuring of the Group's business operations.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Group-wide fraud risk management controls.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by unusual or unexpected users, posted to unrelated accounts linked to the fraud risk over revenue recognition, journal entries posted to unrelated accounts linked to cash.
- Evaluated the business purpose of significant unusual transactions.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and others management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group and the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group and the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group's or the Company's license to operate. We identified the following areas as those most likely to have such an effect: anti-bribery, healthcare provision conduct regulations and those related to the conduct of clinical trials, personal data (including specific data on health) and employment law recognizing the nature of the Group's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

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

Independent Auditor's Report to the members of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

- *we have not received all the information and explanations we require for our audit*

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 18, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Group and parent 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 they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

T. J. Rush

Timothy Rush (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Global House
High Street
Crawley
RH10 1DQ
United Kingdom
Date: 28 July 2023

Consolidated Statement of Profit or Loss of Buccaneer Holdco Limited for the year ended 31 March 2023

	Notes	2023 $'000	2022* $'000
Revenue	4	**436,765**	**448,606**
Cost of sales		**(184,514)**	**(176,274)**
Gross profit		**252,251**	**272,332**
Selling and distribution expenses		**(28,386)**	**(23,467)**
Administrative expenses excluding restructuring costs		**(180,610)**	**(219,625)**
Restructuring costs	27	**(24,051)**	**(8,165)**
Administrative expenses		**(204,661)**	**(205,316)**
Operating profit	6	**19,204**	**43,549**
Extraordinary income	28.3	**28,096**	**-**
Finance income	7	**190**	**61**
Finance costs	8	**(108,177)**	**(82,856)**
Loss on ordinary activities before tax		**(60,687)**	**(39,246)**
Tax charge on loss	9	**(3,343)**	**(11,154)**
Loss for the year		**(64,030)**	**(50,400)**
Attributable to:			
Equity holders of the parent		**(64,030)**	**(50,400)**

*Certain amounts in prior year have been reclassified to support current year presentation. Please refer to Note 1.1.

The notes on pages 30 to 75 form part of these financial statements.

Consolidated statement of Comprehensive Income of Buccaneer Holdco Limited for the year ended 31 March 2023

	2023 $'000	2022 $'000
Loss for the year	**(64,030)**	**(50,400)**
Items that may subsequently be reclassified to profit and loss:		
Exchange differences on translation of foreign operations	**836**	**2,640**
Other comprehensive income for the year	**836**	**2,640**
Total comprehensive loss for the year	**(63,194)**	**(47,760)**
Attributable to:		
Equity holders of the parent	**(63,194)**	**(47,760)**

The notes on pages 30 to 75 form part of these financial statements.

Statement of Financial Position of Buccaneer Holdco Limited as at 31 March 2023

	Note	Group 2023 $'000	Group 2022 $'000
Non-current assets			
Intangible assets	10	1,637,870	1,688,583
Property, plant and equipment	11	15,386	14,760
Right-of-use assets	23	25,335	35,716
Other investment	12	5,000	5,000
Other assets	13	12,246	10,179
		1,695,837	1,754,238
Current assets			
Inventory	16	9,694	16,410
Trade and other receivables	14	105,075	98,403
Unbilled receivables	20	28,453	32,710
Prepayments and other assets	17	31,774	18,242
Cash and cash equivalents	15	74,598	83,601
		249,594	249,366
Total assets		1,945,431	2,003,604
Current liabilities			
Trade and other payables	18	90,181	69,013
Deferred revenue	22	145,508	174,375
Lease liabilities	23	5,100	5,407
Other current liabilities	18	3,500	3,824
Interest bearing loans and borrowings	21	6,050	6,050
		250,339	258,669
Non-current liabilities			
Interest bearing loans and borrowings	21	1,088,641	1,050,002
Deferred revenue	22	113,080	71,207
Lease liabilities	23	35,601	39,152
Deferred tax liability	19	55,395	68,483
Other non-current liability	9	3,000	-
		1,295,717	1,228,844
Total liabilities		1,546,056	1,487,513
Total net assets		399,375	516,091
Equity			
Issued share capital	25	121	121
Share premium	25	677,255	927,255
Merger reserve		17,499	17,499
Other reserve		(56,349)	(56,349)
Own shares reserve		(4,639)	(4,529)
Currency translation reserve		1,173	337
Retained loss		(235,685)	(368,243)
Total equity		399,375	516,091

The notes on pages 30 to 75 form part of these financial statements.

Statement of Financial Position of Buccaneer Holdco Limited as at 31 March 2023

	Note	Company 2023 $'000	Company 2022 $'000
Non-current assets			
Investments in subsidiaries	12	1,066,574	1,069,418
		1,066,574	1,069,418
Current assets			
Amounts owed by related parties	14	2,946	1,792
Prepayments and other assets	17	243	758
		3,189	2,550
Total assets		1,069,763	1,071,968
Current liabilities			
Trade and other payables	18	10,342	13,995
Other current liability		3,500	3,824
		13,842	17,819
Non-current liabilities			
Interest bearing loans and borrowings	21	297,512	257,670
		297,512	257,670
Total liabilities		311,354	275,489
Total net assets		758,409	796,479
Equity			
Issued share capital	25	121	121
Share premium	25	677,255	927,255
Merger reserve		17,499	17,499
Other reserve		(57,546)	(57,546)
Retained loss		121,080	(90,850)
Total equity		758,409	796,479

The notes on pages 30 to 75 form part of these financial statements.

The Consolidated and Company financial statements of Buccaneer Holdco Limited (registered number 11463144) were approved by the Board of Directors and authorised for issue on 28 July 2023.

They are signed on its behalf by:

DocuSigned by:

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Roger Dale Smith
Director
28 July 2023

Statements of Changes in Equity of Buccaneer Holdco Limited for the year ended 31 March 2023

<u>Group</u>

	Issued Share Capital	Share Premium	Merger Reserve	Other Reserve	Own Shares Reserve	Currency Translation Reserve	Retained Loss	Total
	$'000	$'000	$'000	$'000		$'000	$'000	$'000
As at 31 March 2021	**120**	**927,255**	**17,499**	**(56,349)**	**(547)**	**(2,303)**	**(323,710)**	**561,965**
Loss for the financial year	-	-	-	-	-	-	(50,400)	(50,400)
Other comprehensive loss	-	-	-	-	-	2,640	-	2,640
Total comprehensive loss	-	-	-	-	-	**2,640**	**(50,400)**	**(47,760)**
Issue of share capital	1	-	-	-	-	-	-	1
Re-issue of EBT unallocated shares to individual	-	-	-	-	2,191	-	(2,191)	-
EBT buyback of issued shares	-	-	-	-	(6,173)	-	-	(6,173)
Employee equity settled share scheme	-	-	-	-	-	-	8,058	8,058
As at 31 March 2022	**121**	**927,255**	**17,499**	**(56,349)**	**(4,529)**	**337**	**(368,243)**	**516,091**
Loss for the financial year	-	-	-	-	-	-	**(64,030)**	**(64,030)**
Other comprehensive income	-	-	-	-	-	836	-	**836**
Total comprehensive loss	-	-	-	-	-	**836**	**(64,030)**	**(63,194)**
Issue of share capital	-	-	-	-	-	-	-	-
Share premium reduction (Note 25)	-	(250,000)	-	-	-	-	250,000	-
Dividend (Note 25)	-	-	-	-	-	-	(52,001)	(52,001)
EBT buyback of issued shares	-	-	-	-	(110)	-	-	(110)
Employee equity settled share scheme	-	-	-	-	-	-	(1,411)	(1,411)
As at 31 March 2023	**121**	**677,255**	**17,499**	**(56,349)**	**(4,639)**	**1,173**	**(235,685)**	**399,375**

The "Other Reserve" and "Merger Reserve" has arisen due to the group reconstruction as discussed in the "Company Overview" section of the strategic report. Refer to Note 25 for the creation of Merger reserve. The share-based payments reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 24 for further details of these plans.

The notes on pages 30 to 75 form part of these financial statements.

Statements of Changes in Equity of Buccaneer Holdco Limited for the year ended 31 March 2023

Company	**Issued Share Capital**	**Share Premium**	**Merger Reserve***	**Other Reserve***	**Retained Loss**	**Total**
	$'000	**$'000**		**$'000**	**$'000**	**$'000**
As at 31 March 2021	**120**	**927,255**	**17,499**	**(57,546)**	**(65,402)**	**821,926**
Loss for the financial year	-	-	-	-	(33,506)	(33,506)
Issue of share capital*	1	-	-	-	-	1
Employee equity- settled share scheme*					8,058	8,058
As at 31 March 2022	**121**	**927,255**	**17,499**	**(57,546)**	**(90,850)**	**796,479**
Profit for the financial year					15,344	15,344
Share premium reduction (Note 25)		(250,000)			250,000	-
Dividend (Note 25)					(52,001)	(52,001)
Employee equity- settled share scheme*					(1,413)	(1,413)
As at 31 March 2023	**121**	**677,255**	**17,499**	**(57,546)**	**121,080**	**758,409**

* Refer to disclosures in the Group Statement of Changes in Equity in the previous page.

The notes on pages 30 to 75 form part of these financial statements.

Consolidated Statement of Cash Flows of Buccaneer Holdco Limited for the year ended 31 March 2023

	2023 ($'000)	2022 ($'000)
Loss after taxation	**(64,030)**	**(50,400)**
Adjustments for:		
Depreciation of property, plant and equipment	7,158	7,182
Depreciation of right-of-use assets	4,244	5,660
Amortisation of intangible assets	78,183	75,469
Amortisation of deferred commission expense	8,122	6,411
Loss on disposal of property, plant and equipment and intangible assets	445	-
Share-based payment expense	(2,840)	9,306
Unrealised foreign exchange loss/(gain)	1,443	(1,258)
Amortisation of deferred debt costs	5,750	5,774
Tax charge	3,343	11,154
Impairment of right-of-use assets	7,703	250
Interest expense	107,600	83,693
(Gain)/Loss on cap/swap contract	(5,173)	(6,611)
Credit loss on receivables	6	122
Deferred rebates	(2,231)	-
Working capital movements:		
Increase in trade and other receivables, prepayments, unbilled receivables and other assets	(22,828)	(19,698)
(Increase)/Decrease in inventories	6,716	(11,534)
Increase in trade and other payables and deferred revenue	23,568	17,350
Net cash generated by operating activities	**157,179**	**132,870**
Interest paid	(58,022)	(49,147)
Tax paid	(3,423)	(7,060)
Net cash inflow from operating activities	**95,734**	**76,663**
Cash flows from investing activities		
Acquisition of subsidiary, net of cash acquired	-	(5,000)
Buy back of shares	(110)	(2,672)
Purchase of intangibles	(28,128)	(23,659)
Purchase of property, plant and equipment	(8,745)	(6,021)
Net cash outflow from investing activities	**(36,983)**	**(37,352)**
Cash flows from financing activities		
Payment of dividends	(52,701)	-
Repayment of borrowings	(6,050)	(12,281)
Payments of principal on leases	(7,829)	(8,151)
Net cash outflow from financing activities	**(66,580)**	**(20,432)**
Net increase in cash and cash equivalents	**(7,829)**	**18,879**
Cash and cash equivalents at the beginning of the period	**83,601**	**65,973**
Net foreign exchange difference on cash account	**(1,174)**	**(1,251)**
Cash and cash equivalents at the end of the period	**74,598**	**83,601**

The notes on pages 30 to 75 form part of these financial statements.

1. GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IFRS

The consolidated financial statements have been prepared and approved by the Directors in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 (UK-adopted IFRS). The parent company financial statements have been prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework ("FRS 101").

The parent company and group financial statements for the year ended 31 March 2023 were approved and authorised for issue by the Board of Directors on 28 July 2023.

At 31 March 2023 the Company is the parent undertaking of the largest group for which consolidated financial statements are drawn up, and which are publicly available.

The Company is a private company limited by shares. Most of the issued share capital of Buccaneer Holdco Limited is held by Genstar BI Gen Holdings Cayman LP. Genstar VII GP AIV BR Ltd is the ultimate controlling party as it manages the funds who own the General Partner (Genstar BI Gen investments LLC), who manage Genstar BI Gen Holdings Cayman LP, which directly controls Buccaneer Holdco Limited.

1.1 Reclassification of prior year presentation

Certain prior year amounts have been reclassified for consistency with the current year presentation. The management has reviewed the presentation of the consolidated statement of profit and loss and considered whether it continues to provide relevant and reliable information to stakeholders. It was concluded that there should be an update to how certain expenses were classified and therefore the Group has changed its accounting policy for expense classifications. Previously, the Group had disclosed certain Selling and Distribution Expenses ($22.4m) as part of Administrative expenses, and Gain on swap ($6.6m) as part of Finance income, whereas now it is presented as part of Finance cost. These reclassifications had no effect on the reported results of operations.

2. ACCOUNTING POLICIES

2.1 Overall considerations

Buccaneer Holdco Limited was incorporated in the United Kingdom as a limited company on 13 July 2018. The company is domiciled in the United Kingdom and the registered office address is:

1 London Street
Reading
Berkshire
England
RG1 4PN

On 5 September 2018 the Group acquired the entire share capital of CRF Health Group Limited. On the same day the shareholders of BI Gen Holdings Inc (The Bracket Group) ceded the ownership of their shares to Buccaneer Holdco Limited as part of a group reconstruction. Buccaneer Holdco Limited then contributed the shares to Buccaneer Intermediate Holdco (a wholly owned subsidiary) in exchange for shares in that entity.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

2.1.1 Subsidiaries exempt from audit under section 479A Companies Act 2006

The following subsidiaries are exempt from the requirements of the UK Companies Act 2006 relating to the audit of individual accounts by virtue of s479A of the Act. Buccaneer Holdco Limited has given a guarantee with regards to the outstanding liabilities at the balance sheet date of the below named subsidiaries pursuant to s479A to s479C of the Act and all members of the companies agree to the exemption of an audit for the year ended 31 March 2023.

Subsidiary Name	Registration Number
Signant Health Inc Limited (formerly CRF Inc Limited)	05132886
CRF Health Technologies Limited	09341444
CRF Health Group Limited	09339823
SPV Chelsea 3 Limited	10968718
Buccaneer Midco Limited	11463916
Buccaneer Bidco Limited	11463928
Buccaneer Subco Limited	11490774
Signant Health Limited (formerly Bracket Global Limited)	01605757
Signant Health Technologies Limited (formerly Bracket Global Technologies Limited)	01605757
Signant Health Management Limited (formerly CRF Health Management Limited	09288769

2.2 Basis of preparation

The consolidated financial statements of Buccaneer Holdco Limited have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 (UK-adopted IFRS), under the historical cost convention.

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarised below. These accounting policies have been applied consistently in all the period presented. The consolidated financial statements have been prepared using accounting policies specified by IFRS that are in effect at the end of the reporting period.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year, are discussed in Note 3.

Going concern

The Directors have a reasonable expectation that the Group and the Parent as a whole have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in the accounts.

The Group's business activities, together with factors likely to affect its future development, performance and position are considered by the Directors on an annual basis.

During the 2023 financial year, the Group generated a net loss before tax of \$60.7m (2022: \$39.2m) which is mainly driven by cash and non-cash finance costs of \$108.2m (2022: \$82.8m) and non-cash items such as depreciation of \$11.4m (2022: \$12.8m), amortisation of \$78.2m (2022: \$75.5m) and deferred commission amortisation of \$8.1m (2022: \$6.4m). The adjusted operating profit for the year was \$141.0m (2022: \$114.9m). Adjusted operating profit is stated before restructuring costs of \$24.1m (2022: \$8.2m), depreciation and amortisation as above.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

Going concern (continued)

The net asset position in 2023 was $399.4m compared to prior year net asset position of $516.1m, the main driver of this movement is the $64.0m net loss for the year ended 31 March 2023 (2022: $50.4m). Cash generated through operating activities during the 2023 financial year was $157.2m (2022: $132.9m), with closing cash of $74.6m (2022: $83.6m). Net current liability of ($0.7m) (2022: ($9.3m) mainly due to increase in trade and other payables and fair value of interest cap/swap from liability to asset.

The Group meets its day-to-day working capital requirements from the positive cash flows generated by its trading activities and its available cash resources ($74.6m as of 31 March 2023). These are supplemented when required by additional drawings under the Group's revolving credit facility("RCF") at 31 March 2023 this amounted to $66.7m (2022: $66.7m) which was undrawn and available for use at the end of 2023. This RCF facility has a leverage ratio financial covenant that is required to be tested quarterly based on the amount drawn at that date. The covenant was not triggered at year end as the RCF was not drawn. In December 2022, the Group have amended the expiry date of this facility from 5 September 2023 to 5 September 2024. In May 2023, the Group have successfully refinanced the original debt and further increased available RCF to $80.0m. The expiration date was further extended to 2028. The new agreement have bundled up the First Lien and Second Lien into one singular term loan with a 5-year maturity. There are no material changes to the covenants. First Lien coverage is now at 8 times vs 7.7 times in the previous agreement but only applies when the revolver is 35% drawn. The debt increased from $810m to $980m, the proceeds of which was used to fund the DSG acquisition discussed above. Refer to Note 30 for details of the post balance sheet events.

Notes 20 and 21 include details of the Group's financing activities, long-term funding arrangements, financial instruments and financial risk management activities. The Group's long term funding loans comprise bank loans and shareholder preference share liabilities totalling $1,095m (2022: $1,056m) (net of deferred financing fees) which are not due for repayment before 2028. In respect of bank borrowings financial covenants only arise in the event of drawdowns from the available revolving credit facility. Interest in respect of preference shares is capitalised into the principal balance quarterly.

The Directors have considered the impact of the Coronavirus (COVID-19) outbreak, and as with the rest of the world, Signant have adapted to the new way of life. Signant have implemented a hybrid working environment with team members working in both office and non-office locations or a mixture. Consequently, during FY2023, we have closed our offices in Hammersmith, Japan, Maryland and San Francisco and down-sized our offices in Finland, Romania and India. With regards to business overall, we have disclosed in the past that our business have not experienced an increase in cancellation rate or any supply chain issue associated with the pandemic, however having said that we are managing the overall current economic and operational challenges surrounding the clinical trial industry. The management have executed necessary changes to support growth and provided framework to focus on revenue, customer management and service delivery.

The directors have prepared cash flow forecasts covering the period up to twelve months from the date of signing of these financial statements utilizing the extended forecasts until 31 March 2025, which indicate that, taking accounting of severe but plausible downsides, the Group will have sufficient funds to meet its liabilities as they fall due for that period.

Going concern (continued)

The base forecast reflects an approximate 10% increase on the year to 31 March 2024, principally driven off contracted and known revenue. The key assumption in the severe but plausible downsides was an effective 10% reduction in revenue from the base scenario, which reflects a similar outturn to the year to 31 March 2023. In this scenario no additional RCF drawdowns are required and sufficient funds exist to trade and settle liabilities as they fall due for at least the twelve months from the date of approval of these financial statements. Having no RCF drawdowns would mean there are also no covenants testing required.

Consequently, the directors are confident that the Group will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Basis of consolidation
Subsidiaries

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2023 (see Note 12). Subsidiaries are entities over which the Company has control. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and can affect those returns through its power over the investee. Specifically, the Company controls an investee, if and only if, it has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee) and
- Exposure, or rights, to variable returns from its involvement with the investee and
- *The ability to use its power over the investee to affect its return*

The Company re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control of the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period, are included in the statement of comprehensive income from the date the Company gains control until the date the Company loses control of the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The group has an established Employee benefit Trust ("EBT") to which it is the sponsoring entity. Notwithstanding the legal duties of the trustees, the group considers it as a subsidiary and is included in the consolidated financial statements.

The Company assessed the investment in Thoughtsphere under IFRS 10 and determined that it did not meet the criteria for consolidation.

2.3 New and amended standards and interpretations

The following Adopted IFRSs have been issued but have not been applied by the Group in these consolidated financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated.

- Amendments to IFRS 17: Insurance Contracts (effective date 1 January 2023).
- Amendment to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Classification of Liabilities as Current or Non-current (effective date to be confirmed).
- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to introduce a new definition for accounting estimates (effective 1 January 2023).
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements (effective 1 January 2023).
- Amendments to IAS 12 Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (effective date to be confirmed).

2.4 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the fair value of the consideration transferred measured at the acquisition date. Acquisition-related costs are presented separately and not part of administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is more than the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all the assets acquired and all the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the entity acquired are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

2.5 Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

2.5 Current versus non-current classification (continued)

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for trading
- Expected to be realised within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for trading
- It is due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current.

2.6 Revenue and interest income recognition

Revenues are recognised when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Group expects to receive in exchange for those goods or services. The Group provides various technology-enabled solutions to customers that are generally provided to the customer over the duration of a clinical trial. In addition, the Group also provides software solutions that are utilised by customers to manage their clinical trial supplies.

The Group applies the following five steps in order to determine the appropriate amount of revenue to be recognised as it fulfils its obligations under each of its agreements:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognise revenue as the performance obligation is satisfied.

Performance obligations and revenue recognition policies:

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

2.6 *Revenue and interest income recognition (continued)*

Type of product/ service	Revenue recognition policies
Services	*Revenue is recognised over time as services are provided over the duration of the clinical trial.*
Software licences	*Revenue for perpetual software licenses are recognised at a point in time upon delivery of the license. Maintenance revenue related to such software is recognised over the duration of the maintenance period.*
Hardware	*Revenue is recognised over a point in time when title passes to the customers.*
Pass-through revenue	*Revenue is recognised over a point in time when performance obligation that the reimbursable or pass-through cost relates to is recognised*

The following describes the nature and timing of satisfaction of each performance obligations relating to the products described above.

eCoa and RTSM arrangements

The Group's eCoa and RTSM arrangements are provided to customers as hosted solutions over the duration of a clinical trial. These arrangements contain multiple performance obligations and the Group accounts for individual performance obligations separately when they are considered distinct. The performance obligations in these arrangements vary by arrangement but can typically include i) professional services related to the development / set-up of the application, ii) hardware sales, iii) hosting services iv) maintenance services, a v) decommissioning services.

The professional services related to the development / set-up of the applications are recognised over time as these services are performed based on the proportional performance method by comparing work performed to date in relation to the estimated work to complete the development / set-up. The length of these professional service arrangements typically ranges from several weeks to several months in duration. Hardware sales are recognised at a point in time upon the Group's receipt of the goods from the manufacturer or distributor, which is when title passes to the customer, assuming three criteria are met. The three criteria are:

1) The assets must be segregated in the Group's facilities,

2) Title to the assets must have passed upon the Group's receipt of the goods per a contract,

3) The contract must have terms that indicate that the Group is only responsible for loss and damage to the assets caused by its sole negligence.

Shipping and handling charges invoiced to clients are included in product sales revenues. The expenses of providing these services as well as non-invoiced shipping and handling costs are included in cost of sales.

Hosting services and maintenance services are recognised over time. The Group uses the passage of time as its measurement method as the control of these services are transferred to the customer concurrently with customers use of the service throughout the study, and as a result, revenue for these services is recognised ratably. Decommissioning services are recognised over time as these services are performed, also based on the proportional performance method.

2.6 Revenue and interest income recognition (continued)

RTQA Arrangements

The Group's RTQA arrangements may include various types of professional services, including rater training, education and certification, scale management, and translations. Our RTQA arrangements also often include a hosted endpoint reliability solution that collects data through the duration of the clinical trial, which is then monitored and analysed throughout the trial. These arrangements contain multiple performance obligations and we account for individual performance obligations separately when they are considered distinct. The performance obligations in these arrangements vary by type but can typically include i) various types of professional services related to project management, rater training and rater certification services, ii) delivery of training materials, iii) professional services related to scale management and translations and iv) endpoint reliability services.

The professional services related to project management, rater training and rater certification services are recognised over time as these services are performed, generally using a time based measure of performance over the applicable service period. Delivery of training materials is recognised at a point in time when such materials are delivered. Professional services related to scale management and translations are recognised over time as these services are performed. Endpoint reliability services are recognised over time (from the go-live date of the endpoint reliability solution through the duration of the clinical trial). The Group uses the passage of time as its measurement method as the control of the endpoint reliability services as the services are transferred to the customer concurrently with customers use of the service throughout the study, and as a result, revenue for these services is recognised ratably.

SmartSupplies

The Group offers clinical trial supply chain software solutions that help customers manager and track their clinical supplies through its SmartSupplies offerings. These arrangements contain multiple performance obligations and the Group accounts for individual performance obligations separately when they are considered distinct. The performance obligations in these arrangements vary by type, but can typically include i) perpetual software licenses, which represent functional intellectual *property, ii) professional services related to implementation, iii) maintenance services.*

The perpetual software licenses are recognised at a point in time upon delivery of the license, given the license is for functional intellectual property and has utility to the customer on a stand-alone basis. Professional services related to implementation are considered distinct from the underlying perpetual license and are recognised over time as such services are performed. Revenues for maintenance services are transferred to the customer concurrently throughout the maintenance period and are therefore recognised ratably.

Reimbursable and pass-through costs

Reimbursable and pass-through costs represent fulfilment costs that relate to various performance obligations within our customer arrangements. Revenues for such costs are recognised when the performance obligation that the reimbursable or pass-through cost relates to is recognised. Reimbursable and pass-through costs are presented at gross.

Cost to Obtain and Fulfil a Contract

The Group capitalises expense associated with variable compensation paid to internal sales personnel that is incremental to obtaining customer contracts. Such costs are deferred and amortised on a

2.6 Revenue and interest income recognition (continued)

straight-line basis over the duration of the contractual term to administration expense. The current portion of capitalised contract costs are represented by prepaid commission expense in 'Prepayments and other assets' in the Group's consolidated statement of financial position, whilst the non-current portion is included in 'Other assets'. The costs are periodically reviewed for impairment.

The Group capitalises expenses associated with costs to fulfil certain technology-enabled services that are incurred prior to the commencement of revenue recognition for such services. Such costs are deferred and recognised to cost of sales in a manner consistent with the recognition of revenues for the related technology-enabled services. The current portion of the capitalised costs are represented

by costs to fulfil a contract in 'Prepayments and other assets' in the Group's consolidated statement of financial position, whilst the non-current portion is included in 'Other assets'. The costs are periodically reviewed for impairment.

Contract Balances

Deferred revenue consists of billings or payments received in advance of revenue recognition and is recognised as the revenue recognition criteria are met. The Company invoices its customers in accordance with the terms of the underlying contract. Accordingly, the deferred revenue balance of $258.6m (2022 - $245.6m) does not represent the total contract value of outstanding arrangements. Deferred revenue that is expected to be recognised during the subsequent 12-month period is recorded as current deferred revenue and the remaining portion as non-current deferred revenue. Total deferred revenue will be recognised within a period of two years and revenue amounts attributable to additional backlog of $373.4m will be recognised within a period of three to five years.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding, and at the effective interest rate applicable.

2.7 Share based payments

Equity-settled transactions

The cost of equity-settled transactions with employees is measured by the difference in the price paid per share as compared to fair value at the date at which the right to the shares is granted. Fair value is determined by an external valuation firm using option pricing models, further details of which are given in Note 24.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period between the grant date and the anticipated exit date. The cumulative expense recognised for equity-settled transactions at each reporting date until the anticipated exit date reflects the extent to which the duration to an anticipated exit has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense in the statement of profit or loss for a period represents the vesting of the awards during the period. No expense is recognised for shares that are forfeited or purchased back by the Company.

2.7 Share based payments (continued)

Cash-settled transactions

A liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefits expense. The fair value is expensed over the period until the anticipated exit date with recognition of a corresponding liability. The fair value is determined using a binomial model, further details of which are given in Note 24.

2.8 Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable

2.8 Taxes (continued)

future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that enough taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

2.9 Foreign currencies

Presentation currency

The consolidated financial statements are presented in USD, which is the presentation currency of the Group.

The main rates for 2023 are:

	Euro	GBP
Balance Sheet – closing rate as of 31 March 2023	0.92	0.81
P&L – average rate for the year to 31 March 2023	0.96	0.83

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are revalued at the rate of exchange ruling at the reporting date and gains or losses on revaluation are included in the consolidated statement of profit or loss. The differences that arise from translating the results of overseas businesses at average rates of exchange, and their assets and liabilities at closing rates, are dealt with in the currency translation reserve. All other currency gains and losses are recorded in the consolidated statement of profit or loss. Non-monetary assets in a foreign currency that are accounted for at historical cost are translated using the exchange rate at the date of the initial transaction.

Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign entities of the Group. The cumulative currency gain or loss related to foreign exchange differences on intercompany borrowings deemed part of a subsidiary's net investment is also included in the currency translation reserve.

2.10 Intangible assets

Intangible assets arising in business combinations are stated at their fair value, less accumulated amortisation and accumulated impairment losses. Intangible assets that have been purchased are measured at cost, less accumulated amortisation and accumulated impairment losses. Intangible assets include technology applications, trade names and trademarks, customer relationships, backlog, restraint of trade, goodwill and other intangibles. Other intangibles include internally developed intangibles, as discussed in Note 10, and software and licences.

Goodwill is not subject to amortisation but rather to an annual impairment review. Amortisation on internally developed intangibles commences once the asset is brought into use. Amortisation of intangibles is charged to the statement of profit or loss on a straight-line basis over their estimated useful lives:

	Estimated useful lives
Technology applications	7 years
Trade Names and Trademarks	1 to 7 years
Customer relationships	17 years
Backlog	2.5 years
Restraint of trade	6 years
Other intangibles	3 to 5 years

2.11 Research & development

Research costs are expensed as incurred. Development expenditures (developed proprietary technology) on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development
- The ability to use the intangible asset

Where the Directors are satisfied as to the technical, commercial and financial viability of individual projects, the identifiable expenditure is capitalised and amortised over the period during which the Group is expected to benefit. This period is expected to be between 3 and 5 years.

Following initial recognition of the development expenditure as an intangible asset, the asset is carried at cost, less any accumulated amortisation and accumulated impairment losses. During the period of development, the asset is tested annually for impairment.

2.12 Property, plant and equipment

Property, plant and equipment is stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on a straight-line basis over the item's estimated useful life to write off the cost, less residual value, of each category of asset:

	Estimated useful lives
Machinery and equipment	5 to 7 years
Furniture & leasehold improvements	2 to 10 years
Computers and networks	3 years

Gains or losses on the sale of property, plant and equipment are recognised in the period of disposal of the asset. Improvements which extend the useful lives of assets are capitalised. Repairs and maintenance are expensed as incurred.

2.13 Impairment of assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value, less costs of disposal, and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows of the asset or group of assets are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

2.14 Inventories

Inventories are valued at the lower of cost and net realisable value under the first-in, first-out method. Cost includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

2.15 Financial instruments

Financial assets and liabilities are initially recognised in the Group's Statement of Financial Position at fair value when the Group becomes a party to the contractual provision of the instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

2.15 Financial instruments (continued)

A financial liability is derecognised when it is extinguished, discharged, cancelled or it expires.

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated Statement of Financial Position, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, that is to realise the assets and settle the liabilities simultaneously.

2.16 Trade receivables

Trade receivables are recognised at cost, reduced for any provision for non-collectable or impaired amounts. Due to their short-term nature the carrying amount of trade receivables approximates their fair value.

The Group uses the IFRS 9 Expected Credit Loss model to measure loss allowances at an amount equal to their lifetime expected credit loss.

2.17 *Cash and cash equivalents*

For the preparation of the consolidated statement of cash flows and the consolidated Statement of Financial Position, cash and cash equivalents include cash at bank and in hand and short-term deposits with an original maturity period of three months or less. Bank overdrafts that are an integral part of a subsidiary's cash management and are payable on demand are included in cash and cash equivalents where they have a legal right of set-off and there is an intention to settle net, against positive cash balances, otherwise bank overdrafts are classified as borrowings.

Investments with maturity dates of greater than three months but less than one year are short-term investments.

2.18 Trade payables

Trade payables are recognised at amortised cost. Due to their short-term nature the carrying amount of trade payables approximates their fair value.

2.19 Borrowings

Interest-bearing borrowings are recognised initially at cost less attributable transaction costs. After initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the statement of profit or loss over the period of borrowing on an effective interest rate basis. The transaction cost is amortised over the period of the facility to which it relates to.

2.20 Borrowing costs

Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale, are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.21 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets
The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets which ranges between 2 and 13 years.

Lease Liabilities
At the commencement date, lease liabilities are measured at an amount equal to the present value of the following lease payments for the underlying right-of-use assets during the lease term:
- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option;
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or the Group's incremental borrowing rate at the lease commencement date, which may be adjusted for factors such as the length of the lease.

Each lease payment is allocated between the liability and finance cost. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the payments made. The carrying amount of liability is remeasured to reflect any reassessment, lease modification or revised in-substance fixed payments.

The lease term is a non-cancellable period of a lease; periods covered by options to extend and terminate the lease are only included in the lease term if it is reasonably certain that the lease will be extended or not terminated.

2.21 Leases (continued)

Short-term leases and leases of low-value assets

Payments associated with all short-term leases and certain leases of all low-value assets are recognised on a straight-line basis as an expense in profit or loss. The Group applies the exemption for low-value assets on a lease-by-lease basis i.e. for the leases where the asset is sub-leased, a right-of-use asset is recognised with corresponding lease liability; for all other leases of low value asset, the lease payments associated with those leases will be recognised as an expense on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

Low-value assets comprise computers, tablets, mobile phones and small items of office furniture.

2.22 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss, net of any reimbursement.

2.23 Retirement benefits

The Group's contributions to defined contribution plans are charged to the statement of profit or loss in the period that they relate to.

2.24 Cash flow statement

The cash flow statement has been prepared under the indirect method of reporting cash flows from operating activities.

2.25 Profit for the year

As permitted by Section 408 of the Companies Act 2006, the Company has elected not to present its own profit and loss account for the year. The Company reported a profit for the financial year ended 31 March 2023 of $15.3m (2022 – net loss $33.5m).

2.26 FRS 101 Exemptions

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

2.26 FRS 101 Exemptions (continued)

- IFRS 7, 'Financial instruments: Disclosures'.
- IFRS 2 Share-Based Payments in respect of group settled share-based payments
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- amount at the beginning and end of the period).
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  – 10(d) (statement of cash flows);
  – 16 (statement of compliance with all IFRS);
  – 38A (requirement for minimum of two primary statements, including cash flow statements);
  – 38B–D (additional comparative information);
  – 111 (cash flow statement information); and
  – 134–136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
  The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group and compensation of Key Management Personnel.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires the use of certain accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below. Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described hereunder:

Impairment – goodwill and other intangibles

The Group determines whether goodwill and other intangible assets are impaired on an annual basis or otherwise when changes in events or situations indicate that the carrying value may not be recoverable. This requires an estimation of the recoverable amount of the cash generating unit to which the assets are allocated. Estimating the value-in-use requires the Group to make an estimate of the future cash flows from the cash-generating unit and to choose a suitable discount rate in order to calculate the present value of those cash flows.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

Other estimation and uncertainty

Amortisation of intangible assets

Amortisation is provided so as to write-off the cost less estimated residual values on a straight line basis over the expected useful economic lives of the assets concerned. Estimation around economic useful lives is impacted by related product life cycle or technical obsolescence (see Note 2.10).

Equity settled share-based payments non-market condition

Equity-settled share-based payments issued under Senior Executive Plan is expensed ratably over the duration of the period from the grant date based on their estimated fair value to an anticipated exit date. As at 31 March 2023, the Group estimated the exit date from September 2022 to March 2024. A credit adjustment was made to reflect the extended vesting period. Please refer to Note 24 for details.

4. REVENUE

Below is a summary of revenue by product for the period:

	Group 2023 $'000	Group 2022 $'000
Services	327,366	348,274
Software licences	4,580	4,548
Pass-through revenue and hardware	104,819	95,784
Total revenue	436,765	448,606

Geographic information

The geographic information of the Group's revenue represents the location of its customers.

	Group 2023 $'000	Group 2022 $'000
North America	337,298	338,791
Europe	93,310	103,443
Asia Pacific	6,157	6,372
Total revenue	436,765	448,606

4. REVENUE (continued)

Assets and liabilities related to contracts with customers

The group has recognised the following assets and liabilities related to contracts with customers:

	Note	Group 2023 $'000	Group 2022 $'000
Trade Receivables	14	99,629	86,237
Unbilled receivable		28,453	24,555
Cost to fulfil a contract	13,17	6,326	6,561
Deferred revenue	22	258,588	245,582

5. STAFF COSTS

Employee costs (including Directors) during the period were:

	Group 2023 $'000	Group 2022 $'000
Wages and salaries	159,810	158,479
Social security costs	2,153	5,757
Pension costs – defined contribution	7,338	6,664
Share-based payment (credit)/expense (Note 24)	(1,109)	9,306
	168,192	180,206

The average monthly number of employees (including Directors) during the period were as follows:

	Group 2023 No.	Group 2022 No.
Support	653	609
Client services	642	676
S&A	301	274
R&D	330	315
	1,926	1,874

Directors' emoluments

	2023 $'000	2022 $'000
Aggregate emoluments	1,566	3,106
Retirement account – defined contribution plan	12	12
	1,578	3,118

5. STAF COSTS (continued)

Number of Directors who received emoluments	6	6
Number of Directors who received share-based payments	6	6

The highest paid director received total emoluments of $1,148,023 (2022 - $2,663,270) of which $12,200 (2022- $11,600) relates to retirement account contributions. The number of directors who received employer contributions to a defined contribution retirement plan is 1 (2022 – 1). The number of shares issued to Directors considered share-based payments is 2,792,000 shares.

6. OPERATING PROFIT

	Group 2023 $'000	Group 2022 $'000
The operating profit is stated after charging/(crediting):		
Staff costs (Note 5)	168,192	180,206
Research and development expenditure (excluding staff costs)	4,459	2,473
Operating lease rentals and occupancy costs	346	511
Amortisation and impairment of intangible assets (Note 10)	78,183	75,469
Depreciation of PPE (Note 11)	7,158	7,182
Depreciation of Right-of-use assets (Note 23)	4,244	5,660
Amortisation of deferred commission expense	8,122	6,411
Foreign Exchange differences	(714)	3,154
Fees paid to the Group's auditor are as follows:		
Audit fees – parent company and group accounts	1,511	612
Audit fees – subsidiary entities	130	121
Non-audit service fees		
Corporate finance	223	1,003
Transaction services	201	-
	424	1,003
Total fees	2,065	1,736

7. FINANCE INCOME

	Group 2023 $'000	Group* 2022 $'000
Interest	190	61
Total finance income	190	61

*Certain amounts in prior year have been reclassified to suppose current year presentation. Please refer to Note 1.1.

8. FINANCE COSTS

	Group 2023 $'000	Group* 2022 $'000
Interest payable and similar charges		
Interest expense bank	68,575	48,907
Preference share interest expense	36,570	32,118
Gain on interest rate cap/swap contract	(5,173)	(6,611)
Interest on lease liabilities	2,455	2,668
	102,427	77,081
Other finance costs		
Amortisation of debt issue costs	5,750	5,774
	5,750	5,774
Total finance costs	108,177	82,856

*Certain amounts in prior year have been reclassified to suppose current year presentation. Please refer to Note 1.1.

In July 2019, the Group entered into a hybrid interest rate cap/swap instrument to partially mitigate the risk on its floating LIBOR interest rate exposure on $501.0m of its term loans. The instrument expires on 30 September 2023 and is subject to net settlement quarterly beginning on 31 December 2020. As of 31 March 2023 the cap/swap had a fair value of an asset position of $3.8m (2022 – $1.7m) and presented as part of Prepayments and Other assets in the Statement of Financial Position. The Group has elected not to designate this instrument as a hedge under IFRS 9 and has recognized $5.2m gain (2022- $6.6m) within finance cost.

9. TAX ON ORDINARY ACTIVITIES

(a) The components of the total tax charge are as follows:

	Group 2023 $'000	Group 2022 $'000
Current tax:		
Current tax on profits for the year	15,987	9,247
Adjustment in respect of prior year	951	1,199
Total current tax charge	16,938	10,446
Deferred tax (Note 19):		
Current year	(10,238)	(6,181)
Adjustment in respect of prior year	(3,357)	(1,763)
Effect of changes in tax rates	-	8,652
Total deferred tax (credit)/charge	(13,595)	708
Tax per statement of profit or loss	3,343	11,154

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

9. TAX ON ORDINARY ACTIVITIES (continued)

Factors affecting the total tax charge for the current year

The charge for the period can be reconciled to the loss per the income statement as follows:

	Group 2023 $'000	Group 2022 $'000
Loss for the period - continuing operations	(60,687)	(39,246)
Tax on loss at standard UK rate of 19%	(11,531)	(7,457)
Effects of:		
Adjustment in respect of prior year	(2,406)	(564)
Non-taxable income from insurance claim	(5,070)	-
Non-deductible Preference Share interest	6,984	6,113
Expenses not deductible	116	1,685
Tax rate changes	233	8,652
Effects of overseas tax rates	1,202	672
Deferred tax not recognised	13,213	2,034
Tax credits	(1,466)	-
Uncertain tax position	1,800	-
Others	268	19
Tax charge for the period	3,343	11,154

During the year ended March 31, 2023, the Group implemented a new intercompany operating model to help meet its strategic business objectives. As part of this new operating model, there was a change in the Group's cross-border intercompany transactions. It is possible that these changes will be subject to challenge by the relevant tax authorities, and Management considered this an uncertain tax position. Based on Management's evaluation of the tax positions expected to be taken on tax returns, Management determined it was appropriate to record a current tax provision of $3 million, offset by a deferred tax asset of $1.2 million, for a net impact of $1.8 million to the financial statements.

Other non-current liability of $3.0m (2022-$nil) represents the current tax reserve for uncertain tax position undertaken during the year. This is not expected to be paid in the next twelve months.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

10. INTANGIBLE ASSETS

Group	Technology applications	Trade names and Trademarks	Customer relationships	Backlog	Restraint of trade	Goodwill	Capitalised Dev Costs	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
COST								
At 31 March 2021	162,126	74,614	591,643	14,491	5,311	1,128,496	48,031	2,024,712
Additions	1,035	-	-	-	-	813	22,624	24,472
Disposals	-	-	-	-	-	-	(250)	(250)
Effect of foreign exchange	(531)	-	-	-	-	-	(1,827)	(2,358)
At 31 March 2022	162,630	74,614	591,643	14,491	5,311	1,129,309	68,578	2,046,576
Additions	277	-	-	-	-	-	27,851	28,128
Disposals	(1)	-	-	-	-	-	(144)	(145)
Effect of foreign exchange	(184)	-	-	-	-	-	(472)	(656)
At 31 March 2023	**162,722**	**74,614**	**591,643**	**14,491**	**5,311**	**1,129,309**	**95,813**	**2,073,903**
AMORTISATION								
At 31 March 2021	64,067	65,941	120,565	14,381	3,596	-	14,627	283,177
Amortisation for the year	23,744	3,183	37,773	109	895	-	9,765	75,469
Effect of foreign exchange	(233)	-	-	-	-	-	(420)	(653)
At 31 March 2022	87,578	69,124	158,338	14,490	4,491	-	23,972	357,993
Amortisation for the year	23,782	3,176	37,773	-	822	-	12,630	78,183
Disposals	-	-	-	-	-	-	(158)	(158)
Effect of foreign exchange	545	(124)	-	-	(2)	-	(404)	15
At 31 March 2023	**111,905**	**72,176**	**196,111**	**14,490**	**5,311**	**-**	**36,040**	**436,033**
NET BOOK VALUE								
At 31 March 2022	75,052	5,490	433,305	1	820	1,129,309	44,606	1,688,583
At 31 March 2023	50,817	2,438	395,532	1	-	1,129,309	59,773	1,637,870

All amortisation charges have been charged to administrative expenses.

Included in the carrying value of development cost is $22.1m (2022: $15.9m) related to on-going projects and product development as of 31 March 2023 which are not yet amortised.

Goodwill and intangibles impairment test

At 31 March 2023, Management performed a goodwill impairment test by obtaining an enterprise valuation by an accredited valuation firm and compared that value to the Group's carrying amount noting that there was no impairment in the Group's goodwill. The impairment calculation is most sensitive to the pre-tax discount rate within the income approach and revenue and EBITDA growth assumptions within both the income and market approaches, and the comparable company EBITDA multiples within the market approach. The key assumptions used are pre-tax discount rate applied of 11.0%, revenue growth rates ranging from 10.0% to 12.7% which is within the range seen for comparable companies, and a long-term growth rate of 2.3%.

The management have considered and assessed reasonably possible changes for these key assumptions and in each case the valuations indicate sufficient headroom such that a reasonably possible change to key assumptions is unlikely to result in an impairment of these intangible assets.

At 31 March 2023, Management also assessed the future benefit from existing intangibles versus their carrying value and found no indications of impairment.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

10. INTANGIBLE ASSETS (continued)

The below table summarises the movement in goodwill during the period:

	Total
	$'000
At 31 March 2021	**1,128,496**
Adjustment in respect prior year acquisition	813
At 31 March 2022	**1,129,309**
Addition	-
At 31 March 2023	**1,129,309**

Company: The Company had no intangible assets as at 31 March 2023 (2022: $nil).

11. PROPERTY PLANT AND EQUIPMENT

Group	Machinery & Equipment	Furniture & Leasehold Improvements	Total
COST			
At 31 March 2021	24,207	9,460	**33,667**
Additions	6,018	3	**6,021**
Disposals	(133)	(13)	**(146)**
Effect of foreign exchange	(767)	(147)	**(914)**
At 31 March 2022	29,325	9,303	**38,628**
Additions	8,471	274	**8,745**
Disposals	(1,959)	(2,411)	**(4,370)**
Effect of foreign exchange	(671)	(141)	**(812)**
At 31 March 2023	**35,166**	**7,025**	**42,191**
DEPRECIATION			
At 31 March 2021	15,239	2,165	**17,404**
Charge for the period	6,075	1,107	**7,182**
Disposals	(133)	(13)	**(146)**
Effect of foreign exchange	(476)	(96)	**(572)**
At 31 March 2022	20,705	3,163	**23,868**
Charge for the period	6,292	866	**7,158**
Disposals	(1,928)	(1,739)	**(3,667)**
Adjustment	(432)	432	-
Effect of foreign exchange	(458)	(95)	**(553)**
At 31 March 2023	**24,179**	**2,627**	**26,806**
NET BOOK VALUE			
At 31 March 2022	**8,620**	**6,140**	**14,760**
At 31 March 2023	**10,987**	**4,398**	**15,385**

11. PROPERTY PLANT AND EQUIPMENT (continued)

Company: The Company had no property, plant and equipment as at 31 March 2023 (2022: $nil).

12. INVESTMENTS

Company	Investment in subsidiary undertaking
	$'000
COST	
At 31 March 2021	**1,056,612**
Addition	**12,806**
At 31 March 2022	**1,069,418**
Addition	**2,534**
Disposal	**(5,378)**
At 31 March 2023	**1,066,574**

The current year's addition relates to the $2.5m (2022: $9.3m) additional investment subsidiaries where employees received share-based compensation (Note 24), whilst disposal of $5.4m (2022- $nil) relates to the reduction in value of those investments held under share-based compensation. Prior year amount also includes $3.5m additional capital contribution to Signant Health Global LLC ("SHGL") in relation to the buy-back of Company share from former employee, which SHGL funded.

The Group and Company subsidiary undertakings are shown below:

12. INVESTMENTS (continued)

Undertaking	Country of registration	Principal activity	Registered address	% of ordinary shares held Group	Company
Buccaneer Intermediate Holdco Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	100%
Buccaneer Midco Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Buccaneer Bidco Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Buccaneer Subco Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
CRF Health Group Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
CRF Health Technologies Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
SPV Chelsea 1 Oy	Finland	Holding Company	John Stenbergin ranta 2, FI-00530 Helsinki	100%	-
SPV Chelsea 2 Oy	Finland	Holding Company	John Stenbergin ranta 2, FI-00530 Helsinki	100%	-
Signant Health Management Limited	England and Wales	Clinical Trials	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Signant Health Oy	Finland	Clinical Trials	John Stenbergin ranta 2, FI-00530 Helsinki	100%	-
Signant Health Services SRL	Romania	Clinical Trials	1 Palat Street, Moldova Center Building 6th Floor, Iasi, Romania	100%	-
Signant Health LLC (formerly Signant Health Inc)	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Health Inc Limited	England and Wales	Clinical Trials	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
SPV Chelsea 3 Limited	England and Wales	Holding Company	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Entra Health Systems Holdings Inc.	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Entra Health Systems LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
BI Gen Holdings Inc	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
BI Gen Intermediate Inc	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Bracket Intermediate Holding Corp	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Health Holding Corp	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Health K.K	Japan	Clinical Trials	MPR Roppongi Mikawadai, Building 3F, 4-2-14 Roppongi Minato-ku Tokyo Japan 106-0032	100%	-
Signant Health Limited	England and Wales	Clinical Trials	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Bracket Technologies Private Ltd	India	Clinical Trials	Cyber Towers, 3rd Floor, HITEC City, Madhapur, Hyderabad 500081 India	100%	-
Signant Health Technologies Limited	England and Wales	Clinical Trials	1 London Street, Reading Berkshire, England, RG1 4PN	100%	-
Signant Health Holdings LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Global Community, Inc.	United States	Non-trade Organisat	785 Arbor Way, Blue Bell, PA 19422	100%	-
P-Star Acquisition Co Inc	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
CLINapps Inc	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Motentia LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Health Global LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Clintara LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Bracket Global s r o	The Czech Republic	Clinical Trials	V celnici 1031/4, Nové Město, 110 00 Praha 1, Czech Republic	100%	-
SCRS Corporation	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Virtrial Holdings Inc.	United States	Holding Company	785 Arbor Way, Blue Bell, PA 19422	100%	-
Society for Clinical Research Sites Inc.	United States	Trade Organisation	785 Arbor Way, Blue Bell, PA 19422	100%	-
Virtrial LLC	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Thoughtsphere Inc.	United States	Clinical Trials	2445 Augustine Drive, Suite 150, Santa Clara, CA 95054	10%	-
Signant Health Global Solutions Limited	Ireland	Clinical Trials	10 Earlsfort Terrace, Dublin 2, Ireland, D02 T380	100%	-
Signant Health Malta Holdco Limited	Malta	Holding Company	93 Mill Street, Zone 5, Central Business District, Qormi CBD 5090 Malta	100%	-
Signant Health Global Technology Limited	Malta	Clinical Trials	93 Mill Street, Zone 5, Central Business District, Qormi CBD 5090 Malta	100%	-
Signant Health Malta MGT LLP Branch Office	United States	Clinical Trials	785 Arbor Way, Blue Bell, PA 19422	100%	-
Signant Health Management Philippine Branch Office	Philippines	Clinical Trials	12th Floor, Makati Sky Plaza, 6788 Ayala Avenue, San Lorenzo, 1223 City of Makati, NCR Fourth District Philippines	100%	-

Group

On 25 October 2021, P-Star Acquisition Co.,Inc., a wholly-owned subsidiary of Buccaneer Holdco Limited, executed a transaction with Thoughtsphere ("TSP") for an amount equal to $5.0m and is presented as Other investment in the Statement of Financial Position. The agreement contained the following:

- Stock Purchase Agreement – Purchase Agreement for 1,470,415 shares of Series A Preferred Stock of ThoughtSphere Inc. for a purchase price of $3.4004 per share, totaling $5 million USD which represents 10% of the aggregate equity of Thoughtsphere on a fully diluted basis.

12. INVESTMENTS (continued)

- Call Option Agreement – Allows for Signant to call the purchase of 100% of the equity of ThoughtSphere.
- General Reseller Agreement – Allows for Signant to sell TSP services.

The Company assessed the investment in Thoughtsphere under IFRS 10 and determined that it did not meet the criteria for consolidation. The Group did not execute the call option agreement and therefore there is no change in ownership in the current year.

13. OTHER ASSETS

	Group 2023 $'000	Group 2022 $'000
Deferred commission expense – non-current	9,748	6,707
Costs to fulfil a contract – non-current	2,498	3,472
At 31 March	12,246	10,179

Company: The Company had no other assets as at 31 March 2023 (2022-nil).

14. TRADE AND OTHER RECEIVABLES

	Group 2023 $'000	Group 2022 $'000
Current		
Trade receivables - gross	102,389	89,270
Less: provision for impairment of receivables	(2,760)	(3,033)
Trade receivables - net	99,629	86,237
Tax receivable	-	4,973
Other receivables	5,446	7,193
	105,075	98,403

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

In determining the recoverability of a trade receivable, the Group considers the ageing of each receivable and any change in the circumstances of the customer.

The creation and release of the provision for impaired receivables has been included in administrative expenses in the income statement. Amounts are charged against the provision when there is no expectation of recovering any cash for an outstanding balance.

14. TRADE AND OTHER RECEIVABLES (continued)

The aging of net trade receivables is as follows:

	Group 2023 $'000	Group 2022 $'000
Neither past due nor impaired	85,762	71,078
Less than 30 days	9,230	9,019
Between 30 and 60 days	2,356	2,361
Between 61 and 90 days	493	2,117
Greater than 90 days	1,788	1,662
Net Total	99,629	86,237

The maximum exposure to credit risk at the end of the reporting period is the value of each class of receivables listed above. The Directors believe that the carrying value of trade receivables approximates their fair value.

The credit quality of receivables that are neither overdue nor impaired is considered to be low risk. Loss allowances for trade receivables and contract assets are measured at an amount equal to lifetime expected credit losses (ECLs). The Group recognises ECLs based on quantitative and qualitative information and analysis, based on the Group's historical experience, an informed credit assessment and forward-looking information.

Movements on the Group provision for expected credit loss allowance are as follows.

	Group 2023 $'000	Group 2022 $'000
At 1 April	3,033	2,227
Remeasurement of expected credit loss allowance	(273)	806
At 31 March	2,760	3,033

Company: The Company had trade and other receivables of $2,946k related to Receivable from Group companies as at 31 March 2023 (2022:$1,792k).

15. CASH AND CASH EQUIVALENTS

	Group 2023 $'000	Group 2022 $'000
Cash at bank and on hand	74,598	83,601
	74,598	83,601

The Group's credit risk on cash and cash equivalents is minimal because the counterparties are well established banks with good credit ratings.

Company: The Company had no cash and cash equivalents as at 31 March 2023 (2022:$nil).

16. INVENTORY

	Group 2023 $'000	Group 2022 $'000
Finished goods	9,694	16,410
	9,694	16,410

The cost of inventories expensed in the statement of profit or loss as cost of sales during the period was $26.2m (2022: $23.2m).

Company: The Company held no inventory as at 31 March 2023 (2022: $nil).

17. PREPAYMENTS AND OTHER ASSETS

	Group 2023 $'000	Group 2022 $'000
Prepayments	15,694	8,301
Deferred commission expense	8,442	5,128
Costs to fulfil a contract	3,828	3,089
Other current assets (Note 8)	3,810	1,724
Total	31,774	18,242

Company: The Company had prepayments and other assets of $243k as at 31 March 2023 (2022: $758k).

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 *(continued)*

18. TRADE AND OTHER PAYABLES

	Group 2023 $'000	Group 2022 $'000
Current		
Trade payables	21,136	13,509
Payroll taxation and social security costs	15,325	12,228
Accrued bonus	10,754	16,527
Interest payable on term loans and borrowings	17,642	12,727
Other creditors and accruals	25,324	14,022
	90,181	69,013

Trade payables are non-interest bearing and are normally settled on terms between 30 and 60 days. Other payables are non-interest bearing and have an average term of three to six months. Other current liabilities of $3.5m (2022: $3.8m) represents loan notes payable to former employees.

	Company 2023 $'000	Company 2022 $'000
Current		
Interest payable on term loans and borrowings	-	2,551
Other creditors and accruals	10,342	11,444
Other current liabilities	3,500	3,824
	13,842	17,819

19. DEFERRED TAX

Shown in the Statement of Financial Position as follows:

	Group 2023 $'000	Group 2022 $'000
Deferred tax liability	55,395	68,483
Net deferred tax liability	55,395	68,483

Company: The Company has no deferred tax asset or liability as at 31 March 2023 (2022: $nil).

19. DEFERRED TAX (continued)

The movement in the deferred tax liability during the period is as follows:

	Group 2023 $'000	Group 2022 $'000
Provision at start of period	(68,483)	(66,435)
Adjustment in respect of prior year	3,357	1,763
Credit/(Charge) to statement of profit or loss for the year	10,238	(2,471)
Other balance sheet adjustment	-	(1,567)
Foreign exchange on equity	(507)	227
At 31 March	(55,395)	(68,483)

Group deferred tax assets/(liabilities) relate to the following:

	Group 2023 $'000	Group 2022 $'000
Fixed assets	2,863	1,189
Temporary differences trading	20,288	28,515
Temporary differences non trading	149	171
Losses	30,003	22,994
Intangible assets	(108,698)	(121,352)
	(55,395)	(68,483)

Deferred tax analysis by jurisdiction:

	Group 2023 $'000	Group 2022 $'000
United Kingdom	(36,019)	(38,027)
United States	(12,068)	(19,080)
Finland	(8,015)	(11,332)
Rest of the world	707	(44)
	(55,395)	(68,483)

The Group operates in various tax jurisdictions and therefore must determine tax positions under respective local tax laws and tax authorities' views which can be complex and subject to different interpretations of taxpayers and local tax authorities. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled.

19. DEFERRED TAX (continued)

Deferred tax assets are recognised if enough future taxable profit is available, including income from forecasted operating earnings, the reversal of existing taxable temporary differences and established tax planning opportunities. If management considers it probable that all or a portion of a deferred tax asset cannot be realised, that portion would not be recognised.

Changes to UK corporation tax rate

The standard rate of tax applied to UK taxable profits in the period was 19%. Deferred tax has been recognised at the rates expected to apply when the deferred tax unwinds.

Unrecognised deferred tax assets

The Group has an unrecognised deferred tax asset (tax effected) of $7.8m (2022 - $6.6m) in respect of tax losses and $21.6m (2022 - $11.3m) in respect of trading timing differences.

20. FINANCIAL ASSETS AND LIABILITIES

20.1 Current financial assets/liabilities

The financial instruments used by the Group, from which financial risks arise, are as follows:

- Trade and other receivables
- Unbilled receivables
- Trade and other payables
- Interest bearing loans
- Interest cap/swap

Financial instruments by category:

Financial assets	Group Loans and receivables 2023 $'000	Group Loans and receivables 2022 $'000
Trade and other receivables	105,075	98,403
Unbilled receivables	28,453	32,710
Total financial assets	**133,528**	**131,113**

20.1 Current financial assets/liabilities (continued)

Financial liabilities	Group Amortised cost 2023 $'000	Group Amortised Cost 2022 $'000
Trade and other payables	90,181	69,013
Interest bearing loans and borrowings	6,050	6,050
Lease liabilities	5,100	5,407
Total financial liabilities	**101,331**	**80,470**

Non- current financial assets/financial liabilities

Financial liabilities	Group Amortised cost 2023 $'000	Group Amortised cost 2022 $'000
Interest bearing loans and borrowings	1,088,641	1,050,002
Lease liabilities	35,601	39,151
Total financial liabilities	**1,124,242**	**1,089,153**

20.2 *Changes in liabilities arising from financing activities*

	1 April 2022 $'000	Cash Flows $'000	Changes in Fair value $'000	Other $'000	31 March 2023 $'000
Interest bearing loans and borrowings (Note 21)	1,056,052	(67,158)	-	105,797	1,094,691
Interest rate cap/swap (Note 8)	(1,724)	3,087	(5,173)	-	(3,810)
Total liabilities arising from financing activities	1,054,328	(64,071)	(5,173)	105,797	1,090,881

	1 April 2021 $'000	Cash Flows $'000	Changes in Fair value $'000	Other $'000	31 March 2022 $'000
Interest bearing loans and borrowings (Note 21)	1,024,514	(55,197)	-	86,735	1,056,052
Interest rate cap/swap (Note 8)	11,443	(6,231)	(6,611)	(325)	(1,724)
Total liabilities arising from financing activities	1,035,957	(61,428)	(6,611)	86,410	1,054,328

The Group classifies interest paid as cash flows from operating activities. The other column in the current year represents capitalised interest on Preference Shares (Note 21) and amortisation of debt issuance costs. The other column in the prior year relates to acquisition and group reconstruction as discussed in the Company Overview on page 4. Please see Note 23 for the lease liability roll forward.

20.3 *Financial instruments not measured at fair value*

Financial instruments not measured at fair value include cash, trade and other receivables, trade and other payables, and loans and borrowings. Due to their nature the carrying values of these items approximate their fair value.

20.4 Financial risk management

The Group's financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations.

The Group's financial assets include trade and other receivables and cash at banks that arise directly from its operations.

The Group has exposure to the following financial risks:

- credit risk
- liquidity risk
- foreign currency risk

The Board of Directors have overall responsibility for the establishment and monitoring of the Group's risk management framework. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Group if a client or counterparty to a financial instrument fails to meet its contractual obligations. This risk arises primarily from the Group's trade receivables with its clients.

The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Management have a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Statement of Financial Position.

Trade and other receivables

The Group's credit risk on trade and other receivables is primarily attributable to trade receivables. The Group considers the credit quality of trade and other receivables collectively at group and operating unit levels and believes that the carrying value of trade and other receivables that is disclosed in the financial statements give a fair reflection of the credit quality of these items. The

directors believe that the carrying value of the financial assets within trade and other receivables approximates their fair value.

Customer credit risk is managed according to the Group's established credit policy. The credit worthiness of a customer is assessed based on an extensive credit rating scorecard, and individual

20.4 Financial risk management (continued)

credit limits are defined in accordance with this assessment. The Directors believe that there is a low risk of payment default due to the high number of recurring customers and the credit control policies that are in place. Outstanding customer receivables are regularly monitored for their continued collectability and as such the carrying value is expected to be the final value received. The reviews take place at the individual customer level. The Group has no significant concentration of credit risk as the balance is split across many unrelated counterparties in many different geographical locations.

Total trade receivables (net of allowances) held by the Group at 31 March 2023 amounted to $100.0m (2022-$86.0m). An analysis of the aging of trade receivables is provided in Note 14.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, many minor receivables are aggregated into homogenous groups and assessed for impairment collectively. The calculation is based on actual historical data.

The Group does not hold collateral as security.

Liquidity risk

The Group manages its exposure to liquidity risk by preparing both short and long-term cash flow forecasts, which detail the resources required to meet its financial obligations as they fall due in the normal course of business. The Group's objective is to maintain a balance between the continuity of funding and its flexibility, and this is achieved using bank loans and other borrowings. The Group has a policy of maximising the level of cash resources in the business to minimise the reliance on external borrowings.

The maturity profile of the undiscounted contractual amount of the Group's financial liabilities at 31 March 2023 and 31 March 2022 are as follows:

	Group				Company		
	Bank loans	Preference shares	Trade and other payables	Total	Preference shares	Trade and other payables	Total
2023	$'000	$'000	$'000	$'000	$'000	$'000	$'000
In less than one year	6,050	-	90,181	96,231	-	13,844	13,844
In more than one year but not more than two years	6,050	299,374	-	305,424	299,374	-	299,374
In more than two years but not more than five years	797,025	-	-	797,025	-	-	-
In more than five years	-	-	-	-	-	-	-
	809,125	299,374	90,181	1,198,680	299,374	13,844	313,218

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

20.4 Financial risk management (continued)

	Group				Company		
	Bank loans	Preference shares	Trade and other payables	Total	Preference shares	Trade and other payables	Total
2022	$'000	$'000	$'000	$'000	$'000	$'000	$'000
In less than one year	6,050	-	69,013	75,063	-	17,819	17,819
In more than one year but not more than two years	6,050	260,253	-	266,303	260,253	-	260,253
In more than two years but not more than five years	803,075	-	-	803,075	-	-	-
In more than five years	-	-	-	-	-	-	-
	815,175	260,253	69,013	1,144,441	260,253	17,819	278,072

The amounts above include both principal and future interest payments. The actual financial liabilities as at 31 March 2023 for the bank term loans and the preference shares are disclosed in Note 21. The actual financial liabilities for trade and other payables are disclosed in Note 18.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in exchange rates. The Group's exposure to the risk of changes in exchange rates relates primarily to its operating activities and its net investments in foreign subsidiaries.

The exchange rates of the currencies that the business is involved with are monitored by management on a daily basis. Due to the group operating in a multinational environment, it has *transactions in USD, Euros, Pound Sterling, Romanian Leu, Australian dollars, Swedish Krone* Japanese Yen, Czech Koruna and Indian Rupee.

Sensitivity analysis

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of the hybrid interest rate cap/swap instrument. In July 2019, the Group entered into a hybrid interest rate cap/swap instrument to partially mitigate the risk on its floating LIBOR interest rate exposure on $501.0m of its term loans. The instrument was in-place for the second two quarters of the fiscal year and provided a ceiling for LIBOR at 2.3%. Based on interest rate history the Group considers a reasonable movement in the LIBOR to be 1%. With all other variables held constant, the Group's profit before tax and equity is affected through the impact on floating rate borrowings, as follows:

	Pre-tax earnings		Equity	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
1% increase in bank interest rates	(8,829)	(8,979)	(7,151)	(7,273)
1% decrease in bank interest rates	8,829	8,979	7,151	7,273

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and GBP and USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit

20.4 Financial risk management (continued)

before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

	Pre-tax earnings		Equity	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
10% strengthening of the Euro versus the USD	(529)	(209)	(429)	(169)
10% weakening of the Euro versus the USD	529	209	429	169
10% strengthening of Pound Sterling versus the USD	4,540	3,837	3,677	3,108
10% weakening of Pound Sterling versus the USD	(4,540)	(3,837)	(3,677)	(3,108)

21. INTEREST BEARING LOANS

An analysis of the maturity profile of the Group undiscounted contractual amount of its borrowings is set out below:

	Effective interest rate	Maturity	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Bank Term Loan - First Lien	See below	3 September 2025	573,075	579,125	-	-
Bank Term Loan - Second Lien	See below	31 December 2026	230,000	230,000	-	-
13.25% Preference Shares	13.25%	-	299,374	260,253	299,374	260,253
Revolver commitment facility	See below		-	-	-	-
Deferred debt costs			(13,808)	(19,376)	(1,862)	(2,583)
Total			1,088,641	1,050,002	297,512	257,670
Current Interest bearing loans and borrowings						
Bank Term Loan - First Lien			6,050	6,050	-	-
Total			6,050	6,050	-	-
Grand Total			1,094,691	1,056,052	297,512	257,670

The preference shares totals above include $36.6m (2022 - $31.8m) of capitalised interest during the year.

Effective interest rate for terms loans: The rates of interest fluctuate depending on how long the Group elects to lock them for each time they expire. There is a base rate plus a London Interbank Offered Rate (LIBOR) component. For the reporting period ending March 2023 the First Lien was in the range of 4.47% up to 9.75% (2022: 4.38% up to 4.49%) and the Second Lien was at 9.13% to 12.85% (2022: 9.13%).

An analysis of the repayment profile of the Group undiscounted contractual amount of its borrowings is set out below:

	Bank loans 2023 $'000	Bank 2022 $'000	Preference shares 2023 $'000	Preference shares 2022 $'000
In less than one year	6,050	6,050	-	-
In more than one year but not more than two years	6,050	6,050	299,374	260,253
In more than two years but not more than five years	797,025	803,075	-	-
In more than five years	-	-	-	-
	809,125	815,175	299,374	260,253

21. INTEREST BEARING LOANS (continued)

The amounts above include both principal and future interest payments. The bank term loans are utilised in USD and are secured by upstream, cross-stream and downstream guarantees from subsidiary companies within the Group. They are repayable in full on the maturity dates. Interest on the loans is payable either monthly or quarterly at the discretion of the Group.

To ensure liquidity, the Group has access to a committed $66.7m Revolving Credit Facility. The Group can draw upon this facility in currencies other than USD as long as the combined amount withdrawn at any particular time does not exceed $66.7m. The RCF was not drawn at year end.

There are no automatic covenants attached to the term loans. If the Revolving Credit Facility reaches a point where its utilisation exceeds 35% (the Compliance date) then the Group shall not permit the

First Lien Leverage Ratio as of such Compliance Date to be greater than 7.70:1.00. The covenant was not triggered at year end since the RCF was not drawn.

The Group incurred debt issuance costs amounting to $41.7m in respect of the bank term loan facility in 2018. Additional cost of $1.7m was incurred in March 2020 in relation to an expansion of the revolving credit facility. These costs are allocated to the statement of profit or loss over the terms of the facilities on a straight-line basis. The unamortised amount as at 31 March 2023 is $11.9m (2022: $16.7m).

The Company incurred debt issuance costs amounting to $5.2m in respect of the issue of the preference shares in 2018. These costs are allocated to the statement of profit or loss over a 7 year period on a straight-line basis. The unamortised amount as at 31 March 2023 is $1.9m (2022: $2.6m).

In concurrence with the acquisition on 23 November 2020, Signant entered into a new $60M tranche of first lien debt under the similar terms of its existing first lien debt.

On 8th May 2023, the Group have completed refinancing all of the existing LT debt. The new agreement have bundled up the First Lien and Second Lien into one singular term loan with a 5-year maturity. There are no material changes to the covenants. First Lien coverage is now at 8 times vs 7.7 times in the previous agreement but only applies when the revolver is 35% drawn. We have also increased the current RCF to $80.0m and extended the term from May 2023 to February 2028. See Note 30.

22. DEFERRED REVENUE

The deferred revenue balance relates to amounts received from customers which have not yet been recognised as revenue as of the balance sheet date because the service has not yet been performed by the Group. The movement in the deferred revenue balance during the period is as follows:

	Group 2023 $'000	Group 2022 $'000
At beginning of the period	245,582	227,723
Deferred during the year	454,271	440,095
Recognised as revenue during the year	(436,802)	(415,433)
Other adjustment	(4,002)	(560)
Effect of foreign exchange	(461)	(6,243)
At 31 March	**258,588**	**245,582**

The following table includes revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	2023	2024	2025	2026	2027 and beyond	Total
	$'000	$'000	$'000	$'000		$'000
At 31 March 2023	-	145,508	79,048	24,566	9,466	258,588
At 31 March 2022	174,375	42,709	18,269	10,229	-	245,582

Company: The Company had no deferred revenue as at 31 March 2023 (2022:$nil).

23. LEASES

Group as a lessee

The Group has lease contracts for various properties for its offices and warehouses, these leases generally have lease terms between 2 and 13 years. The Group also has certain leases of machinery and other equipment with lease term of 12 months or less or with leases considered to be low value. The Group applies the "short-term lease" and "lease of low-value assets" recognition exemptions for these leases. The Group has several contracts that include extension and termination options however management have applied judgment and excluded these in determining lease term and future lease payments as management is not reasonably certain to exercise such options. There are no variable lease payments.

23. LEASES (continued)

23.1 Amounts recognised in the statement of financial position:

Right-of-use assets

The statement of financial position shows the separate line item for the right-of-use assets, which comprises mainly of buildings for offices and warehouses.

	Group 2023 $'000	Group 2022 $'000
Balance at 1 April	35,716	39,067
Additions – new lease contracts	2,193	2,762
Modification	(216)	(92)
Earlier termination of lease	(7,703)	-
Depreciation	(4,244)	(5,660)
Effect of foreign exchange	(411)	(361)
Balance 31 March	25,335	35,716

Lease liabilities

Lease Liabilities	2023 $'000	2022 $'000
Balance at 1 April	44,559	47,846
Additions – new lease contracts	2,193	2,748
Payments on leases	(7,829)	(8,151)
Accretion of interest on leases	2,455	2,668
Modification	(203)	(92)
Effect of foreign exchange	(474)	(460)
Balance 31 March	40,701	44,559

Lease Liabilities	2023 $'000	2022 $'000
Current	5,100	5,407
Non-current	35,601	39,152
	40,701	44,559

The table below analyse the relevant maturity groupings of the finance lease liabilities based on their contractual maturities.

	Group 2023 $'000	Group 2022 $'000
The present value of lease liabilities is as follows:		
Within one year	5,100	5,407
Later than one year and not later than five years	18,576	18,622
Later than five years	17,025	20,530
	40,701	44,559

23. LEASES (continued)

Company: The Company had no lease liabilities as at 31 March 2023 (2022: $nil).

The lease payments are discounted at varying IBR rates between 3.37%-8.64% (2022: 3.37%-3.75%).

23.2 Amounts recognised in the statement of profit and loss:

		Group 2023 $'000	Group 2022 $'000
Depreciation expense of right-of-use assets	Note 6	4,244	5,660
Interest expense on lease liabilities	Note 8	2,455	2,668
Expenses related to short-term leases and low-value assets (included in administrative expenses)	Note 6	346	511
Total amount recognised in profit or loss		7,045	8,839

The Group has a total net cash outflows for leases of $7,829k (2022: $8,151k).

24. SHARE-BASED PAYMENTS

Senior Executive Plan
During the year, the parent Company issued from unallocated EBT shares 705,000 (2022: 718,707) B2 ordinary shares to some of its senior management team. The shares were issued at nominal value of $0.001 per share for a total amount of $705 (2022: $719). These shares will be expensed ratably over the duration of the period from the grant date based on their estimated fair value to an anticipated exit date with recognition of a corresponding Other Reserve. There are no cash settlement alternatives for these shares and these have been accounted for as equity settled share based payments.

The fair value of the B2 ordinary shares issued during the year ranges between 0.37 to 1.41 per share (2022: 1.51 to 3.24 per share) and was calculated by an accredited valuation firm by first estimating the total fair value of the Company's equity (using a combination of the income and market approaches) and allocating the fair value to the B2 ordinary shares using an option pricing model. The key valuation assumptions used in the option pricing model to allocate the equity value to the B2 ordinary shares include:

Equity Volatility	27%
Risk Free Rate	4.73%
Estimated time to liquidity event	1.25 years

During the current financial year, the Employee Benefit Trust have received 1,295,771 shares (2022: 5,293,293) shares from leavers which was subsequently re-issued to some of the Company's management employees. Of these shares 705,000 shares were re-issued to employees with the Employee Benefit Trust as the nominee. In 2022, of the total shares received, 2,497,000 were issued directly to individuals and 2,796,293 were issued with the Employee Benefit Trust as the nominee. The terms are similar to the shares issued above and has also been accounted for as equity settled share based payments. As at 31 March 2023, the Group estimated time to liquidity event from September 2022 to March 2024. A credit adjustment of $5.4m was made to reflect the extended vesting period.

24. SHARE-BASED PAYMENTS (continued)

Employee Share Plan

On 3 March 2020, the parent Company through the resolution of the Board have established the Signant Health Long Term Incentive Plan (LTIP), for the benefit of certain employees of the Group. The LTIP will be administered by the Employee Benefit Trust. The total number of outstanding shares the Employee Benefit trust acquired was 1,200,000 (2022: 1,041,675) B2 ordinary shares. These shares will be expensed ratably based on their estimated fair value over the duration of the period the plan was opened to employees to an anticipated exit date with recognition of a corresponding liability. Shares acquired for the LTIP are subject to cash settlement at the time of an exit and have therefore been accounted for as cash-settled share based payments. Shares held by the trust and not yet issued to employees at the end of the financial period are shown as own shares held in the financial statements. The fair value of these share-based payments are calculated based on the same assumptions as the equity-settled share scheme above.

The following table shows the shares granted and outstanding at the beginning and end of the reporting period:

		2023		2022
	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price	Number of shares
Outstanding at the beginning of the year	$1.84	9,658,250	$1.84	5,392,500
Granted during the year	$2.58	705,000	$2.58	6,012,000
Forfeited during the year	$1.91	(1,295,771)	$1.91	(1,746,250)
Outstanding at the end of the year		9,067,479		9,658,250
Exercisable at the end of the year		-		-

The shares can only be exercise in the event of an exit. The expense recognised for employee services received during the year is shown in the following table:

	Group 2023 $'000	Group 2022 $'000
Expense arising from equity-settled share-based payment transactions	**5,701**	**8,058**
Credit arising from change in estimate date to liquidity for equity settled share-based transactions	**(5,378)**	**-**
Expense arising from cash-settled share-based payment transactions*	**(1,432)**	**1,248**
Total expense arising from share-based payment transactions	**(1,109)**	**9,306**

*This amount represents fair value adjustment of the cash-settled share-based payment transactions under the Employee Share Plan (LTIP) Note 23.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

25. CALLED UP SHARE CAPITAL AND SHARE PREMIUM

Group and company	Class	Nominal value	2023 No.	2022 No.	2023 $	2022 $
Allotted and fully paid up	A1 Ordinary	0.001	1,600,000	1,600,000	**1,600**	**1,600**
Allotted and fully paid up	A2 Ordinary	0.001	89,554,949	89,554,949	**89,555**	**89,555**
Allotted and fully paid up	B1 Ordinary	0.1	200,000	200,000	**20,000**	**20,000**
Allotted and fully paid up	B2 Ordinary	0.001	9,775,091	9,775,091	**9,775**	**9,775**
					120,930	**120,930**

Group and company	Class	Premium per share	2023 No.	2022 No.	2023 $	2022 $
Allotted and fully paid up	A1 Ordinary	10.3	1,600,000	1,600,000	**16,480,000**	**16,480,000**
Allotted and fully paid up	A2 Ordinary	10.3	89,554,949	89,554,949	**910,486,010**	**910,486,010**
Allotted and fully paid up	B1 Ordinary	0.07	200,000	200,000	**14,000**	**14,000**
Allotted and fully paid up	B2 Ordinary	0.03	9,775,091	9,775,091	**275,928**	**275,928**
Capital reduction of share premium account					**(250,000,000)**	-
					677,255,938	**927,255,938**

Each holder of A Ordinary Shares and B Ordinary Shares has the right to receive notice of, and attend, any general meeting of the Company. A and B shares carry one vote per share. Subject to the Board recommending a payment of a dividend, holders of A and B shares have the right to receive

their pro rata share of any distribution. Movement in B2 Ordinary shares relates to the issuance of shares under the employee share plans as discussed in Note 24.

In November 2020, the Company issued 1,189,667 A2 shares as part of the consideration to acquire Virtrial at an issue price of $14.71 per share. The difference between the nominal value and the issue price was accounted for as a Merger reserve in accordance with the Merger relief provision of Companies Act 612 and 613.

In March 2021, the Company converted 31,418 A2 shares to a B2 shares from one of its former executives.

Capital reduction of Share Premium:
On 7 April 2022, the Board of Directors of the Company, approved a Tax Distribution to Impacted Shareholders for an amount equal to $52.0 million in aggregate as a consequence of a "check the box" tax election made to treat Buccaneer Intermediate Holdco Limited (a direct subsidiary of the Company) as an association taxable as a corporation for US Federal income tax purposes effective 1 September 2021. This election resulted in the recognition of taxable income by those shareholders of the Company that are US taxpayers ("Impacted Shareholders"). The Company paid a distribution to the Impacted Shareholders in order to enable them or their affected investors pay their taxes arising as a result of such election (the "Tax Distribution"). In order to ensure that the Company would have sufficient distributable reserves to pay the Tax Distribution, the Company have undertaken a capital reduction where $250,000,000 of the Company's share premium account had been cancelled with the amount arising as a result of such reduction being credited to the Company's distributable profits.

Notes to the Financial Statements of Buccaneer Holdco Limited for the year ended 31 March 2023 (continued)

26. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to maximise shareholder value.

For the Group's capital management, capital includes share capital, share premium and all other equity reserves attributable to the equity holders of the parent. The Group reviews and manages its capital structure periodically and adjusts it according to changes in economic conditions and the requirements of the Group. To maintain or adjust the capital structure, the Group may adjust dividend payments to shareholders, return capital or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the period ended 31 March 2023.

The following table sets out the net debt and equity balances:

	2023 $'000	2022 $'000
Bank loans and borrowings (Note 21)	1,094,691	1,056,052
Less: Cash and cash equivalents (Note 15)	(74,598)	(83,601)
Net debt	1,020,093	972,451
Total equity and capital reserves	399,375	516,091
Total capital	399,375	516,091
Capital and net debt	(620,718)	(456,360)

27. RESTRUCTURING COSTS

The Group incurred $24.0m (2022 - $8.2m) in restructuring costs primarily in connection with the acquisition and reorganisation during the year. A summary of the nature and amount of these costs appears below:

	Group 2023 $'000	Group 2022 $'000
Group reorganisation	2,736	3,594
Legal and Other professional fees	6,347	2,811
Severance and retention payments	5,330	1,177
Transaction costs	-	411
Lease exit costs	9,638	172
Total	24,051	8,165

28. COMMITMENT AND CONTINGENT LIABILITIES

28.1 Other capital commitments

Amounts contracted for, but not recognised in the financial statements amounted to nil.

28.2 Guarantees

The Group's bankers rely on guarantees given by certain subsidiary undertakings. The guarantees were executed on 5 September 2018. There are no other liabilities owing to banks other than those recorded in the financial statements.

28.3 Litigation

The Group is involved in various claims incidental to the conduct of its business. Management does not believe that any such claim to which any member of the Group is a party, both individually and in the aggregate, will have a material adverse effect on Group's financial position, results of operations or cash flows.

The Group currently maintains insurance for risks associated with the operation of its business, provision of professional services, and ownership of property. These policies provide coverage for a variety of potential losses, including, without limitation, loss or damage to property, bodily injury, general commercial liability, professional errors and omissions, and medical malpractice.

Extraordinary income
On 23 February 2023, the Group entered in a settlement agreement with AIG Europe in relation to a claim under the Buyer's Warrant and Indemnity Insurance Policy related to the acquisition of CRF Health Group in 2018. The payment of €25.0m is presented as Extraordinary income in the Consolidated Profit and Loss.

29. RELATED PARTY TRANSACTIONS

Transactions with key management personnel

Key management compensation:

	2023 $'000	2022 $'000
Salaries and short-term employee benefits	6,794	6,416
Post-employment benefits- defined contribution	117	140
	6,911	6,556
Number of key management personnel	9	9

The key management compensation figures shown above include senior personnel of the Group. No key management personnel received any additional compensation because of their participation in a Group long term incentive plan. Key management received 520,000 shares (2022: 4,437,000shares) under the Senior executive plan (Note 24).

29. RELATED PARTY TRANSACTIONS (continued)

The Group has not been given, nor received, any guarantee during the period regarding related party transactions.
There are no transactions identified with other related parties.

30. POST BALANCE SHEET EVENTS

On 8th May 2023, the Group have completed refinancing all of its existing LT debt. The new agreement have bundled up the First Lien and Second Lien into one singular term loan with a 5-year maturity. There are no material changes to the covenants. First Lien coverage is now at 8 times vs 7.7 times in the previous agreement but only applies when the revolver is 35% drawn. We have also increased the current RCF to $80.0m and extended the term from May 2023 to 2028. The debt increased from $810m to $980m, the proceeds of which was used to fund the DSG acquisition described below.

On 12 May 2023, the Group acquired 100% of the share capital and voting rights of DSG for a total consideration of $127.5m. DSG is a 30-year tenured Electronic Data Capture (EDC) company based in Malvern, Pennsylvania, USA. DSG will operate on a standalone basis, maintaining separate sales, product, R&D and operations while we further evaluate our marketplace approach alongside our existing set of evidence generation solutions. We are in the process of obtaining a purchase price accounting valuation with regards to the fair value of Goodwill and other intangible assets from DSG acquisition.

31. ULTIMATE CONTROLLING PARTY

As at 31 March 2023 this set of financial statements is the largest Group for which consolidated financial statements are prepared and which are publicly available.

The consolidated financial statements of Buccaneer Holdco Limited can be obtained from:

1 London Street
Reading
Berkshire
England
RG1 4PN

Most of the issued share capital of Buccaneer Holdco Limited is held by Genstar BI Gen Holdings Cayman LP. Genstar VII GP AIV BR Ltd is the ultimate controlling party as it manages the funds who own the General Partner (Genstar BI Gen investments LLC), who manage Genstar BI Gen Holdings Cayman LP, which directly controls Buccaneer Holdco Limited.