Company Registration Number: 2747939

Penta Group plc

Annual report and financial statements
Registered number 2747939
For the year ended 31 May 2017

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Directors' report

The directors present their annual report and the financial statements for the year ended 31 May 2017.

Principal activity

The Company was dormant throughout the year. No significant changes in the activities of the Company are envisaged in the forthcoming year.

Business review

The company was dormant throughout the year so there were no changes to the financial statements.

Directors and directors' interests

The directors who held office during the year:

CCH Guillaume	
DS Bailey	(resigned 6 March 2017)
CP Ralph	(appointed 6 March 2017)

Statement of director's responsibilities

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 judgments 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Auditors

In accordance with section 480 and 476 of the Companies Act 2006, the Company was entitled to exemption from the requirement to have its financial statements for the year ended 31 May 2017 audited.

By order of the Board

CP Ralph
Director

Buckholt Drive
Warndon
Worcestershire
WR4 9SR

27th October 2017

Profit and loss account

for the year ended 31 May 2017

The Company did not trade in either the current or preceding financial periods and as such, did not generate revenue nor incur any costs.

Balance sheet

at 31 May 2017

	Note	2017		2016	
		£000	£000	£000	£000
Fixed assets					
Investments	2		-		-
Current assets					
Debtors	3	**86**		86	
		86		86	
Net assets			**86**		86
Capital and reserves					
Share capital	4		**200**		200
Profit and loss account	5		**(114)**		(114)
Shareholders' funds	6		**86**		86

For the year ending 31 May 2017 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Director's responsibilities;

i. The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476,

ii. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of directors on 27th October 2017 and were signed on its behalf by:

CP Ralph
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements:

Basis of preparation

The financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2015/16 Cycle) issued in July 2016 and effective immediately have been applied.

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;
- Disclosures in respect of transactions with wholly owned subsidiaries.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Investments

Investments are shown at cost less provision considered necessary for any impairment. The need for any impairment write down is assessed by comparison of the carrying value of the asset against the higher of net realisable value or value in use. The value in use is determined from estimated discounted future cash flows. Discount rates used are based on the cost of capital.

2 Investments

The investments comprise the entire share capital of Open:I Limited and Open Power Limited. These dormant companies are both incorporated and registered in England and Wales.

In the opinion of the Directors', the aggregate value of the Company's investment is not less than the net book value of these investments. The Company is a wholly owned subsidiary of Open GI Limited and has consequently taken advantage of S400 Companies Act 2006 not to prepare Group financial statements.

3 Debtors

	2017	2016
	£000	£000
Amounts owed by group undertakings	**86**	86

4 Called up share capital

	2017	2016
	£000	£000
Authorised, allotted and fully paid:		
100,000 'A' ordinary shares of £1 each	**100**	100
100,000 'B' ordinary shares of £1 each	**100**	100

Notes *(continued)*

The 'A' ordinary and 'B' ordinary shares constitute separate classes, but rank pari passu except:

- The 'B' ordinary shareholders' are not entitled to dividends
- Each 'A' ordinary shareholder is entitled to be a Director of the Company
- The holder of the majority of 'B' ordinary shares is entitled to appoint and maintain one person as a Director of the Company and to remove that person and appoint another.

5 Reserves

	Profit and loss account £000
At the beginning and end of the year	(114)

6 Reconciliation of shareholders' funds

	2017 £000	2016 £000
Opening and closing shareholders' funds	**86**	86

7 Ultimate parent company and group transactions

The Company's ultimate parent company is OM Topco Limited, a company incorporated in Guernsey.

The results of the Company are consolidated within the group headed by OM Topco Limited. Copies of the group financial statements, incorporating those of the Company, are available from the Company's registered address at OM Topco Limited, 1 Le Marchant Street, St. Peter Port, Guernsey GY1 2JJ.

The Company's ultimate controlling party is Montagu Private Equity LLP.