

Workplace Systems International Limited

Unaudited Report and Financial Statements

Year Ended

31 December 2020

Company Number 03966381



Workplace Systems International Limited

Company Information

Directors	M Morini R Feller
Company Secretary	C McCleary
Registered Number	03966381
Registered Office	C/O Workforce Software Ltd Precedent Drive Rooksley Milton Keynes MK13 8PP

Workplace Systems International Limited

Contents

	Page
Strategic Report	1 - 2
Directors' Report	3 - 5
Profit and Loss Account	8
Statement of Financial Position	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 - 16

Workplace Systems International Limited

Strategic Report For the Year Ended 31 December 2020

Strategic report for the year ended 31 December 2020

The directors present their strategic report on the company for the year ended 31 December 2020

Review of the Business

The company is a holding company for a group which develops and implements software products for workforce management and is expected to continue as such for the foreseeable future.

Principal risks and uncertainties

The directors continue to identify and evaluate operational and other risks faced by the group, implementing changes where necessary to reduce risk to manageable levels. A summary of the key risks affecting the company and its subsidiary companies is provided below:

Competitor risk

The market for workforce management is a competitive environment. We believe that our 30 years of domain expertise in workforce management, continued investment in R&D, continued investment in our employees and our agile development approach will continue to differentiate our products from the competition. We also attach enormous importance to providing the highest levels of customer service which is seen as a key differentiator. The group has also identified and now targets less competitive strata and sectors of the market.

Credit risk

The group's principal financial assets are bank balances, trade receivables and other receivables. The group's credit risk is primarily related to its trade receivables. The amounts presented in the balance sheet are net of provision for doubtful receivables. Group policies are aimed at minimising such losses and require appropriate credit approval for new customers and a continuous assessment of the credit worthiness of existing customers. In the past the company has not experienced significant bad debts.

Furthermore, payment is typically in advance and most services can be readily cancelled for non-payment, in accordance with stated terms and conditions, further mitigating exposure to credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The group aims to mitigate liquidity risk by managing cash generation from its operations, applying cash collection targets in respect of accounts receivable and carefully managing accounts payable.

Group management regularly review cash flow to ensure sufficient future liquidity and maintains flexibility by maintaining appropriate headroom in its cash position.

Foreign currency risk

As an exporter to EMEA, the company is exposed to foreign currency exchange risk through transactions with customers and, to a lesser extent, suppliers. Although the company does not purchase foreign currency hedging instruments, it does monitor anticipated movements in foreign currency rates to keep this under review. Additionally the company has a natural hedge where expenditure is incurred in foreign currency.

Interest rate risk

The company's main sources of revenue and operating cash flows are substantially independent of changes in market interest rates. The company does not have significant interest bearing assets or liabilities other than with group companies at the year end. If interest bearing assets are held, it seeks to obtain a commercial rate of return from AA or above rated UK institutions whilst not impacting on cash flows. Interest bearing assets with group companies attract a rate of return tied to the Bank of England base rate plus a margin set at a commercial rate.

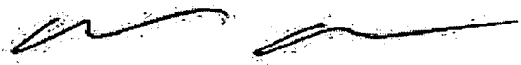
Workplace Systems International Limited

Strategic Report (continued) For the Year Ended 31 December 2020

Going concern

The directors confirm that, after making enquiries, they have a reasonable expectation that the company and the group has adequate resources to continue in operational existence for the foreseeable future. The Company has received confirmation from the ultimate parent company, Workforce Software LLC, that sufficient funds will continue to be available for the Company to settle its liabilities and that the intercompany loan will not be repaid until the Company has sufficient funds to do so. For this reason they continue to adopt the going concern basis in preparing the financial statements.

On behalf of the Board



R Feller
Director

Date: 10 May 2021

Workplace Systems International Limited

Directors' Report For the Year Ended 31 December 2020

The directors present their report and the audited financial statements for the year ended 31 December 2020.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

For the year ended 31 December 2020 the company was entitled to the exemption from audit under section 479A of the Companies Act 2006 ("the Act") relating to subsidiary companies. Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Results and Dividends

The loss for the financial year amounted to £0k (2019 - £7k).

The directors do not recommend a final dividend (2019 - £Nil).

Directors

The Directors who served during the year were:

M Morini

R Feller

D Broady (resigned 23rd November 2020)

The directors above have held office, unless otherwise stated during the whole of the period from 1 January 2020 to the date of this report. None of the directors holding office on 31 December 2020 have any interest in the shares of the company as these are all held indirectly by the parent company, Whistler Acquisitions Limited.

Workplace Systems International Limited

Directors' Report (continued) For the Year Ended 31 December 2020

Qualifying third party indemnity provisions

During the year the directors of the Company have not been provided with Directors third party indemnity insurance by Workplace Systems International Limited.

Future Developments

The Strategic Report on pages 1-2 provide information regarding the future developments of the company.

Going Concern

These financial statements have been prepared on a going concern basis, which assumes the company will continue to be able to meet its liabilities as they fall due, within 12 months of the date of approval of these financial statements.

On behalf of the Board



R Feller
Director

Date: 10 May 2021

Workplace Systems International Limited

Profit and Loss Account For the Year Ended 31 December 2020

	Note	2020 £000	2019 £000
Administrative expenses		-	(2)
Operating loss		-	(2)
Interest receivable and similar income	7	-	-
Expense from shares in group undertakings	9	-	-
Loss before tax		-	(2)
Tax on loss	8	-	-
Loss for the financial year		-	(2)

All amounts relate to continuing operations.

There was no other comprehensive income for 2020 or 2019.

The notes on pages 8 to 12 form part of these financial statements.

Workplace Systems International Limited

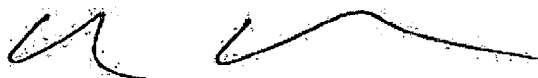
Statement of Financial Position As at 31 December 2020

	Note	2020 £000	2019 £000
Fixed Assets			
Investments	10	13,459	13,459
		<u>13,459</u>	<u>13,459</u>
Current Assets			
Trade and other receivables	11	10,412	10,412
Cash at bank and in hand	12	6	6
		<u>10,418</u>	<u>10,418</u>
Creditors: Amounts falling due within one year	13	(6,064)	(6,064)
Net Current Assets		<u>4,354</u>	<u>4,354</u>
Total Assets Less Current Liabilities		<u>17,813</u>	<u>17,813</u>
Net Assets		<u>17,813</u>	<u>17,813</u>
Capital and Reserves			
Called up share capital	14	8,174	8,174
Share premium account		9,183	9,183
Capital redemption reserve		1,871	1,871
Accumulated losses		(1,415)	(1,415)
Total Equity		<u>17,813</u>	<u>17,813</u>

For the year ended 31 December 2020 the company was entitled to the exemption from audit under section 479A of the Companies Act 2006 ("the Act") relating to subsidiary companies. Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements on pages 5 to 12 were approved by the Board of Directors and signed on its behalf by:



R Feller
Director

Date: 10 May 2021

Workplace Systems International Limited
Registered Number 03966381

Workplace Systems International Limited

Statement of Changes in Equity For the Year Ended 31 December 2020

	Called up Share Capital £000	Share Premium Account £000	Capital Redemption Reserve £000	Accumulated Losses £000	Total Equity £000
At 1 January 2019	8,174	9,183	1,871	(1,413)	17,815
Loss for the financial year	-	-	-	(2)	(2)
At 31 December 2019	8,174	9,183	1,871	(1,415)	17,813
At 1 January 2020	8,174	9,183	1,871	(1,415)	17,813
Loss for the financial year	-	-	-	-	-
At 31 December 2020	8,174	9,183	1,871	(1,415)	17,813

The share premium account is non-distributable and represents the consideration received in excess of the par value of shares issued.

The capital redemption reserve is non-distributable and represents the buy back of shares by the company.

Accumulated losses represent accumulated comprehensive losses for the year and prior periods.

Workplace Systems International Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

1 General Information

Workplace Systems International Limited is an intermediary holding company in a group of companies that develops and implements software products for workforce management which enable our customers to forecast demand and schedule their workforce more effectively. The company has offices in the UK and sells primarily to the UK and the rest of Europe.

The company is a private company limited by shares and is incorporated in the United Kingdom and registered in England. The address of its registered office is Precedent Drive, Rooksley, Milton Keynes.

2 Statement of compliance

The financial statements of Workplace Systems International Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements.

3.1 Basis of preparation

These financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3.2 Going concern

These financial statements have been prepared on a going concern basis, which assumes the company will continue to be able to meet its liabilities as they fall due, within 12 months of the date of approval of these financial statements.

Due to the fact the company is reliant on intergroup borrowings, and is not forecasting to generate sufficient positive cash flows to meet these liabilities as they fall due, the company is reliant on continued financial support from its ultimate parent company Workforce Software LLC from whom the company has received a letter of support.

3.3 Financial Reporting Standard 102 - Reduced Disclosure Exemptions

The company has taken advantage of the following disclosure exemptions under FRS 102 paragraph 1.12 on the basis it is a qualifying entity and its ultimate UK parent company, Whistler Acquisitions Limited, includes the required disclosures in its consolidated financial statements:

- a reconciliation of the number of shares outstanding [FRS 102 para. 4.12(a)(iv)]
- the requirement to prepare a statement of cash flows. [Section 7 of FRS 102 and para 3.17 (d)]
- certain financial instrument disclosures. [FRS paras. 11.39-11.48A, 12.26-12.29]

The financial statements of Whistler Acquisitions Limited can be obtained as described in Note 16.

Workplace Systems International Limited

Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

3 Accounting Policies (continued)

3.4 Consolidated financial statements

The company has taken advantage of the exemption to prepare consolidated financial statements by virtue of Section 401 of the Companies Act 2006 because it is a wholly owned subsidiary of Whistler Acquisitions Limited, which prepares consolidated financial statements that are publicly available. Under section 401 of the Companies Act 2006, entities are entitled to take advantage of an exemption from preparing consolidated financial statements.

3.5 Foreign currency

The company's functional and presentation currency is the pound sterling.

3.6 Interest Income

Interest income is recognised in the profit and loss account using the effective interest method.

3.7 Current and Deferred Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except that a change 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.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

3.8 Investments in subsidiaries

Investments in subsidiaries are stated at cost less any provision for impairment.

3.9 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.

3.10 Basic financial instruments

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

3.11 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Workplace Systems International Limited

Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

3 Accounting Policies (continued)

3.12 Related party transactions

The company discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with its parent or with members of the same group that are wholly owned.

4 Judgement in Applying Accounting Policies and Key Sources of Estimation Uncertainty

There are no estimates and judgements that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the financial year.

5 Employees

The company did not have any employees during the year (2019: Nil).

6 Directors' Remuneration

The directors did not receive any remuneration from the company (2018: Nil).

7 Interest Receivable and similar income

	2020 £000	2019 £000
Interest receivable from group companies	-	-
	-	-

8 Tax on profit / (loss)

	2020 £000	2019 £000
Current tax:		
Total tax per profit and loss account	-	-

Tax assessed for the year is higher (2019: higher) than the standard rate of corporation tax in the UK for the year ended 31 December 2020 of 19% (2019:19%). The differences are explained below:

Loss before tax for the year	-	(2)
Tax on loss at standard UK tax rate of 19% (2019: 19%)	-	-
Effects of:		
Re-measurement of deferred tax - change in UK tax rate	(46)	-
Deferred tax not provided	46	-
Tax charge for the year	-	-

Workplace Systems International Limited

Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

8 Tax on profit / (loss) (continued)

	2020 £000	2019 £000
Deferred tax:		
Amounts not recognised (at the closing tax rate):		
Brought forward losses not previously recognised	(432)	(386)

The company had a net deferred tax asset at 31 December 2020 of £432k (2019: £386k) which has not been recognised in the financial statements because of the uncertainty that any future economic benefit arising from the timing differences will accrue to the company.

Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. As the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. Deferred tax has been measured at 19% being the enacted rate that prevailed at the balance sheet date. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would be to increase the deferred tax asset by £136k.

9 Investments

	2020 £000	2019 £000
At 31 December	13,459	13,459

Information on principal subsidiary undertakings is as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
WorkPlace Group Limited	England and Wales	Ordinary	100%	Intermediary holding company

Registered office: Precedent Drive, Rooksley, Milton Keynes. MK13 8PP.

WorkForce Software Ltd was a 100% owned subsidiary and was sold to the company's parent company. There was no gain or loss on disposal.

Workplace Software Limited was a 100% owned subsidiary and was sold to the company's parent company. There was no gain or loss on disposal.

10 Trade and other receivables

	2020 £000	2019 £000
Amounts owed by group undertakings	10,409	10,409
Other debtors	3	3
	10,412	10,412

Amounts owed by group undertakings are unsecured, have no fixed date of repayment, are repayable on demand.

Workplace Systems International Limited

Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

11 Cash at bank and in hand

	2020 £000	2019 £000
Cash at bank and in hand	6	6
	<u>6</u>	<u>6</u>

12 Creditors: Amounts Falling Due Within One Year

	2020 £000	2019 £000
Amounts owed to group undertakings	6,020	6,020
Taxation and social security	11	11
Other payables	33	33
	<u>6,064</u>	<u>6,064</u>

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

13 Called Up Share Capital

	2020 £000	2019 £000
Allotted, Called up and Fully Paid		
163,488,467 (2018: 163,488,467) Ordinary shares £0.05 each	8,174	8,174
	<u>8,174</u>	<u>8,174</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

14 Related Party Transactions

Advantage has been taken of the exemption available under FRS 102 *Reduced Disclosure Framework* not to disclose transactions with other wholly owned members of the group.

15 Controlling Party

The immediate parent company is WASP Management Software Limited, a company registered in England and Wales.

The ultimate parent company in the UK and the smallest and largest group to consolidate these financial statements is Whistler Acquisitions Limited, a company registered in England and Wales. The financial statements for Whistler Acquisitions Limited can be obtained from Whistler Acquisitions Limited, Precedent Drive, Rooksley, Milton Keynes, MK13 8PP.

The ultimate controlling entity at the year end was Workforce Software LLC, a company registered in United States of America.