

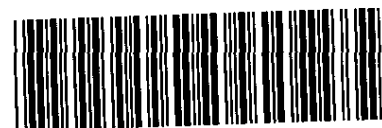
PSG WEB SERVICES LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

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PSG WEB SERVICES LIMITED

COMPANY INFORMATION

Directors	C Bryant S Fletcher
Registered number	03915989
Registered office	The Cooperage 5 Copper Row London England SE1 2LH

PSG WEB SERVICES LIMITED

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PSG WEB SERVICES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

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

The Company has changed its year end from 30 September to 31 December in the prior period, such that the prior period is the fifteen months to 31 December 2020 and the current reporting period is the year to 31 December 2021. The change in accounting period arises from a change to the Group's accounting reference date, in order to align with its parent company.

Principal activity

The Company is a non-trading company. The Company is dormant and has not traded during the year ended 31 December 2021. The Company received no income and incurred no expenditure during the year and therefore, did not make either a profit or loss.

The Directors do not anticipate any significant change in the Company's activities in the foreseeable future.

Directors

The Directors who served during the year and subsequent to year-end were:

C Bryant
S Fletcher (appointed 2 August 2021)
S Glenister (appointed 26 October 2020, resigned 2 August 2021)

Directors' indemnities and insurance

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which remain in force at the date of this report. The Company's parent has also arranged Directors' and officers' insurance cover in respect of legal action against the Directors of the Group. The policy includes cover for the Directors of PSG Web Services Limited. Neither the indemnity nor the insurance provides cover in the event that a Director is proven to have acted dishonestly or fraudulently.

Charitable and political contributions

The Company has made no charitable and political donations during the year ended 31 December 2021 (2020 - £nil).

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Small Companies' exemption

The Company qualifies as a small company under sections 382 and 383 of the Companies Act 2006 and has therefore taken the exemptions available in respect of the preparation of the Directors' Report and the Strategic Report.

This report was approved by the board on 14 September 2022 and signed on its behalf.

S Fletcher _____

S Fletcher
Director

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021**

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 the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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 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 to 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.

PSG WEB SERVICES LIMITED
REGISTERED NUMBER: 03915989

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £000	2020 £000
Current liabilities			
Trade and other payables	3	(3,728)	(3,728)
Net liabilities		<u>(3,728)</u>	<u>(3,728)</u>
Equity			
Called up share capital	4	-	-
Retained earnings		(3,728)	(3,728)
Total Equity		<u>(3,728)</u>	<u>(3,728)</u>

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 14 September 2022.

S. Fletcher

S Fletcher
Director

The notes on pages 4 to 6 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

1. General information

PSG Web Services Limited is a private company limited by shares domiciled and incorporated in the United Kingdom. The address of the registered office is The Cooperage, 5 Copper Row, London, England, SE1 2LH.

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 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The presentational currency of the financial statements is Pound Sterling (£).

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 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 paragraph 17 and 18A 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

The Company is an indirect subsidiary of Zephyr Midco 2 Limited and is included in the consolidated financial statements of Zephyr Midco 2 Limited, comprising Zephyr Midco 2 Limited and its subsidiaries (the "Group").

The consolidated financial statements of Zephyr Midco 2 Limited are available from The Cooperage, 5 Copper Row, London, England, SE1 2LH.

2.3 Impact of new international reporting standards, amendments and interpretations

No new standards have been adopted by the Company for the year ended 31 December 2021.

There are no IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company for future periods.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.4 Going concern

The Group's trading results are consolidated by Zephyr Midco 2 Limited, an indirect parent entity of the the Company. The Company itself does not trade, and therefore relies on the assessment of going concern on Zephyr Midco 2 Limited.

Details of this assessment can be found in the Zephyr Midco 2 Limited consolidated financial statements (available from the address listed above in note 1).

The Company's Statement of financial position shows a net liability position and does not trade and therefore, the Directors are reliant on support from fellow Group companies. The Directors believe that the Company is well placed to manage its business and financial risks successfully by virtue of the going concern position of the wider Group.

Overall, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

2.5 Financial instruments

Financial assets and financial liabilities are initially measured at fair value.

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

Financial assets and financial liabilities are recognised on the Statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

IFRS 9 "Financial Instruments" prescribes the rules for recognition and measurement of financial instruments. The impact of the new standard on the Company is limited to the measurement of provisions raised in relation to revenue received by the Company. The standard requires the use of an expected loss model when determining an appropriate provision related to trade receivables. The Company has applied this model and uses both historical analysis and macroeconomic factors in determining the resulting provisions against trade receivables.

Trade and other receivables are designated as loans and receivables. They are recognised at amortised cost, which is net of any allowance for expected credit losses. This is deemed to be a reasonable approximation of their fair value. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition though detailed analysis of historical payment profiles and past default experience. When a trade receivable is deemed uncollectable, it is written off against the allowance account.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The Company's Ordinary Shares are classified as equity instruments and are recognised at the proceeds received, net of any direct issue costs.

Financial instruments are not used for speculative purposes.

PSG WEB SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

3. Trade and other payables

	2021	2020
	£000	£000
Amounts owed to group undertakings	3,728	3,728
	3,728	3,728

Amounts owed to group undertakings are unsecured, interest free and payable on demand.

4. Share capital

	2021	2020
	£	£
Authorised, allotted, called up and fully paid		
1 (2020 - 1) Ordinary share of £1.00	1	1

Ordinary Shares

The Ordinary Share carries one vote and a right to dividends.

5. Post balance sheet events

There have been no significant events affecting the Company since the year end.

6. Ultimate controlling party

The Company's share capital is owned by Vebra Limited (100%).

The largest group of which the Company is a member and for which group accounts are drawn up for the year ended 31 December 2021 is that of Zephyr Luxco S.a.r.l. The smallest group of which the Company is a member and for which group accounts are drawn up for the year ended 31 December 2021 is that of Zephyr Midco 2 Limited, incorporated in the United Kingdom and registered in England and Wales at the address below. Copies of the report and accounts are available from The Cooperage, 5 Copper Row, London SE1 2LH.

The ultimate controlling party of the Company is Silver Lake (Offshore) AIV GP V.Ltd.