

# BRADY.

## Commodities Software (UK) Limited

FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2019



Company No. 02906889

© Brady

**BRADY.**

**Contents**

Directors' Report ..... 2

Independent Auditor's Report to the Members of Commodities Software (UK) Limited ..... 5

Statement of Comprehensive Income ..... 9

Balance Sheet..... 10

Statement of Changes in Equity ..... 11

Notes to the Financial Statements..... 12

# **BRADY.**

## **Directors' Report**

The Directors present their report together with the audited financial statements for the year ended 31 December 2019.

### **Principal activity and business review**

Historically, the principal activity of the Company was the development and sale of software and associated services. The Company has not traded for a number of years as its trade has been transferred to other companies within the Brady Technologies Limited (formerly Brady plc) group.

The Company generated no profit or loss in the current or preceding financial years. There are no key performance indicators for the years ended 31 December 2019 or 2018 as the Company did not trade. No dividends were declared or paid in the years ended 31 December 2019 or 2018

The Directors do not expect the Company to trade in the foreseeable future.

### **Directors**

The Directors who served the Company during the year and to the date of this report, except as stated otherwise, were as follows:

Fabienne Kangayan (appointed 13 February 2020)

Rebecca Roberts (appointed 12 June 2020)

Nadya Bentley (appointed 13 February 2020, resigned 12 June 2020)

Martin Thorneycroft (resigned 14 February 2020)

### **Financial risk management objectives and policies**

The Company's key risk is the underlying financial performance of the subsidiary undertakings not justifying the carrying value of their investment. The Directors monitor the performance of the subsidiaries through appropriate formal impairment reviews when impairment indicators arise. No impairment indicators have arisen in the year and there has been no impact on the underlying performance of the subsidiary or Company as a result of the Covid-19 pandemic.

### **Going concern**

The Directors have prepared the financial statements on the going concern basis. In making this assessment, the Directors have considered the financial position of the Company. As at 31 December 2019 and at the date of approval of these financial statements, the Company does not have any external liabilities that fall due within the foreseeable future, being a period of at least 12 months from the date of approval of these financial statements. There has been no impact on the Company from the covid-19 pandemic. The Directors therefore consider that the going concern basis of preparation remains appropriate.

# **BRADY.**

## **Qualifying third party indemnity provisions**

The Company has entered into qualifying third party indemnity arrangements for the benefit of the Company and its Directors in a form and scope that comply with the requirements of the Companies Act 2006. The arrangements in place were in force throughout the year and remain in force.

## **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 the Directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 101 'Reduced Disclosure Framework'). Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs and 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards has 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 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 confirm that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

# BRADY.

## Auditor

The Directors are in the process of inviting tenders for future audits of the Company. The existing auditor, Grant Thornton UK LLP, have declined to seek reappointment as auditor. In accordance with normal practice, the Directors will be authorised to determine the auditor's remuneration.

## Small company provision

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

By order of the Board

DocuSigned by:  
  
135326189CF740F...

Rebecca Roberts, Director

28 October 2020

# **BRADY.**

## **Independent Auditor's Report to the Members of Commodities Software (UK) Limited**

### **Opinion**

We have audited the financial statements of Commodities Software (UK) Limited (the 'Company') for the year ended 31 December 2019, which comprise of the Statement of Comprehensive Income, the Balance Sheet, 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 United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 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.

### **The impact of macro-economic uncertainties on our audit**

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the Directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the Company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the Company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a Company associated with these particular events.

# BRADY.

## Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

In our evaluation of the Directors' conclusions, we considered the risks associated with the Company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

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 absence of reference to a material uncertainty in this Auditor's Report is not a guarantee that the Company will continue in operation.

## Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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 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.

## 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 have been prepared in accordance with applicable legal requirements.

# **BRADY.**

## **Matter on which we are required to report under the Companies Act 2006**

In the 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.

## **Matters on which we are required to report by exception**

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 specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

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

As explained more fully in the Statement of Directors' Responsibilities Statement, set out on page 3, 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.

## **Auditor's 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.

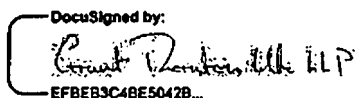
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.



# BRADY.

## Use of our 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.

DocuSigned by:  
  
EFBEB3C48E5042B...

Christopher Frostwick

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Cambridge

28-oct-2020

# BRADY.

## Statement of Comprehensive Income

	Notes	2019 £	2018 £
Operating profit on ordinary activities before tax	5	-	-
Tax on profit on ordinary activities	7	-	-
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>

The Company has no recognised gains or losses other than the results for the current and preceding years as set out above.

The accompanying accounting policies and notes form part of these financial statements.

# BRADY.

## Balance Sheet

	Notes	2019 £	£	2018 £	£
<b>Fixed assets</b>					
Investment			3,331		3,331
<b>Current assets</b>					
Debtors	9	38,246		38,246	
Creditors falling due within one year	10	(3,331)		(3,331)	
<b>Net current assets</b>			<b>34,915</b>		<b>34,915</b>
<b>Total assets less current liabilities being net assets</b>			<b>38,246</b>		<b>38,246</b>
Called up share capital	11		2		2
Retained earnings			38,244		38,244
<b>Shareholder funds</b>			<b>38,246</b>		<b>38,246</b>

The accompanying accounting policies and notes form part of these financial statements.

These financial statements were approved by the Board of Directors and authorised for issue on 28 October 2020 and signed on their behalf by:

DocuSigned by:

*Rebecca Roberts*

13523B159CF740F...

Rebecca Roberts, Director

Company number: 02906889

# BRADY.

## Statement of Changes in Equity

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 January 2018, 31 December 2018 and 31 December 2019	2	38,244	38,246

The accompanying accounting policies and notes form part of these financial statements.

# **BRADY.**

## **Notes to the Financial Statements**

### **1. General information**

The Company is incorporated and domiciled in England and Wales. The address of its registered office, which is also its principal place of business, is First Floor, Victory House, Vision Park, Histon, Cambridge, CB24 9ZR.

### **2. Principal accounting policies**

#### **Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards and in accordance with the Financial Reporting Standard 101 'The Reduced Disclosure Framework' (FRS 101). The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have all been applied consistently throughout the year unless otherwise stated. All amounts in the financial statements and notes have been rounded off to the nearest Pound Sterling, unless otherwise stated.

These financial statements have been authorised for issue and approved by the Directors on 28 October 2020.

#### **Basis of consolidation**

The Company has taken advantage of section 400 of the Companies Act 2006 to be exempt from preparing consolidated accounts, as taken with its subsidiary undertaking (see note 8), this Company is consolidated into the Group accounts headed by Brady Technologies Limited (formerly Brady plc), which are publicly available from Companies House.

These financial statements present information about the Company as an individual undertaking and not about its group.

#### **Going concern**

The Directors have prepared the financial statements on the going concern basis. In making this assessment, the Directors have considered the financial position of the Company. As at 31 December 2019 and at the date of approval of these financial statements, the Company does not have any external liabilities that fall due within the foreseeable future, being a period of at least 12 months from the date of approval of these financial statements. There has been no impact on the Company from the covid-19 pandemic. The Directors therefore consider that the going concern basis of preparation remains appropriate.

#### **Tax**

The tax charge or credit comprises current tax payable and deferred tax:

##### **Current tax**

The current tax charge represents an estimate of the amounts payable to tax authorities in respect of the Company's taxable profits and is based on an interpretation of existing tax laws. Taxable profit differs from profit before tax as reported in the Statement of Comprehensive Income because it excludes certain items of income and expense that are taxable or deductible in other years or are never taxable or deductible.

# **BRADY.**

## **Deferred tax**

Deferred income taxes are calculated using the liability method on temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the financial statements with the tax base. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided in full. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the reporting date. Deferred tax is recognised as a component of tax expense in the Statement of Comprehensive Income, except where it relates to items charged or credited directly to other comprehensive income or equity when it is recognised in other comprehensive income or equity.

## **Foreign currencies**

The functional and presentational currency of the Company is Sterling.

Foreign currency transactions are translated into the functional currency of the Company using the exchange rates prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated at rates ruling at the period end date. Such exchange differences are included in the income statement within "operating expenses". 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.

## **Investments**

Investment in the subsidiary is held at cost less accumulated impairment losses. An assessment for impairment is undertaken at least each reporting date and, if required, an impairment loss is recognised in the Statement of Comprehensive Income for the amount by which the asset's carrying amount exceeds its recoverable amount.

## **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. The nominal value of shares issued is classified as share capital.

## **3. Critical accounting judgements and key sources of estimation uncertainty**

Preparation of these financial statements in accordance with FRS 101 requires the Directors to make certain accounting judgements and estimates that affect the amounts reported in the financial statements and accompanying notes. The resulting estimates will, by definition, seldom equal the actual result.

The Directors consider that there are no critical accounting judgements or key sources of estimation uncertainty affecting the results of the Company in either the current or preceding financial years.

# BRADY.

## 4. Disclosure exemptions

In preparing these financial statements the Company, as a wholly owned subsidiary of Brady Technologies Limited (formerly Brady plc), has taken advantage of the disclosure exemptions conferred by FRS 101 as follows:

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirement of paragraphs 10(d), 10(f) 39(c) and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18(a) of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets.

## 5. Auditor's remuneration

Auditor's remuneration in respect of audit services for the Company for the current year was £1,000 (2018: £1,000). These costs were borne by another Group undertaking with no right of recharge.

## 6. Directors and employees

There were no staff employed by the Company during the financial year (2018: £nil)

The Directors of the Company, being employees of other Group entities, have not received any emoluments in respect of their qualifying services from the Company in either the current or preceding financial years.

Total emoluments received by these Directors from the Group for the year amounted to £214,000 (2018: £189,000).

## 7. Taxation

The Company has no recognised or unrecognised deferred tax assets or liabilities that would affect the future tax charge at either 31 December 2019 or 2018.

# BRADY.

## 8. Investment

<b>Cost</b>	£
At 1 January 2019 and at 31 December 2019	268,752
<b>Provision for impairment</b>	
At 1 January 2019 and at 31 December 2019	265,421
<b>Net book value</b>	
At 1 January 2019 and 31 December 2019	<b>3,331</b>

The Company holds an investment in the following subsidiary undertaking:

Subsidiary	Registered Office	Holding	Proportion of voting rights held	Principal activity
Coastdata Limited	First Floor, Victory House, Vision Park, Histon, Cambridge, CB24 9ZR	Ordinary shares	100%	Dormant

The Directors consider the value of the investment to be supported by the underlying assets of the subsidiary at 31 December 2019.

## 9. Debtors

	2019 £	2018 £
Amounts owed by parent undertaking	38,246	38,246
	<b>38,246</b>	<b>38,246</b>

Amounts owed by parent undertaking is unsecured, have no fixed date of repayment and is repayable on demand.

## 10. Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to subsidiary undertaking	3,331	3,331
	<b>3,331</b>	<b>3,331</b>

Amounts owed to subsidiary undertaking is unsecured, have no fixed date of repayment and is repayable on demand.

## 11. Share capital

Allotted, called up and fully paid:

	2019 No	£	2018 No	£
Ordinary shares of £1 each	2	2	2	2



# **BRADY.**

## **12. Reserves**

The only reserves in the Company are retained earnings. These relate to the cumulative profit and loss of the Company, net of any distribution to owners.

## **13. Capital commitments**

The Company had no capital expenditure contracted for but not provided in the financial statements at 31 December 2019 or 31 December 2018.

## **14. Contingent liabilities**

The Company had no material contingent liabilities at 31 December 2019 or 31 December 2018.

## **15. Related party transactions**

Directors remuneration is disclosed in note 6.

As a wholly owned subsidiary of Brady Technologies Limited (formerly Brady plc), the Company is exempt from the requirements of FRS 101 to disclose transactions with other members of the group headed by Brady Technologies Limited (formerly Brady plc) on the grounds that the Group accounts are publicly available from Companies House.

## **16. Controlling party**

As at 31 December 2019, the immediate parent undertaking was Brady Technologies Limited (formerly Brady plc), a company incorporated in England and Wales.

Up until 18 November 2019, the ultimate parent undertaking and controlling party was Brady Technologies Limited, a company incorporated in England and Wales.

Following the acquisition of Brady Technologies Limited on 18 November 2019, Brady Acquisition Limited (formerly Hanover Acquisition Limited), a company incorporated in England and Wales and a wholly owned subsidiary of Hanover Active Equity Fund II, S.C.A. SICAV-RAIF, became the ultimate parent undertaking. The ultimate controlling party became Hanover Active Equity Fund II, S.C.A. SICAV-RAIF, a fund registered in Luxembourg.

The smallest and largest group in which the results of the Company are consolidated for the year ended 31 December 2019 is that headed by Brady Technologies Limited. Copies of these financial statements may be obtained from Companies House.