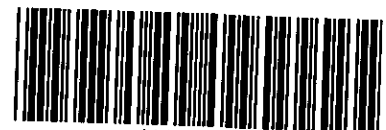

COMPUTER SOFTWARE GROUP LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2023

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COMPANIES HOUSE

COMPUTER SOFTWARE GROUP LIMITED

COMPANY INFORMATION

Directors	S E Dews S D Walsh
Company secretary	J L Aspell
Registered number	04023140
Registered office	The Mailbox Level 3 101 Wharfside Street Birmingham B1 1RF

COMPUTER SOFTWARE GROUP LIMITED

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COMPUTER SOFTWARE GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2023

The directors present their report and the financial statements for the year ended 28 February 2023.

Principal activity

The principal activity of Computer Software Group Limited (the "Company") during the year under review was that of the development and marketing of computer software and the provision of associated computer consultancy and managed services primarily in the Not for Profit ("NFP") sector .

Directors' responsibilities statement

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 director has elected to prepare the audited 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 directors must not approve the audited 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 for the Company's financial statements 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.

Dividends

The directors do not recommend the payment of a dividend (2022: £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:

G J Wilson (resigned 5 July 2023)
R J Kerr (resigned 10 February 2023)
S E Dews (appointed 9 June 2023)
S D Walsh (appointed 9 June 2023)

The directors in place during the year and also at the date of approval benefit from qualifying third party indemnity provisions provided by the parent undertaking.

COMPUTER SOFTWARE GROUP LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2023

Political contributions

There were no political donations made during the year (2022: £NIL).

Future developments

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.

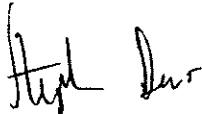
Going Concern

At the balance sheet date, the company has net current assets and has reported a profit for the year. At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Small companies note

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board on 8 January 2024 and signed on its behalf.



S E Dews
Director

COMPUTER SOFTWARE GROUP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 28 FEBRUARY 2023**

	Note	2023 £000	2022 £000
Turnover	3	4,205	4,555
Cost of sales		(920)	(1,226)
Gross profit		3,285	3,329
Administrative expenses – ongoing		(1,650)	(1,120)
Operating profit	6	1,635	2,209
Interest receivable and similar income	7	6,077	3,913
Interest payable and similar expenses	8	(1,431)	(921)
Profit before tax		6,281	5,201
Tax on profit		(182)	-
Profit for the financial year		6,099	5,201

There was no other comprehensive income for 2023 (2022:£NIL).

The notes on pages 7 to 19 form part of these financial statements.

COMPUTER SOFTWARE GROUP LIMITED
REGISTERED NUMBER: 04023140

STATEMENT OF FINANCIAL POSITION
AS AT 28 FEBRUARY 2023

	Note	2023 £000	2022 £000
Intangible assets	11	-	-
Tangible assets	12	-	-
Investments	13	-	-
		-	-
Current assets			
Debtors: amounts falling due within one year	14	96,474	88,153
Cash at bank and in hand		656	235
		97,130	88,388
Creditors: amounts falling due within one year	15	(27,342)	(24,699)
Net current assets		69,788	63,689
Total assets less current liabilities		69,788	63,689
Net assets		69,788	63,689
Capital and reserves			
Called up share capital	16	-	-
Capital redemption reserve		7,139	7,139
Retained earnings		62,649	56,550
		69,788	63,689

The directors consider that the Company is entitled to exemption from audit under section 479A of the Companies Act 2006.

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 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.

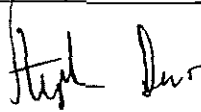
The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 8 January 2024.

COMPUTER SOFTWARE GROUP LIMITED
REGISTERED NUMBER: 04023140

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 28 FEBRUARY 2023

S E Dews
Director



The notes on pages 7 to 19 form part of these financial statements.

COMPUTER SOFTWARE GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2023**

	Called up share capital £000	Capital redemption reserve £000	Retained earnings £000	Total shareholders' funds £000
At 1 March 2021	-	7,139	51,349	58,488
Profit for the year	-	-	5,201	5,201
At 28 February 2022	-	7,139	56,550	63,689
Profit for the year	-	-	6,099	6,099
At 28 February 2023	-	7,139	62,649	69,788

The notes on pages 7 to 19 form part of these financial statements.

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

1. General information

Computer Software Group 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

These financial statements were prepared in accordance with Financial Reporting Standard 102 section 1A smaller entities, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014 and the Companies Act 2006 (as applicable to companies subject to the small companies' regime). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements have been prepared on the historical cost basis.

2.2 Going concern

At the balance sheet date, the company has net current assets and has reported a profit for the year. At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

2.3 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;

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

2. Accounting policies (continued)

2.3 Turnover (continued)

- 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 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.

2.4 Interest receivable and interest payable

Interest payable and similar charges include interest payable from intercompany and bank loans. Interest receivable and similar income include interest receivable on intercompany lending.

Interest income and interest payable are recognised in Statement of Comprehensive Income as they accrue, using the effective interest method. Dividend income is recognised in the Statement of Comprehensive Income on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

2.5 Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of tangible assets by equal instalments over their expected useful economic lives as follows:

The estimated useful lives range as follows:

Fixtures and fittings	- between 5 and 6 years straight line
Computer equipment	- between 2 and 5 years straight line

2.6 Investments

Investments in subsidiary undertakings are recognised at cost less any provision for impairment.

2.7 Research and development

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

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

2. Accounting policies (continued)

2.8 Amortisation

Amortisation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Goodwill is amortised on a straight line basis over its useful life. Goodwill has no residual value. The finite useful life of goodwill is estimated to be 5 years.

The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

Goodwill and other intangible assets are tested for impairment in accordance with Section 27 of FRS 102 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

2.9 Current and deferred taxation

Current tax

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

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

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

2. Accounting policies (continued)

2.10 Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income.

2.11 Trade and other debtors/creditors

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.

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.

3. 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:

	2023 £000	2022 £000
Licences	237	301
Consulting services	362	339
Maintenance & managed services	3,606	3,914
	<u>4,205</u>	<u>4,554</u>

No material part of the turnover is derived from outside the United Kingdom for the year ended 2023 and 2022.

COMPUTER SOFTWARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023**

4. Employees

	2023	2022
	£000	£000
Wages and salaries	1,449	1,585
Social security costs	125	140
Other pension costs	47	63
	<u>1,621</u>	<u>1,788</u>

During the prior year, all the employees, including the director, were transferred to another Group company. Consequently, the average number of employees for the current year was nil (2022: 3). Staff costs amounted to £1,621 thousand (2022: £1,788 thousand) of which £1,621 thousand (2022: £1,753 thousand) were recharged to the company from fellow group companies.

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

	2023	2022
	No.	No.
Technical	-	2
Administration	-	1
	<u>0</u>	<u>3</u>

5. 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 (2022: £NIL). The directors were remunerated for their services to this Company by another Group company.

COMPUTER SOFTWARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023**

6. Operating profit

The operating profit is stated after charging:

	2023	2022
	£000	£000
Research & development	707	140
Exchange differences	(14)	-
	=====	=====

Research and development costs in the year have been calculated using an updated methodology; if the same methodology had been used in the prior year, the comparative research and development cost disclosed would have been £472 thousand

The financial statements for the current year have not undergone an audit, whereas the financial statements for the prior year were audited. An amount of £12 thousand was payable to the company's auditors and their associates for their services in auditing the prior year's financial statements, and this expenditure was covered by a fellow Group company.

7. Interest receivable and similar income

	2023	2022
	£000	£000
Intercompany interest received	6,077	3,913
	=====	=====

8. Interest payable and similar expenses

	2023	2022
	£000	£000
Intercompany interest payable	1,431	921
	=====	=====

COMPUTER SOFTWARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023**

9. Tax on profit

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2023	2022
	£000	£000
Corporation tax		
Adjustments in respect of previous periods	173	18
	<u>173</u>	<u>18</u>
Total current tax	<u>173</u>	<u>18</u>
Deferred tax		
Deferred tax temporary differences	(12)	-
Changes to tax rates	(4)	(18)
Prior year adjustment	25	-
Total deferred tax	<u>9</u>	<u>(18)</u>
Tax on profit on ordinary activities	<u>182</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2022 - *lower than*) the standard rate of corporation tax in the UK of 19% (2022 - 19%). The differences are explained below:

	2023	2022
	£000	£000
Profit before tax	<u>6,281</u>	<u>5,201</u>
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2022: 19%)	1,193	988
Effects of:		
Adjustments to tax charge in respect of prior periods	198	-
Adjustment from previous periods	-	18
Changes in the tax rate	(4)	(18)
Group relief	(1,205)	(988)
Total tax charge for the year	<u>182</u>	<u>-</u>

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023

9. Tax on profit (continued)

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

	2023 £000	2022 £000
At beginning of year	78	60
Charged to profit or loss	(9)	18
At end of year	<u>69</u>	<u>78</u>

The deferred tax asset is made up as follows:

	2023 £000	2022 £000
Short term timing differences	25	25
Fixed asset timing differences	44	53
	<u>69</u>	<u>78</u>

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023

11. Intangible assets

	Goodwill £000
Cost	
At 1 March 2022	14,990
At 28 February 2023	14,990
Accumulated Amortisation	
At 1 March 2022	14,990
At 28 February 2023	14,990
Net book value	
At 28 February 2023	-
At 28 February 2022	-

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023

12. Tangible assets

	Fixtures and fittings £000	Computer equipment £000	Total £000
Cost or valuation			
At 1 March 2022	34	16	50
At 28 February 2023	34	16	50
Accumulated Depreciation			
At 1 March 2022	34	16	50
At 28 February 2023	34	16	50
Net book value			
At 28 February 2023	-	-	-
At 28 February 2022	-	-	-

COMPUTER SOFTWARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2023**

13. Investments

	Shares in group undertakings £000
Cost or valuation	
At 1 March 2022	224
At 28 February 2023	224
Impairment	
At 1 March 2022	224
At 28 February 2023	224
Net book value	
At 28 February 2023	-
At 28 February 2022	-

Undertaking	Country of registration or incorporation	Principal activities	Direct Holding	Indirect Holding
Charity Software Limited	England & Wales	In liquidation	100	- %

Charity Software Limited's registered address is Ditton Park, Riding Court Road, Datchet, Berkshire, SL3 9LL. It has been put into liquidation as of 28 December 2020 as part of a group rationalisation project.

14. Debtors: amounts falling due within one year

	2023 £000	2022 £000
Trade debtors	934	958
Amounts owed by group undertakings	94,823	86,619
Other debtors	88	-
Deferred taxation	69	78
Prepayments and accrued income	560	498
	96,474	88,153

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

14. Debtors: amounts falling due within one year (continued)

Included within amounts owed by group undertakings is an amount of £80,585 thousand (2022: £86,247 thousand) which bears interest at LIBOR plus 4.5%. All amounts are unsecured and repayable on demand.

Trade debtors are stated after provisions for impairment of £166 thousand (2022: £89 thousand).

15. Creditors: Amounts falling due within one year

	2023 £000	2022 £000
Trade creditors	27	28
Amounts owed to group undertakings	23,757	22,256
Corporation tax	173	-
Other taxation and social security	654	155
Other creditors	1	-
Deferred income	2,694	2,241
Accruals	36	19
	<u>27,342</u>	<u>24,699</u>

Included within amounts to group undertakings is an amount of £18,973 thousand (2022: £22,130 thousand) which bears interest at LIBOR plus 4.5%. All amounts are unsecured and repayable on demand.

16. Called up share capital

	2023 £	2022 £
Allotted, called up and fully paid		
10 (2022 - 10) Ordinary shares of £0.10 each	<u>1</u>	<u>1</u>

17. Contingent liabilities

The Company has guaranteed bank borrowings of fellow group undertakings. As at the year end, the company is an obligor to a banking facility held by Aston FinCo S.à.r.l., comprising of:

A first Lien loan of:

- \$330 million - \$320.1 million outstanding as at 28 February 2023 (2022: \$323.4 million outstanding)
- £495 million - £482.0 million outstanding as at 28 February 2023 (2022: £486.9 million outstanding)
- £75 million revolving credit facility - £62.4 million outstanding as at 28 February 2023 (2022: £22 million outstanding)

A second Lien loan of:

- \$115 million - \$115 million outstanding as at 28 February 2023 (2022: \$115 million outstanding)
- £175 million - £175 million outstanding as at 28 February 2023 (2022: £175 million outstanding)

COMPUTER SOFTWARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2023

18. Post balance sheet events

Executive management team

Since the year end date, the group has appointed Simon Walsh as Chief Executive Officer, Stephen Dews as Chief Financial officer, Andrew Henderson as Chief Technology Officer and Anwen Robinson as the Senior Vice President for the Accelerator Vertical, adding significant sector experience and strength to the senior leadership team.

Strategy Refresh

Following the appointment of the new CEO in April 2023, the Group has embarked upon a transformational change programme supported by external advisors. The programme is focussed on prioritising resources into high growth market sectors and product categories to accelerate future growth and strengthen competitive positioning, the investment in scalable infrastructure, and the skills development of its people. During August 2023, the Group underwent a reorganisation to align it to its future strategy.

19. Controlling party

The immediate parent company is Computer Software Holdings Limited, a company registered in England and Wales.

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

The consolidated financial statements of both Advanced Computer Software Group Limited and Aston Midco Limited are available to the public from Companies House.

The ultimate controlling party of Computer Software Group Limited is Aston Topco Limited. The board do not consider there to be an ultimate controlling party of Aston Topco Limited.