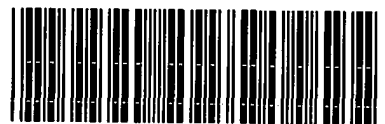


MPSI Systems Limited

**Annual report and financial
statements for the year ended
31 December 2021**

Company number: 01458176

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Directors' report

The Directors present their report and financial statements for the year ended 31 December 2021.

Principal activities

The principal activity of the Company continued to be consultancy services and marketing decision support systems.

Proposed dividend

The directors do not recommend the payment of a dividend.

Directors

The directors who held office during the period and up to the date of this report were as follows:

O D Shaw	(appointed 22 March 2021, resigned 31 December 2022)
R S Laker	(appointed 23 July 2021)
J Maslen	(resigned 22 March 2021)

Going concern

The directors have prepared the financial statements of the Company on the going concern basis, subject to the various considerations set out in Note 1 to the financial statements.

Political contributions

The Company made no political donations or incurred any political expenditure during the year.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a directors to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

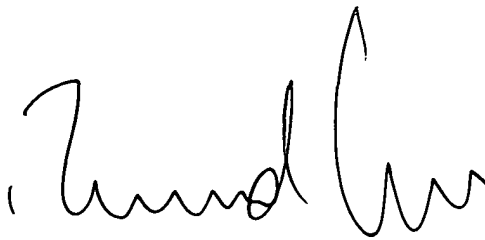
KPMG LLP will resign as the Company's auditor after completing the audit of this annual report and financial statements.

Strategic report

The company has met the requirements in the Companies Act 2006 to obtain the exemption provided, based on its size, from the presentation of a strategic report.

By order of the board

R S Laker
Director
6 February 2023



Company number: 01458176

Statement of Director's responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the 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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the 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 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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 Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPSI SYSTEMS LIMITED

Opinion

We have audited the financial statements of MPSI Systems Limited ("the Company") for the year ended 31 December 2021 which comprise the Profit and Loss account and other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- 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 Company 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 Company or to cease its operations, and as they have concluded that 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 its 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 Company's business model and analysed how those risks might affect the 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 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 Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

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:

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPSI SYSTEMS LIMITED (continued)

- Enquiring of directors and inspection of policy documentation as to the 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 for management, and directors.
- 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, in particular the risk that management may be in a position to make inappropriate accounting entries. We do not believe there is a fraud risk related to revenue recognition because the revenue represents a simple recharge from the group based on a cost plus method.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These includes unexpected pairings in relation to cash.
- 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 (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors 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 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 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. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, employment law recognising the nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPSI SYSTEMS LIMITED (continued)

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.

Directors' report

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

Our responsibility is to read 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 directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report 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, 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 specified by law are not made; or
- 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 2, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPSI SYSTEMS LIMITED (continued)

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.



Nicola Davies (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH
6 February 2023

Profit and loss account and other comprehensive income
for year ended 31 December 2021

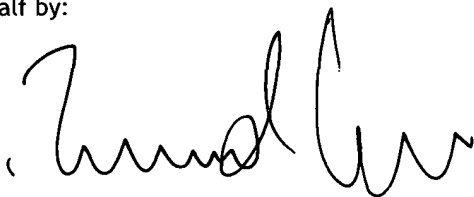
	<i>Note</i>	Year ended 31 December 2021 £	18 month period ended 31 December 2020 £
Revenue	2	41,825	84,790
Operating expenses		(38,018)	(77,382)
Operating profit	3	3,807	7,408
Interest receivable and similar income		-	2
Profit before taxation		3,807	7,410
Taxation	6	-	-
Profit and total comprehensive income for the year/period		3,807	7,410

The notes on pages 10 to 16 form part of these financial statements.

Balance sheet
at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	7	-	-
Current assets			
Debtors	8	3,811,561	3,769,737
Cash at bank and in hand		1,709	1,759
		<u>3,813,270</u>	<u>3,771,496</u>
Creditors: Amounts falling due within one year	9	(1,467,547)	(1,429,580)
Net current assets		<u>2,345,723</u>	<u>2,341,916</u>
Total assets less current liabilities		2,345,723	2,341,916
Net assets		<u>2,345,723</u>	<u>2,341,916</u>
Capital and reserves			
Called up share capital	10	4,311,973	4,311,973
Profit and loss account		(1,966,250)	(1,970,057)
Shareholders' funds		<u>2,345,723</u>	<u>2,341,916</u>

These financial statements were approved by the board of directors on 6 February 2023 and were signed on its behalf by:



R S Laker
Director

Company number: 01458176

The notes on pages 10 to 16 form part of these financial statements.

Statement of changes in equity
for year ended 31 December 2021

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 July 2019	4,311,973	(1,977,467)	2,334,506
Total comprehensive income for the period			
Profit for the financial period	-	7,410	7,410
Balance at 31 December 2020	4,311,973	(1,970,057)	2,341,916
Total comprehensive income for the year			
Loss for the financial year	-	3,807	3,807
Balance at 31 December 2021	4,311,973	(1,966,250)	2,345,723

The notes on pages 10 to 16 form part of these financial statements.

Notes to the accounts

1 Accounting policies

Basis of preparation

MPSI Systems Limited (the "Company") is a private company incorporated, domiciled and registered in England in the UK. The registered number is 01458176 and the registered address is 213, No.2 Circle Square 1 Symphony Park, Manchester, M1 7FS.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

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 ("Adopted IFRSs") 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.

The Company's ultimate parent undertaking, Kalibrate Acquisition Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Kalibrate Acquisition Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 25 Savile Row, London, United Kingdom, W1S 2ER.

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

- a cash flow statement and related notes;
- Comparative period reconciliations for share capital, and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of the ultimate parent undertaking include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosure:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

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

Measurement convention

The financial statements are prepared on the historical cost basis.

Notes to the accounts (continued)

1 Accounting policies (continued)

Going concern

The financial statements have been prepared on a going concern basis, which the Directors consider to be appropriate for the following reasons.

The Company is part of the larger Kalibrate group and, as noted above, has an ultimate parent company, Kalibrate Acquisition Limited. The Company relies upon the wider Group for its ongoing funding and the Directors have obtained confirmation from its ultimate parent company that it is the intention of Kalibrate Acquisition Limited to continue to provide this support in the short to medium term, as explained further below.

In November 2022, the Group refinanced its debt facilities and entered into a new facility which falls due for repayment in 2029. That facility is subject to two financial covenants, the compliance with which is a function of both cash flow generation and profitability.

The Directors are aware that the directors of Kalibrate Acquisition Limited have prepared consolidated cash flow forecasts for a period through to 31 March 2024 ("The Forecast Period") which indicate that, taking account of reasonably possible downsides and associated mitigating factors, where appropriate (together "The Downside Case"), the Group will both have sufficient funds, through its cash and debt facilities, to meet its liabilities as they fall due for that period, with those forecasts also including forecast outcomes of financial covenant tests for the same period, with no indication of covenant breach of covenants.

The Company is dependent on fellow group companies not seeking repayment of the amounts currently due, which at 31 December 2021 are as set out in Note 9 to the accounts, and Kalibrate Acquisition Limited potentially providing additional financial support as required during the Forecast Period. Kalibrate Acquisition Limited has indicated its intention to continue to make available such funds as are needed by the Company and that it will ensure fellow group companies do not intend to seek repayment of the amounts due at the balance sheet date, for the Forecast Period. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Foreign currency

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Non-derivative financial instruments

Non-derivative financial instruments comprise of trade and other debtors, cash and cash equivalents, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Notes to the accounts *(continued)*

1 Accounting policies *(continued)*

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

- Fixtures, fittings and equipment 3 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

Revenue

The Company performs services on behalf of other group entities, which include revenues from network planning contracts for which the duration is more than six weeks are recognised based on milestones completed. Accordingly, all of the revenue of the Company arises from recharges to other companies in the Group of which the Company is a member. Revenues from maintenance and support services are recognised over the period that the services are provided on a straight-line basis.

Taxation

Tax on the profit or loss for the year comprises current tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets are only recognised when there is certainty of generating future taxable profits against which the temporary difference can be utilised.

Estimates and judgements

Estimates and judgements are continually evaluated and are based upon historical experience 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 their nature, seldom equal the eventual results. In the opinion of the directors, there are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

Notes to the accounts *(continued)*

2 Revenue

	Year ended 31 December 2021	18 month period ended 31 December 2020
	£	£
Rendering of services	41,825	84,790
	<u>41,825</u>	<u>84,790</u>
<i>By activity</i>		
Professional services	41,825	84,790
	<u>41,825</u>	<u>84,790</u>
<i>By geographical market</i>		
North America	41,825	84,790
	<u>41,825</u>	<u>84,790</u>

3 Operating profit

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Kalibrate Acquisition Limited.

The audit fees for the Company were borne by Kalibrate Technologies Limited, an intermediate parent company of the Company, and were £8,000 (2020: £6,000).

Notes to the accounts (continued)

4 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	Year ended 31 December 2021	18 month period ended 31 December 2020
Professional services	1	1

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2021 £	18 month period ended 31 December 2020 £
Wages and salaries	33,005	77,470
Social security costs	3,336	8,194
Pension costs	1,631	4,137
	37,972	89,801

5 Directors' remuneration

Directors' emoluments are paid for by ultimate parent company Kalibrate Acquisition Limited and the Company incurs no costs for their qualifying services as directors of this company. Accordingly, directors' remuneration in the Company is £nil (2020: £nil)

6 Taxation

There is no income tax recognised in other comprehensive income in the year (2020: £nil).

Reconciliation of effective tax rate

	Year ended 31 December 2021 £	18 month period ended 31 December 2020 £
Profit before tax for the year/period	3,807	7,410
Tax using the UK corporation tax rate of 19% (2020: 19%)	(723)	1,408
Utilisation of previously unrecognised tax losses	723	(1,408)
Total tax expense	-	-

The company has estimated losses of £2,235,695 (2020: £2,239,502) available for carry forward against future trading profits. Tax losses of £3,807 (2020: £7,410) were utilised in the period. No deferred tax asset has been recognised due to the uncertainty of generating future taxable profits.

The company also has estimated capital losses of £12,488 (2020: £12,488) available for carry forward against future capital gains.

Notes to the accounts (continued)

7 Tangible fixed assets

	Fixtures, fittings and equipment £
Cost	
Balance at 31 December 2020	16,974
Disposals	(16,974)
Balance at 31 December 2021	-
Depreciation	
Balance at 31 December 2020	16,974
Disposals	(16,974)
Balance at 31 December 2021	-
Net book value	
Balance at 31 December 2021	-
Balance at 31 December 2020	-

8 Debtors

	2021 £	2020 £
Amounts due from group undertakings	3,811,561	3,769,737
Due within one year	3,811,561	3,769,737

Amounts due from group undertakings are interest free and payable upon demand.

9 Creditors: amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	1,467,547	1,429,580
	1,467,547	1,429,580

Amounts owed to group undertakings are payable are interest free upon demand.

Notes to the accounts (continued)

10 Capital and reserves

Share capital

	Shares	£
In issue at 1 January 2021 and 31 December 2021	4,311,973	4,311,973
	2021 £	2020 £
Allotted, called up and fully paid	4,311,973	4,311,973
4,311,973 (2020: 4,311,973) Ordinary shares of £1 each	4,311,973	4,311,973

11 Ultimate parent company and controlling party

The Company is a subsidiary undertaking of Kalibrate Acquisition Limited, which is the parent company and is incorporated in the United Kingdom.

Kalibrate Acquisition Limited is a subsidiary undertaking of Hanover Active Equity Fund LP, which is incorporated in the Cayman Islands, and is controlled by its parent and its connected parties. The largest group in which the results of the Company are consolidated is that headed by Kalibrate Acquisition Limited, 25 Savile Row, London, W1S 2ER. The consolidated financial statements of Kalibrate Acquisition Limited are available to the public and may be obtained from 25 Savile Row, London, United Kingdom, W1S 2ER.