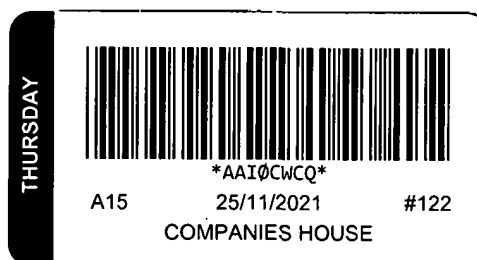


Company Registration Number 11711795

**BEARINGPOINT SOFTWARE
SOLUTIONS UK LIMITED
Directors' Report and Financial Statements
for year ended 31 December 2020**



BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS 2020

CONTENTS	Page
-----------------	-------------

DIRECTORS AND OTHER INFORMATION	2
---------------------------------	---

DIRECTORS' REPORT	3 - 5
-------------------	-------

DIRECTORS' RESPONSIBILITIES STATEMENT	6
---------------------------------------	---

INDEPENDENT AUDITORS' REPORT	7 - 10
------------------------------	--------

INCOME STATEMENT	11
------------------	----

STATEMENT OF COMPREHENSIVE INCOME	12
-----------------------------------	----

STATEMENT OF FINANCIAL POSITION	13
---------------------------------	----

STATEMENT OF CASH FLOWS	14
-------------------------	----

STATEMENT OF CHANGES IN EQUITY	15
--------------------------------	----

NOTES TO THE FINANCIAL STATEMENTS	16 - 31
-----------------------------------	---------

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS AND OTHER INFORMATION

BOARD OF DIRECTORS

M. Shead
R. Wagner

REGISTERED OFFICE

Centennium House
100 Lower Thames Street
London
EC3R 6DL
England

AUDITORS

Mazars
Chartered Accountants & Statutory Audit Firm
Block 3
Harcourt Centre
Harcourt Road
Dublin 2
Ireland

BANKERS

Bank of Ireland
Group Customer Services
Operations Centre
Cabinteely
Dublin 18

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS' REPORT

The directors present their report together with the audited financial statements for the year ended 31 December 2020.

1. PRINCIPAL ACTIVITY

The principal activity of the company continued to be the provision of management and technology consultancy services.

The Income Statement for the year and the Statement of Financial Position at 31 December 2020 are set out on pages 11 and 13 respectively. Turnover for the year amounted to £607,208 (2019: £1,406,158) and the loss for the year amounted to £609,068 (2019: £28,325).

Future plans are for the further expansion of the company.

2. PRINCIPAL RISKS AND UNCERTAINTIES

Management continually monitor the key risks facing the company together with assessing the controls used for managing these risks. The board of directors have processes in place to review the principal risks facing the business.

The principal risks and uncertainties facing the company are as follows:

1. Misalignment of staff expertise to client requirements
2. Staff retention
3. Insufficient reskilling of under-utilised staff
4. Over reliance on key clients
5. Market, liquidity and credit risks
6. Quality management
7. Fraud

For a detailed description of the company's financial risk management, see Note 3.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS' REPORT

3. DIVIDENDS

The directors do not recommend the payment of a dividend.

4. HOLDING COMPANY

BearingPoint RegTech Holding B.V., Amsterdam, was the intermediate parent of the Company until December 2020, when the Company was transferred to BearingPoint Software Solutions GmbH, Frankfurt/Germany. Until 30 December 2020, the ultimate group parent was BearingPoint Holding B.V., Amsterdam, which will include the profit and loss figures of BearingPoint Software Solutions B.V. in its consolidated annual accounts.

On 30 December 2020, the parent company BearingPoint Software Solutions GmbH was sold to RegTech MidCo GmbH (former mertus 667. GmbH), Frankfurt/Germany. On this date Nordic Capital X Limited became the ultimate parent company.

5. FUTURE DEVELOPMENTS IN THE BUSINESS

The development and consolidation of the company's existing activities will continue to be the main area of attention in the coming year.

6. EVENTS SUBSEQUENT TO THE YEAR END

On 18 October 2021 the company changed its name to Regnology UK Limited.

7. DIRECTORS AND SECRETARY

The directors served during the year unless otherwise stated:

E. Conway (resigned 1 March 2020)
J. Lux (reigned 1 March 2020)
B. Windmoeller (resigned 1 March 2020)
M. Shead (appointed 1 March 2020)
R. Wagner (appointed 1 March 2020)

Secretary

Kevin O'Reilly (resigned 2 July 2020)
Ian Kilty (appointed 2 July 2020 and resigned on 31 December 2020)

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS' REPORT

8. DISCLOSURE OF INFORMATION TO THE AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, as far as they are each aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditors are unaware and each director has taken all 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 auditors are aware of that information.

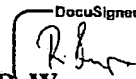
9. AUDITORS

The auditors, Mazars, Chartered Accountants, have indicated their willingness to be re-appointed in accordance with section 485(2) of the Companies Act 2006.

10. SMALL COMPANY EXEMPTION

This report has been prepared taking advantage of the exemptions for small companies within Part 15 of the Companies Act 2006.

On behalf of the Directors

DocuSigned by:

R. Wagner 762384EA...
Director

11 November 2021

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the directors' report and the financial statements in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union and with those parts of the Companies Act 2006, applicable to companies reporting under IFRS.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with the Companies Act 2006 and IFRS issued by the International Accounting Standards Board and as adopted by the EU ("Relevant Financial Reporting Standards"). Under company law, the directors must not approve the financial statements unless they are satisfied they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- ensure that the financial statements comply with IFRS;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for ensuring that the company keeps or causes to be kept proper books of account, that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements are prepared in accordance with IFRS, as adopted by the European Union and with those parts of the Companies Act 2006, applicable to companies reporting under IFRS.

They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance of the financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Directors

DocuSigned by:

0874FDF152384FA
R. Wagner
Director

11 November 2021



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of BearingPoint Software Solutions UK Limited (the 'company') for the year ended 31 December 2020, which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union;
- 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the directors' report, other than the financial statements and our auditors' report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specific by law are not made; or
- we have not received all the information and explanations we require for our audit.
- The directors were not entitled to prepare the financial statements in accordance with the small companies regime, take advantage of the small companies exemption in preparing the Director's Report and take advantage of the small companies exemption from the requirements to prepare a Strategic Report.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.



INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- We identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the sector;
- Discussing with the directors and management their policies and procedures regarding compliance with laws and regulations;
- Communicating identified laws and regulations throughout our engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- Agreeing financial statement disclosures to underlying supporting documentation;
- Reading the minutes of meetings of those charged with governance;
- Enquiring of management as to actual and potential litigation and claims; and
- Reviewing correspondence with HMRC.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

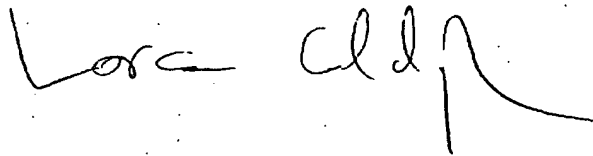
mazars

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED**

Use of the audit report

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.

**Lorcan Colclough (Senior Statutory Auditor)
for and on behalf of Mazars
Chartered Accountants & Statutory Audit Firm
Block 3, Harcourt Centre
Harcourt Road
Dublin 2**



11 November 2021

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED**INCOME STATEMENT**

		Year ended 31 December 2020	From 5 December 2018 to 31 December 2019
	Notes	£	£
Revenue	5	607,208	1,406,158
Operating costs		<u>(783,132)</u>	<u>(979,291)</u>
Gross (loss)/profit		(175,924)	426,867
Administrative expenses		<u>(433,144)</u>	<u>(455,192)</u>
Loss before taxation	6	(609,068)	(28,325)
Taxation	8	<u>-</u>	<u>-</u>
Loss for the financial year/period		<u>(609,068)</u>	<u>(28,325)</u>

All turnover is in respect of continuing operations.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

STATEMENT OF COMPREHENSIVE INCOME

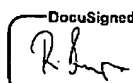
	Year ended 31 December 2020 £	From 5 December 2018 to 31 December 2019 £
Loss for the financial year/period attributable to equity shareholders	(609,068)	(28,325)
Total comprehensive income for the year/period	(609,068)	(28,325)

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

STATEMENT OF FINANCIAL POSITION

	Notes	31 December 2020 £	31 December 2019 £
ASSETS			
CURRENT ASSETS			
Trade and other receivables	9	103,564	767,535
Unbilled revenues	10	-	3,822
Cash and cash equivalents	11	<u>238,059</u>	<u>33,642</u>
TOTAL ASSETS		<u>341,623</u>	<u>804,999</u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	12	<u>978,916</u>	<u>833,224</u>
TOTAL LIABILITIES		<u>978,916</u>	<u>833,224</u>
EQUITY			
Called up share capital	13	100	100
Profit and loss account		<u>(637,393)</u>	<u>(28,325)</u>
TOTAL EQUITY		<u>(637,293)</u>	<u>(28,225)</u>
TOTAL LIABILITIES AND EQUITY		<u>341,623</u>	<u>804,999</u>

On behalf of the Directors

DocuSigned by:

 R. Wagner
 Director

11 November 2021

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

STATEMENT OF CASH FLOWS

	Year ended 31 December 2020 £	From 5 December 2018 to 31 December 2019 £
Note		
Cash flows from operating activities		
Operating loss	(609,068)	(28,325)
Movement in unbilled revenues	3,822	(3,822)
Movement in trade and other receivables	663,971	(767,535)
Movement in trade and other payables	<u>145,692</u>	<u>833,224</u>
Net cash inflow from operating activities	<u>204,417</u>	<u>33,542</u>
Financing activities		
Interest paid	-	-
Issue of share capital	<u>-</u>	<u>100</u>
Net cash generated in financing activities	<u>-</u>	<u>100</u>
Net increase in cash and cash equivalents	<u>204,417</u>	<u>33,642</u>
Cash and cash equivalents at beginning of year/period	<u>33,642</u>	<u>-</u>
Cash and cash equivalents at end of year/period 11	<u>238,059</u>	<u>33,642</u>

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

STATEMENT OF CHANGES IN EQUITY

	Called up share capital £	Profit and loss account £	Total £
On incorporation	-	-	-
Issue of share capital	100	-	100
Loss for the period	-	(28,325)	(28,325)
Balance at 31 December 2019	<u>100</u>	<u>(28,325)</u>	<u>(28,225)</u>
Issue of share capital	-	-	-
Loss for the year	-	(609,068)	(609,068)
Balance at 31 December 2020	<u>100</u>	<u>(637,393)</u>	<u>(637,293)</u>

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied during the year ended 31 December 2020, unless otherwise stated.

a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations endorsed by the European Union (EU) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value. These financial statements are presented in sterling, which is the company's functional currency.

b) Revenue recognition

Revenue represents amounts receivable for consulting services net of value added tax.

The company generates revenue from the provision of management and technology consultancy services. Such services are recognised as performance obligations.

Revenue represents the fair value of the consideration receivable in respect of professional services provided during the year, inclusive of direct expenses incurred on client engagements but excluding value added tax. Where the outcome of a transaction can be estimated reliably, revenue associated with the transaction is recognised in the income statement based on either time incurred to date (effort-method) or the percentage of completion at the end of the reporting year, provided that a right to consideration has been obtained through performance.

Effort-method

Revenue is generally recognised as hours are incurred at the rates agreed upon with the customer.

Percentage of completion

Under the percentage of completion method ("POC"), revenue is recognised as services are performed. The use of the POC-method depends on the ability to make reasonable dependable estimates of expected revenues and costs. The stage of completion is calculated based on the hours completed to date as a percentage of total expected hours. The directors have assessed that this is an appropriate measure of progress towards complete satisfaction of these performance obligations under IFRS 15.

Income arising on rendering of services where the provision of the service has not been completed at the year-end date is deferred creating a contract liability, when it is paid, which is subsequently recognised as the service is provided. The terms of these contracts range between 0-60 days.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

b) Revenue recognition (continued)

Where the outcome of a transaction cannot be estimated reliably, revenue is recognised only to the extent that the costs of providing the service are recoverable. No revenue is recognised where there are significant uncertainties regarding recovery of the consideration due or when the right to receive payment is contingent on events outside the control of the company. Expected losses are recognised as soon as they become probable based on the latest estimates of revenue and costs.

c) Unbilled revenues

Unbilled amounts for client work or unbilled revenue respectively relate to fixed-price contract receivables on completed work, where the fee has yet to be issued or where the service contract is such that the work performed falls into a different accounting period. Unbilled amounts for client work are stated at either the effort- method or percentage of completion value recognised to date (in accordance with the revenue accounting policy above), less provision for foreseeable losses and amounts billed on account.

d) Dividend income

Dividend income is recognised when the right to receive payment is established.

e) Employee benefits

The company operates a defined contribution pension plan. A defined contribution pension plan is a pension plan under which the company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years.

f) Financial instruments

Financial assets and financial liabilities are recognised on the company's Statement of Financial Position when the company becomes a party to the contractual provisions of the instrument.

Financial assets

The company's financial assets include cash and cash equivalents and trade and other receivables. All financial assets are initially recognised at fair value plus transaction costs, when the company becomes party to the contractual provisions of the instrument. Interest and other cash flows resulting from holding financial assets are recognised in the Income Statement using the effective interest method. A financial asset is derecognised if the contractual rights to receive the cash flows of the asset have been transferred or the company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for derecognition if the company transfers substantially all the risks and rewards of ownership of the asset.

Trade receivables

Trade receivables are recognised initially at fair value which is normally the original invoiced amount and subsequently measured at amortised cost which equates to the original invoiced amount, less provision for impairment.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

f) Financial instruments (continued)

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held with banks and other short term highly liquid investments with a maturity of three months or less.

Impairment of financial assets

The company recognises a loss allowance for expected credit losses on trade receivables and contracts assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The company recognises lifetime Expected Credit Losses ("ECL") for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the company's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. When there has not been a significant increase in credit risk since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL which represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date; except for assets for which simplified approach was used.

The company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (a) The financial instrument has a low risk of default;
- (b) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (c) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The company considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

Derecognition of financial assets

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivables.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

f) Financial instruments (continued)

Financial liabilities and equity

Classification of debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

The company's financial liabilities include interest bearing intercompany loans and trade and other payables.

Financial liabilities are recognised when the company becomes a party to the contractual agreement of the instrument. All interest related charges are recognised as an expense in "interest expense" in the Income Statement using the effective interest method.

Financial liabilities are measured at amortised cost using the effective interest rate method.

A financial liability is derecognised only when the obligation is extinguished, that is when the obligation is discharged or cancelled or expires.

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

g) Fair value measurement

The fair values of financial instruments measured at amortised cost are disclosed in the financial statements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The company must be able to access the principal or the most advantageous market at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

h) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

h) Provisions and contingencies (continued)

Contingencies

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

i) Taxation

The company is managed and controlled in the United Kingdom and consequently, is tax resident in United Kingdom.

Current tax is calculated on the profits or losses of the year. Current tax is determined using tax rates (and laws) that have been enacted as at the statement of financial position date. The tax charge is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit and loss, it is not accounted for. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. 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.

j) Foreign currencies

Functional and presentational currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in sterling, which is the company's functional currency and is denoted by the symbol "£".

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the retranslation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

j) Foreign currencies (continued)

Monetary assets and liabilities denominated in foreign currencies are revalued at the functional currency spot rate of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the average exchange rates at the end of the reporting year.

k) Dividend

Dividends on equity shares are recognised in the financial statements when they have been appropriately approved or authorised by the shareholders and are no longer at the discretion of the company.

2. GOING CONCERN

The financial statements have been prepared on a going concern basis, which assumes that the company will continue to be able to meet its liabilities as they fall due.

The directors are satisfied that group companies will continue to provide support to ensure that the company will have sufficient resources to meet its financial needs and obligations for the foreseeable future. Therefore, the directors consider it appropriate to adopt the going concern basis in preparing the financial statements.

3. FINANCIAL RISK MANAGEMENT

Financial risk factors

The company's activities expose it to a variety of financial risks including credit risk, currency risk and liquidity risk.

The company uses different methods to measure different types of risk to which it is exposed. Responsibility for managing these risks rests with the Board.

Credit risk

Credit risk refers to the loss that a company would incur if a debtor fails to perform under its contractual obligations. Credit risks are mainly related to cash and cash equivalents and trade debtors.

Exposure to credit risk is monitored on a routine basis. The company does not require security in respect of financial assets. The company trades only with recognised, creditworthy third parties. Most of the company's customers are either large organisations or customers with a long-term business relationship. Receivable balances are monitored on an ongoing basis. As a result, the company's exposure to bad debts is not significant. Risk is managed by maintaining close contact with each client and by routine billing and cash collection for work performed.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3. FINANCIAL RISK MANAGEMENT (*continued*)

The company recognises a loss allowance for trade receivables at an amount equal to the lifetime Expected Credit Losses ("ECL"). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. At the year end, there are no debtors over 90 days.

The company's exposure to credit risk is low as a result of the credit risk procedures in place. At 31 December 2020, the company has reviewed the lifetime ECL. The ECL is deemed to be £Nil.

Unbilled amounts for client work is valued at the estimated net realisable values, based on a monthly process.

The maximum exposure to credit risk is represented by the carrying amount of the company's financial and other assets as set out in the table below:

Financial and other assets	2020 £	2019 £
Trade receivables	35,475	214,774
Amounts due from group companies	19,291	542,627
Prepayments	48,798	10,134
Cash and cash equivalents	238,059	33,642
Unbilled revenues	-	3,822
Total	<u>341,623</u>	<u>804,999</u>

Currency risk

The company conducts its business primarily with companies in the UK, and therefore, operating and investing cash flows are substantially denominated in GBP. A limited level of foreign exchange risk arises in relation to capital expenditure and inter-group transactions denominated in foreign currencies.

Given the limited level of risk the company does not hedge its foreign exchange risk arising on transactions denominated in foreign currencies.

Liquidity risk

The objective of liquidity management is to ensure the availability of sufficient funds to meet the company's requirements. The objective is met by monitoring and controlling potential cash flow forecasting. Cash balances and flows are constantly reviewed and where there is a funding requirement the company is provided with funding from Group Treasury. There has been no such funding requirement in the year under review.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3. FINANCIAL RISK MANAGEMENT (*continued*)

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments:

Year ended 31 December 2020	On demand £	<1 year £	1-5 years £	Total £
Amounts owed to group companies	830,438	-	-	830,438
Trade payables	-	3,843	-	3,843
Taxation and social security costs	-	27,047	-	27,047
Accruals	-	<u>107,588</u>	-	<u>107,588</u>
Total	<u>830,438</u>	<u>138,478</u>	<u>-</u>	<u>968,916</u>

Period ended 31 December 2019	On demand £	<1 period £	1-5 periods £	Total £
Amounts owed to group companies	706,084	-	-	706,084
Trade payables	-	397	-	397
Taxation and social security costs	-	35,876	-	35,876
Accruals	-	<u>90,867</u>	-	<u>90,867</u>
Total	<u>706,084</u>	<u>127,140</u>	<u>-</u>	<u>833,224</u>

Capital management

The capital structure of the company consists of net current assets, long term liabilities and equity. The mid-term capital management strategy is to accumulate the profits to establish a solid basis for further business and pay down intercompany loans and/or pay dividends. No changes were made in the objectives, policies or processes during the financial year ending 31 December 2020 compared to prior period.

The company monitors capital – and within this context particularly working capital – very closely, as the amount of outstanding receivables and unbilled revenue is the principal driver for the company's financing needs. The key indicator is Days Sales Outstanding ("DSO"); it is calculated by dividing the sum of outstanding receivables, unbilled revenue less deferred revenue, by the average net revenue per day. DSO is closely monitored by senior management.

Fair values

Set out below is a comparison by class of the carrying amounts and the estimated fair value of the company's financial instruments that are carried in the financial statements:

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3. FINANCIAL RISK MANAGEMENT (*continued*)

Financial assets	Carrying amount 2020 £	Fair value 2020 £	Carrying amount 2019 £	Fair value 2019 £
Trade receivables	35,475	35,475	214,774	214,774
Amounts due from group companies	19,291	19,291	542,627	542,627
Prepayments and accrued income	48,798	48,798	10,134	10,134
Cash and cash equivalents	238,059	238,059	33,642	33,642
Unbilled revenues	<u>-</u>	<u>-</u>	<u>3,822</u>	<u>3,822</u>
Financial liabilities	Carrying amount 2020 £	Fair value 2020 £	Carrying amount 2019 £	Fair value 2019 £
Amounts owed to group companies	830,438	830,438	706,084	706,084
Trade payables	3,843	3,843	397	397
VAT	584	584	10,337	10,337
PAYE/NI	26,463	26,463	25,539	25,539
Accruals	<u>107,588</u>	<u>107,588</u>	<u>90,867</u>	<u>90,867</u>

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in below.

Judgements and estimates

Judgements and estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are the following:

a) Revenue recognition

The company recognises revenue in line with IFRS 15 Revenue from Contracts with Customers. Management applies judgement in determining the nature, variable considerations, and timing of satisfaction of promises in the context of the contract that meet the basis of revenue recognition criteria. Significant judgements include: identifying performance obligations; determining the timing of satisfaction and approach in recognising the revenue of those identified performance obligations; and whether a point in time or a passage of time approach to be adopted. See applied revenue recognition criteria for each revenue streams within Note 1 (b) for details on the company's revenue recognition policies adopted.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

5.	REVENUE	2020	2019
		£	£
	Amount of revenue by class of activity:		
	Professional services	<u>607,208</u>	<u>1,406,158</u>

Revenue represents the value of services rendered and is exclusive of value-added taxation.

	2020	2019
	£	£
Geographical market		
United Kingdom	<u>607,208</u>	<u>1,406,158</u>

Rendering of services, including professional services

Rendering of services are distinct performance obligations for which revenue is recognised in the accounting year in which the services are rendered when the outcome of the contract can be estimated reliably.

The performance obligations are satisfied over time and the satisfaction of the promises is recognised in the Income Statement based on either time incurred to date (effort-method) or the percentage of completion at the end of the reporting year, provided that a right to consideration has been obtained through performance.

Income arising on rendering of services where the provision of the service has not been completed at the year-end date is deferred creating a contract liability which is subsequently recognised as the service is provided.

Contract assets and contract liabilities

Contract assets

Contract assets are disclosed separately as unbilled revenues in the Statement of Financial Position amounting to £Nil (2019: £3,822) (Note 10).

Unbilled amounts for client work or unbilled revenue respectively relate to completed work, where the fee has yet to be issued. Unbilled amounts for client work are stated at effort-method or percentage of completion value recognised to date less provision for foreseeable losses and amounts billed on account.

Contract liabilities

Contract liabilities are disclosed separately as deferred revenue in Trade and other payables amounting to £10,000 (2019: £Nil) (Note 12). The company is availing of the practical expedient which exempts the disclosure of unsatisfied performance obligations to date since both of the following criteria are met:

- The performance obligations are part of contracts which have an original expected duration of one year or less;
- The company recognises revenue from the satisfaction of the performance obligations which has been completed to date and to which the group has a right to invoice.

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

6.	LOSS BEFORE TAXATION	2020	2019
		£	£
	The loss before taxation is stated after charging/(crediting):		
	Auditors' remuneration	6,500	6,500
	Directors remuneration (Note 7)	<u>-</u>	<u>-</u>
7.	STAFF COSTS	2020	2019
		£	£
	Wages and salaries	714,407	834,660
	National insurance costs	49,904	100,412
	Other pension costs	<u>32,970</u>	<u>38,346</u>
		<u>797,281</u>	<u>973,418</u>

Included within wages and salaries is an amount of £26,371 relating to the Coronavirus Job Retention Scheme.

<u>Directors' emoluments:</u>	2020	2019
	€	€
Emoluments for qualifying services	-	-
Other retirement benefits	<u>-</u>	<u>-</u>

The average number of employees (including directors) during the year was as follows:

	2020	2019
	No.	No.
Management	4	5
Professional	<u>5</u>	<u>5</u>
Total	<u>9</u>	<u>10</u>

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

8.	TAXATION	2020	2019
		£	£
	Recognised in the Income Statement:		
	Corporation tax	<u>-</u>	<u>-</u>
		2020	2019
		£	£
	Factors affecting the income tax charge for the year		
	Loss on ordinary activities before taxation	(609,068)	(28,325)
	Loss on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 19%	(115,723)	(5,382)
	Losses carried forward	<u>115,723</u>	<u>5,382</u>
	Current tax (credit) / charge	<u>-</u>	<u>-</u>
	The company has estimated losses of £637,393 available for carry forward against future trading profits.		
9.	TRADE AND OTHER RECEIVABLES	2020	2019
		£	£
	Trade receivables	35,475	214,774
	Amounts due from group companies (Note 15)	19,291	542,627
	Prepayments	<u>48,798</u>	<u>10,134</u>
		<u>103,564</u>	<u>767,535</u>
10.	UNBILLED REVENUES	2020	2019
		£	£
	Work in progress	<u>-</u>	<u>3,822</u>
	Work in progress represents the service provided to clients, which was not invoiced at the reporting date, less provisions for foreseeable losses.		
11.	CASH AND CASH EQUIVALENTS	2020	2019
		£	£
	Cash at bank and in hand	<u>238,059</u>	<u>33,642</u>
	The carrying value of cash and cash equivalents approximates their fair value.		

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

12.	TRADE AND OTHER PAYABLES	2020 £	2019 £
	Trade payables	3,843	397
	Amounts owed to group companies (Note 15)	830,438	706,084
	PAYE/NI	26,463	25,539
	Value added tax	584	10,337
	Deferred revenue	10,000	-
	Accruals	<u>107,588</u>	<u>90,867</u>
		<u>978,916</u>	<u>833,224</u>

The carrying value of the current trade and other payables approximate to their carrying amounts. The amounts owed to group companies are unsecured, interest free and repayable on demand. Trade and other payables generally have a short term to maturity. The carrying values are an approximation of their fair values.

13.	CALLED UP SHARE CAPITAL	2020 £	2019 £
	Allotted, called up and fully paid		
	100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

14. OWNERSHIP AND CONTROL

BearingPoint RegTech Holding B.V., Amsterdam, was the intermediate parent of the Company until December 2020, when the Company was transferred to BearingPoint Software Solutions GmbH, Frankfurt/Germany. Until 30 December 2020, the ultimate group parent was BearingPoint Holding B.V., Amsterdam, which will include the profit and loss figures of BearingPoint Software Solutions B.V. in its consolidated annual accounts..

As of 30 December 2020, the parent company BearingPoint Software Solutions GmbH was sold to RegTech MidCo GmbH (former mertus 667. GmbH), Frankfurt/Germany. As of 31 December 2020, Nordic Capital X Limited is the ultimate parent company.

15. RELATED PARTY TRANSACTIONS

Group companies

In the normal course of business, the company carries out transactions with other BearingPoint Holding B.V. group companies. These transactions during the year and the outstanding balances at 31 December 2020 are detailed below.

	2020 £	2019 £
Income		
Consultancy services rendered on behalf of group companies	298,439	496,904
Management charges to group companies	<u>-</u>	<u>68,637</u>

BEARINGPOINT SOFTWARE SOLUTIONS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

15. RELATED PARTY TRANSACTIONS (continued)

	2020	2019
	£	£
Expenses		
Consultancy services rendered on behalf of company	67,970	116,719
Management charges from group companies	381,668	176,532
IP Royalty Payments	<u>2,349</u>	<u>5,629</u>
Amounts owing from group companies		
Amounts owing from group companies	<u>19,291</u>	<u>542,627</u>
Amounts owing to group companies		
Amounts owing to group companies	<u>830,438</u>	<u>706,084</u>

Key management personnel

For the purposes of the disclosure requirements of IAS 24, the term "key management personnel" (i.e. those persons having authority and responsibility for planning, directing and controlling the activities of the company) comprises the Board of Directors which manages the business and affairs of the company. Compensation entitlements are identified in Directors' Emoluments, in Note 7 to the financial statements. There were no other transactions involving key management personnel other than those disclosed in Note 7.

16. SUBSEQUENT EVENTS

On 18 October 2021 the company changed its name to Regnology UK Limited.

17. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the directors on 11 November 2021.