

**SCIENCE WAREHOUSE LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 28 FEBRUARY 2022**

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**COMPANY INFORMATION**

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<b>Director</b>	G J Wilson
<b>Registered number</b>	02890957
<b>Registered office</b>	The Mailbox Level 3 101 Wharfside Street Birmingham B1 1RF
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors One Chamberlain Square Birmingham B3 3AX

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**SCIENCE WAREHOUSE LIMITED**

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**CONTENTS**

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	Page
<b>Strategic Report</b>	1 - 2
<b>Director's Report</b>	3 - 4
<b>Independent Auditors' Report</b>	5 - 7
<b>Statement of Comprehensive Income</b>	8
<b>Statement of Financial Position</b>	9
<b>Statement of Changes in Equity</b>	10
<b>Notes to the Financial Statements</b>	11 - 24

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**STRATEGIC REPORT  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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The principal activity of Science Warehouse Limited (the "Company") in the year under review was that of the provision of spend management software solutions and related services. This includes the management and distribution of electronic catalogue content, the delivery of e-marketplaces, and the provision of business intelligence solutions.

#### **Business review**

The results for the period and financial position of the company are shown in the financial statements.

During the year, the Company had turnover of £4,524 thousand (2021: £4,042 thousand), and recorded a profit after tax for the year of £605 thousand (2021: £719 thousand). The Company had net assets of £5,362 thousand (2021: £4,757 thousand). The business measures its performance on the class of turnover. Maintenance and managed services revenue for the year amounted to £4,477 thousand (2021: £3,600 thousand), which was 99% of the total revenue for the year (2021: 89%). This is an important measure of customer satisfaction with the Company's market offerings and it is expected that it will remain high in the future.

#### **Principal risks and uncertainties**

Below are details of the Company's principal risks and the mitigating activities in place to address them.

##### **Financial Risk Management**

###### **Credit risk**

Credit risk is the risk that a counter party to a transaction with the Company fails to discharge its obligations in respect of the instrument. The Company's credit risk arises on (i) transactions with customers following delivery of goods and/or services or on (ii) cash and cash equivalents placed with banks and financial institutions.

In order to manage credit risk the Director sets limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

###### **Liquidity risk**

Liquidity risk is the risk that the Company cannot meet financial liabilities when they fall due. The Company's policy for managing liquidity risk is to ensure that the business has enough financial resource to meet its day-to-day activities at any point in time. Management believes that the cash resources on hand, together with the profits of the business more than cover the resources needed to meet the financial obligations of the Company.

##### **Other Principal Risks and Uncertainties**

###### **Macroeconomic risk**

A prime risk and area of uncertainty facing the Company is demand within its marketplace. Global market uncertainty, and national issues including the focus on national debt, have a direct or indirect impact on the organisations and businesses with which the Company trades. The Director seeks to manage these risks by development of the Company's portfolio of market offerings, which enable it to leverage new revenue streams from new and existing customers, together with seeking to ensure a strong level of recurring revenue.

###### **Innovation risk**

The IT market is subject to rapid, and often unpredictable, change. As a result the Company's products and services might become unattractive to its customer base. The Company monitors technology and market developments and invests to keep its existing offerings up-to-date as well as seeking out new opportunities and initiatives.

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**STRATEGIC REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**Future developments**

The wider macro-economic environment continues to be characterised by inflation and other cost pressures. Given the company's focus on spend management software the directors believe that there is considerable scope for expansion and growth within the existing client base and market place as the benefits of being a member of a leading software group bear fruit.

This report was approved by the board on 6 April 2023 and signed on its behalf.

  
**G J Wilson**  
Director

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**DIRECTOR'S REPORT  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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The director presents his report and the financial statements for the year ended 28 February 2022.

**Results and dividends**

The profit for the year, after taxation, amounted to £605 thousand (2021 : £719 thousand).

There were no dividends proposed or paid in the year (2021: £NIL).

**Directors**

The directors who held office during the period and up to the date of signature of the financial statements were, unless otherwise stated, as follows:

R J Kerr (appointed 1 February 2022, resigned 10 February 2023)

G J Wilson

A W Hicks (resigned 1 February 2022)

The directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

**Political contributions**

There were no political donations made during the year (2021: £NIL).

**Future developments**

The director believes that there is considerable scope for expansion and growth within the existing client base and market place as the benefits of being a member of a leading software group bear fruit.

**Going concern**

At the balance sheet date, the company has net current assets and has reported a profit for the year. The director has reviewed the cash flow forecasts of the Company and the wider Group, including additional funding commitments from the Group's shareholders if required, and considers that there are sufficient resources to allow the Company to meet its obligations for the foreseeable future (being a period of not less than twelve months from the date of signing the financial statements). Therefore, the director has considered it is appropriate to adopt the going concern basis in preparing the annual financial statements.

In reaching this position, a downside severe scenario has been reviewed for the Aston Midco Limited group of companies. The assumptions modelled in this scenario are based on estimated potential downside trading impacts (including the acquisition and renewal of software contracts, the success of obtaining professional services assignments and the ability to achieve price increases) and interest rates being higher than the current forward projections.

Consideration was also given to the potential mitigating actions that could be taken by the Group over the next 12 months, specifically those matters which are wholly within management's control. These could include reductions to discretionary spend, delaying recruitment and reducing other controllable spend, although no such responses are currently anticipated to be required. Management have assessed that any mitigations are not considered to have a significant impact on customer experience.

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**DIRECTOR'S REPORT (CONTINUED)  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**Director's responsibilities statement**

The director is responsible for preparing the Strategic Report, the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

**Disclosure of information to auditors**

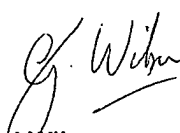
The director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Auditors**

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 6 April 2023 and signed on its behalf.

  
**G J Wilson**  
**Director**

# Independent auditors' report to the members of Science Warehouse Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, Science Warehouse Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 28 February 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 28 February 2022; the Statement of Comprehensive Income and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.



## **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The director is responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Director's Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

## **Strategic report and Director's Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Director's Report for the year ended 28 February 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Director's Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the director for the financial statements**

As explained more fully in the Director's responsibilities statement, the director is responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The director is also 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.

In preparing the financial statements, the director is 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 director either intends to liquidate the company or to cease operations, or has 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 auditors' 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the employment regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and Direct taxes. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate manual journals to manipulate the financial position of the business and management bias in estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including enquiries into the existence and response to any known or suspected instances of non-compliance with laws and regulation and fraud;
- Testing of journals which may appear to have unusual accounting entries;
- Challenging assumptions and judgements made by management in relation to estimates; and
- Reviewing financial statement disclosures and testing supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

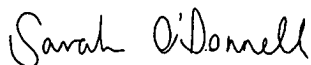
## **Other required reporting**

### **Companies Act 2006 exception reporting**

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of director's remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Sarah O'Donnell (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Birmingham  
6 April 2023

<b>SCIENCE WAREHOUSE LIMITED</b>
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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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	Note	2022 £000	2021 £000
Turnover	4	4,524	4,042
Cost of sales		(875)	(603)
<b>Gross profit</b>		3,649	3,439
Administrative expenses - ongoing		(2,953)	(3,111)
Administrative expenses - exceptional	7	-	(159)
<b>Operating profit</b>	8	696	169
Tax on profit	9	(91)	550
<b>Profit for the financial year</b>		605	719

There was no other comprehensive income for 2022 (2021: £NIL).

The notes on pages 11 to 24 form part of these financial statements.

**SCIENCE WAREHOUSE LIMITED**  
**REGISTERED NUMBER: 02890957**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 28 FEBRUARY 2022**

	Note	2022 £000	2021 £000
<b>Fixed assets</b>			
Intangible assets	11	65	310
Tangible assets	12	9	21
		<u>74</u>	<u>331</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	13	6,484	5,878
Cash at bank and in hand		272	269
		<u>6,756</u>	<u>6,147</u>
Creditors: amounts falling due within one year	14	(1,418)	(1,671)
<b>Net current assets</b>		<u>5,338</u>	<u>4,476</u>
<b>Total assets less current liabilities</b>		<u>5,412</u>	<u>4,807</u>
<b>Provisions for liabilities</b>			
Other provisions	16	(50)	(50)
		<u>(50)</u>	<u>(50)</u>
<b>Net assets</b>		<u><u>5,362</u></u>	<u><u>4,757</u></u>
<b>Capital and reserves</b>	17		
Called up share capital		11	11
Share premium account		1,990	1,990
Capital redemption reserve		10	10
Retained earnings		3,351	2,746
<b>Total shareholders' funds</b>		<u><u>5,362</u></u>	<u><u>4,757</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 6 April 2023.

  
**G J Wilson**  
**Director**

The notes on pages 11 to 24 form part of these financial statements.

<b>SCIENCE WAREHOUSE LIMITED</b>
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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

	Called up share capital £000	Share premium account £000	Capital redemption reserve £000	Retained earnings £000	Total shareholders' funds £000
<b>At 1 March 2020</b>	<b>11</b>	<b>1,990</b>	<b>10</b>	<b>2,027</b>	<b>4,038</b>
Profit for the year	-	-	-	719	719
<b>At 28 February 2021</b>	<b>11</b>	<b>1,990</b>	<b>10</b>	<b>2,746</b>	<b>4,757</b>
Profit for the year	-	-	-	605	605
<b>At 28 February 2022</b>	<b>11</b>	<b>1,990</b>	<b>10</b>	<b>3,351</b>	<b>5,362</b>

The notes on pages 11 to 24 form part of these financial statements.

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**1. General information**

Science Warehouse Limited is a private company, limited by shares, registered in England and Wales. The registered number and the address of the registered office is given on the Company Information page and the nature of the Company's operations and its principal activities are set out in the Director's Report.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Going Concern**

At the balance sheet date, the company has net current assets and has reported a profit for the year. The director has reviewed the cash flow forecasts of the Company and the wider Group, including additional funding commitments from the Group's shareholders if required, and considers that there are sufficient resources to allow the Company to meet its obligations for the foreseeable future (being a period of not less than twelve months from the date of signing the financial statements). Therefore, the director has considered it is appropriate to adopt the going concern basis in preparing the annual financial statements.

In reaching this position, a downside severe scenario has been reviewed for the Aston Midco Limited group of companies. The assumptions modelled in this scenario are based on estimated potential downside trading impacts (including the acquisition and renewal of software contracts, the success of obtaining professional services assignments and the ability to achieve price increases) and interest rates being higher than the current forward projections.

Consideration was also given to the potential mitigating actions that could be taken by the Group over the next 12 months, specifically those matters which are wholly within management's control. These could include reductions to discretionary spend, delaying recruitment and reducing other controllable spend, although no such responses are currently anticipated to be required. Management have assessed that any mitigations are not considered to have a significant impact on customer experience.

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**2. Accounting policies (continued)**

**2.3 Financial Reporting Standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Aston Midco Limited as at 28 February 2022 and these financial statements may be obtained from Companies House.

**2.4 Turnover**

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the significant risks and rewards of ownership have been transferred to the buyer;
- the company retains no continuing involvement or control over the goods;
- the amount of revenue can be measured reliably;
- it is probable that future economic benefits will flow to the company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that future economic benefits will flow to the company;
- the stage of completion of the contract at the end of the reporting period can be measured reliably;
- and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Subject to the revenue recognition conditions noted above being met, the company recognises revenue as follows:

- Software licence fee income is recognised in full in the statement of comprehensive income on delivery of the licence and the issue of authorisation codes to activate the software.
- Support and maintenance income is deferred at the date of invoicing and released to the statement

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**SCIENCE WAREHOUSE LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**2. Accounting policies (continued)**

**2.4 Turnover (continued)**

of comprehensive income over the duration of the maintenance contract.

- The balance of maintenance income not released to the statement of comprehensive income is carried in the balance sheet within deferred revenue.
- Services income is recognised in the statement of comprehensive income in the month the services are performed.
- Income from the sale of hardware is recognised in the statement of comprehensive income when the goods are shipped to the customer.

**2.5 Exceptional items**

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

**2.6 Intangible assets**

Intangible fixed assets represent acquired intellectual property rights. These costs have remained static since being acquired by the Advanced Group and are being amortised over the remaining 5 years from when the product came into use.

**2.7 Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	-	20% per annum
Fixtures and fittings	-	20% per annum
Computer equipment	-	33% - 50% per annum

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.



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<b>SCIENCE WAREHOUSE LIMITED</b>
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**2. Accounting policies (continued)**

**2.8 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

**2.9 Pensions**

**Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

**2.10 Research and development**

Expenditure on research and development is written off in the year in which it is incurred.

**2.11 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

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<b>SCIENCE WAREHOUSE LIMITED</b>
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**2. Accounting policies (continued)**

**2.12 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.13 Creditors**

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2.14 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

## SCIENCE WAREHOUSE LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

#### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

##### Key sources of estimation uncertainty

The Company considers the following uncertain estimations as at balance sheet date that may have any material impact on the carrying amounts of its assets and liabilities in applying the Company's accounting policy:

##### Useful lives of intangible assets

Intangible assets are amortised or depreciated over their useful lives. These useful lives are based on management's estimates of the length of the period that the assets will generate revenue. These estimates are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the Statement of Comprehensive Income in specific periods.

##### Taxation

The Company is subject to UK corporate taxation and judgement is required in determining the provision for income and deferred taxation. The Company recognises taxation assets and liabilities based upon estimates and assessments of many factors including past experience, advice received on the relevant taxation legislation and judgements about the outcome of future events. To the extent that the final outcome of these matters is different from the amounts recorded, such differences will impact on the taxation charge made in the Statement of Comprehensive Income in the period in which such determination is made.

##### Recoverability of intercompany debtors

Management review the recoverability of the intercompany debtors as needed taking into account the evidence available at the time and provide for any doubtful debts accordingly.

##### **Critical accounting judgements in applying the Company's accounting policies**

The Company does not consider there to be any critical accounting judgements involved in applying the Company's accounting policies.

#### 4. Turnover

The turnover and profit before taxation are attributable to the one principal activity of the Company.

An analysis of turnover by class of business is as follows:

	2022 £000	2021 £000
Managed service	4,477	3,600
Consultancy	47	178
Licences	-	264
	<u>4,524</u>	<u>4,042</u>

No material part of the revenue was derived from outside the UK for the year ended 2022 or 2021.

# SCIENCE WAREHOUSE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

### 5. Employees and director

	2022 £000	2021 £000
Wages and salaries	2,887	1,609
Social security costs	185	166
Other pension costs	79	62
	<u>3,151</u>	<u>1,837</u>

During the year, all the employees were transferred to another Group company. Staff costs of £2,171 thousand were recharged to the company in the current year (2021: £NIL).

The average monthly number of employees, including the director, during the year was as follows:

	2022 No.	2021 No.
Development and Support	1	14
Sales and Marketing	2	17
Administration	1	4
	<u>4</u>	<u>35</u>

The average number of employees for the year has been calculated by taking the total employees for the one month before employees were transferred, then dividing this by 12 months. Consequently, average employee numbers are not comparable to prior years.

### 6. Directors' remuneration

The directors who served in the year were also directors of other companies in the Group. These directors' services to the Company did not occupy a significant amount of their time and as such the directors did not receive any remuneration for their incidental services to the Company during the year (2021: £NIL). The directors were remunerated for their services to this Company by another Group company.

# SCIENCE WAREHOUSE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

### 7. Administrative expenses - exceptional

	2022 £000	2021 £000
Transformation costs	-	159
	-	159

Transformation projects in the prior year primarily relate to information technology systems implementation and finance transformation.

### 8. Operating profit

The operating profit is stated after charging/(credit):

	2022 £000	2021 £000
Depreciation - owned assets	12	18
Intellectual property rights amortisation	245	272
Exchange differences	(13)	27
Research & development	199	782

Amounts receivable by the Company's auditors and their associates in respect of the audit of these financial statements of associated is £12 thousand (2021: £11 thousand) and is borne by a fellow group company.

### 9. Taxation

	2022 £000	2021 £000
<b>Corporation tax</b>		
UK corporation tax	-	12
	-	12
<b>Total current tax</b>	-	12
<b>Deferred tax</b>		
Deferred tax timing difference	210	(564)
Changes to tax rates	(119)	(3)
Prior year adjustments	-	5
<b>Total deferred tax</b>	91	(562)

# SCIENCE WAREHOUSE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

### 9. Taxation (continued)

Taxation on profit on ordinary activities	91	(550)
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#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - *lower than*) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	696	169
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	132	32
Effects of:		
Expenses not deductible for tax purposes	46	286
Non-taxable income	-	(12)
Adjustments to tax charge in respect of prior periods	-	5
Recognition of previously unrecognised tax losses	-	(861)
Group relief	32	-
Tax rate changes	(119)	-
<b>Total tax charge/(credit) for the year</b>	<b>91</b>	<b>(550)</b>

#### Factors that may affect future tax charges

The current period corporation tax rate is 19%. However, the Finance Bill 2021 had its third reading on 24 May 2021 and is now considered substantively enacted with a 25% rate applying from 1 April 2023. Deferred tax is provided at 25% being the rate enacted at the balance sheet date.

### 10. Deferred taxation

	2022 £000	2021 £000
At beginning of year	585	23
(Charged)/credited to statement of comprehensive income	(91)	562
<b>At end of year</b>	<b>494</b>	<b>585</b>

<b>SCIENCE WAREHOUSE LIMITED</b>
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

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**10. Deferred taxation (continued)**

The deferred tax asset is made up as follows:

	<b>2022 £000</b>	<i>2021 £000</i>
Unutilised tax losses	467	563
Depreciation in excess of capital allowances	11	9
Other short term timing difference	16	13
	494	585

**11. Intangible assets**

	<b>Intellectual property rights £000</b>
<b>Cost</b>	
At 1 March 2021	1,511
At 28 February 2022	1,511
<b>Amortisation</b>	
At 1 March 2021	1,201
Charge for the year	245
At 28 February 2022	1,446
<b>Net book value</b>	
At 28 February 2022	65
<i>At 28 February 2021</i>	310

**SCIENCE WAREHOUSE LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2022**

**12. Tangible fixed assets**

	Leasehold improvements £000	Fixtures and fittings £000	Computer equipment £000	Total £000
<b>Cost or valuation</b>				
At 1 March 2021	18	76	4	98
At 28 February 2022	18	76	4	98
<b>Depreciation</b>				
At 1 March 2021	9	65	3	77
Charge for the year	4	7	1	12
At 28 February 2022	13	72	4	89
<b>Net book value</b>				
At 28 February 2022	5	4	-	9
At 28 February 2021	9	11	1	21

**13. Debtors: amounts falling due within one year**

	2022 £000	2021 £000
Trade debtors	1,095	639
Amounts owed by group undertakings	4,831	4,537
Deferred tax asset	494	585
Prepayments and accrued income	64	117
	<b>6,484</b>	<b>5,878</b>

Trade debtors are stated after provisions of £1 thousand (2021: £5 thousand). Amounts owed by group undertakings are unsecured, bear no interest and are repayable on demand.



# SCIENCE WAREHOUSE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

### 14. Creditors: Amounts falling due within one year

	2022 £000	2021 £000
Trade creditors	11	193
Amounts owed to group undertakings	508	573
Other taxation and social security	-	33
VAT	203	169
Accruals and deferred income	696	703
	<u>1,418</u>	<u>1,671</u>

All amounts owed to group undertakings are unsecured, do not bear interest and are repayable on demand.

### 15. Leasing agreement

Minimum lease payments under hire purchase fall due as follows:

	2022 £000	2021 £000
<b>Operating leases which expire:</b>		
Within one year	-	11
	<u>-</u>	<u>11</u>

### 16. Other provisions

	Dilapidations provision £000
At 1 March 2021	50
At 28 February 2022	<u>50</u>

The provision for dilapidations is in respect of property leases that contain a requirement for the premises to be returned to the original state on the conclusion of their lease terms. The amounts provided are based on management's best estimate of this cost at the point of exit from the related properties.

# SCIENCE WAREHOUSE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

### 17. Called up share capital and reserves

	2022 £000	2021 £000
<b>Allotted, called up and fully paid</b>		
250,000 (2021 - 250,000) A ordinary shares shares of £0.01 each	3	3
62,965 (2021 - 62,965) B ordinary shares shares of £0.01 each	1	1
357,144 (2021 - 357,144) Ordinary shares shares of £0.01 each	4	4
3,821,610 (2021 - 3,821,610) B preference shares shares of £0.0001- each	-	-
3,149,654 (2021 - 3,149,654) A preference shares shares of £0.0001- each	-	-
89,790 (2021 - 89,790) C preference shares shares of £0.01 each	1	1
204,000 (2021 - 204,000) D preference shares shares of £0.01 each	2	2
	<u>11</u>	<u>11</u>

#### Rights to dividends

The holders of the preference shares and B preference share are not entitled to any dividend.

#### Winding up

On winding up or other return of capital, assets available for distribution will be applied in the following order:

- Return of amounts paid up in respect of the preference shares including a premium paid of £1.1999 per share (2021: £1.1999 per share)
- Return of amounts paid up in respect of the B preference shares plus a premium of 20% (rounded to the nearest penny).
- Payment of any dividend arrears in respect of the ordinary shares.
- Return of amounts paid up in respect of the ordinary shares including any premium paid.
- Distribution of the balance pari passu amongst the holders of the A ordinary shares and B ordinary

shares pro rata to their shareholding.

- The C ordinary shares shall never be entitled to more than the issue price.

#### Voting Rights

The holders of the preference shares and B preference shares are entitled to one vote for each share held in the event that:

- Any resolution is proposed for the winding up of the Company; or
- A meeting is convened for the purpose of considering the purchase by the Company of its own shares.
- A meeting is convened for the purpose of considering variations to the rights attaching to the preference shares.

Except in the above circumstances no voting rights attach to the preference shares or B preference shares.

#### Redemption

The Company may at any time, having given 14 days' notice, redeem the preference shares at the subscription price plus a premium of 20% (rounded to the nearest penny).

#### Share premium account

This represents the premium on various issuances of shares as detailed above.

## SCIENCE WAREHOUSE LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2022

#### Capital redemption reserve

During the year ended 31 March 2012 various redemptions of C shares, preference shares and B preference shares took place for cash consideration of the nominal value, plus a premium. This gave rise to the capital redemption reserve for an amount equal to the nominal value of the shares redeemed.

#### **18. Contingent liabilities**

The Company has guaranteed bank borrowings of fellow group undertakings. As at period end, the company is an obligor to a banking facility held by Aston Finco Sarl, comprising of a first Lien loan of \$330,000,000 (2021: \$330,000,000) (\$323,400,000 outstanding as at 28 February 2022 (2021: \$326,700,000 outstanding)) and £495,000,000 (2021: £395,000,000) (£486,900,000 outstanding as at 28 February 2022 (2021: £391,350,000 outstanding)) repayable at 1% per annum with the balance payable on 9 October 2026, a £75,000,000 (2021: £75,000,000) revolving credit facility (£22,000,000 drawn (2021: £6,500,000)) and a second Lien loan of \$115,000,000 (2021: \$115,000,000) and £175,000,000 (2021: £175,000,000) falling due on 9 October 2027. The interest rates on both loans vary between 4.25% and 8.25% over LIBOR and SONIA.

#### **19. Related party transactions**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

#### **20. Controlling party**

The immediate parent undertaking is Advanced Business Software and Solutions Limited, a company registered in England and Wales.

The parent company of the smallest and largest group in which the Company is included in consolidated financial statements is that of Aston Midco Limited a company registered in Jersey.

The consolidated financial statements of Aston Midco limited are available to the public from Companies House.

The director does not consider there to be an ultimate controlling party.