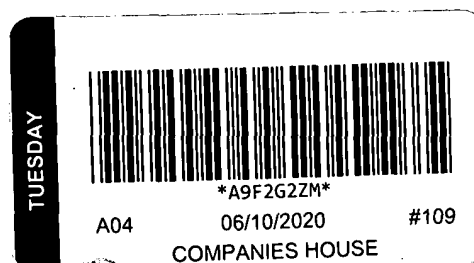


Registration number: 4093343

BCAS Consulting Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019



BCAS Consulting Limited

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BCAS Consulting Limited

Company Information

Directors	C P Morris J Ingleby E Wann
Registered office	Kings Court Water Lane Wilmslow Cheshire SK9 5AR
Auditors	Ernst & Young LLP 2 St Peter's Square Manchester M2 3EY

BCAS Consulting Limited

Directors' Report for the Year Ended 31 December 2019

The Directors present their report and the financial statements for the year ended 31 December 2019.

Principal activity

The Company has not traded during the year or prior year. The Directors do not anticipate that this will change in the future.

Covid-19 Update

During the months of March, April and May 2020 the Covid-19 pandemic resulted in a fall in new business and an increase in the number of existing clients being temporarily unable to meet their payment obligations across the Group. New business has since rebounded with some daily sales up at, or above, pre-Covid-19 levels, with the pandemic also presenting opportunities to bring new products to market, amongst them being the provision of tailored employment law and health and safety advice and the provision of Covid-19 specific certification schemes. In addition, the vast majority of existing customers have subsequently reverted to meeting their payment obligations.

With the exception of the restaurant and hospitality sectors, the Group has been able to continue servicing existing clients in all other sectors throughout the duration of the pandemic. The easing of lockdown restrictions in July 2020, that allowed for the reopening of the restaurant and hospitality sector throughout the UK, has subsequently allowed the Group to re-start servicing this sector as well. The least affected sector within the portfolio has been the education sector, which has had no significant impact on either new or existing business and clients have continued to meet their payment obligations. Consequently, the Covid-19 pandemic has had some impact on the Group's current operations during April 2020 to May 2020 but this has since recovered to being either above, or at, pre-Covid-19 levels. A further reflection of this recovery is the return to work in June and July 2020 of the majority of the 30% of employees initially furloughed across the Group as a precautionary liquidity management measure.

The Covid-19 pandemic has had a temporary impact on the wider Group's operations with downside to existing and new business, which has been variable across the different industries in which it operates. The business has however adjusted its operations by providing services remotely to clients where applicable and therefore continues to trade.

The Company considers the emergence and spread of Covid-19 to be a non-adjusting post balance sheet event. Following the impact of Covid-19 and the sale of the business post year end (refer post balance sheet event note on page 13) an impairment review in respect of intercompany receivables and other assets has been performed and no impairment is indicated as a result of the revised forecasts.

On 15th September 2020, HG Capital the ultimate parent company of Citation Topco Limited sold its interest in the Group to KKR via the newly incorporated entity Rocket Topco Limited. KKR have invested £336m in exchange for a mixture of ordinary and preference shares and settling the listed loan notes held by the Group. At the time of the transaction a refinance has taken place with all existing bank debt and other loan notes settled. The new funding includes a fully drawn senior facility of £225m and a £75m acquisition facility which currently remains undrawn.

Directors of the Company

The Directors who held office during the year were as follows:

C P Morris

J Ingleby

E Wann (appointed 16 September 2019)

BCAS Consulting Limited

Directors' Report for the Year Ended 31 December 2019 (continued)

Indemnity provision for Directors

During the year, the Company had third party indemnity insurance for the Directors and Officers. This insurance remains in force as at the date of approving the Directors' Report.

Going concern

The Group's business activities, together with the factors likely to affect its future development and position are set out above in the directors' report including the actions taken to mitigate the potential impact of Covid-19.

To conclude on going concern for the Company, the directors have considered the liquidity and solvency of Rocket Topco Limited and have considered going concern at the Group level.

The Company participates in a centralised treasury arrangement and so shares banking arrangements with fellow Group companies. The Group closely monitors its funding position throughout the year including monitoring continued compliance with covenants and available facilities to ensure it has sufficient headroom to fund operations.

Forecasts are produced monthly along with any related sensitivity analysis to allow proactive management of any business risks including liquidity risk. Using these forecasts and sensitivities along with additional stress testing including a sustained reduction in new and existing business, the directors are satisfied that they have a reasonable basis upon which to conclude that the Group is able to continue as a going concern for at least 12 months from the date of signing the financial statements.

Based on their assessment of the Group's financial position, the Company's directors believe that the Group will be able to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Brexit

The Directors have considered the impact of Brexit on the Group and consider the risk to be minimal. This is due to the Group having a diversified portfolio of over 40,000 clients and sales predominantly being to UK based businesses.

Important non adjusting event after the financial period

Sale of Group

On 15th September 2020, HG Capital the ultimate parent company of Citation Topco Limited sold its interest in the Group to KKR via the newly incorporated entity Rocket Topco Limited. KKR have invested £336m in exchange for a mixture of ordinary and preference shares and settling the listed loan notes held by the Group. At the time of the transaction a refinance has taken place with all existing bank debt and other loan notes settled. The new funding includes a fully drawn senior facility of £225m and a £75m acquisition facility which currently remains undrawn.

Covid-19

The Covid-19 pandemic had a temporary impact on the Group's operations with downside to existing and new business, this has been variable across the different industries in which it operates. The business has however adjusted its operations and continues to trade.

The Company considers the emergence and spread of Covid-19 to be a non-adjusting post balance sheet event.

Following the impact of Covid-19 and the sale of the Group post year end an impairment review in respect of intercompany receivables and other assets has been performed and no impairment is indicated as a result of the revised forecasts.

BCAS Consulting Limited

Directors' Report for the Year Ended 31 December 2019 (continued)

Disclosure of information to the auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

Small companies provision statement

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

Approved by the Board on 1/10/20 and signed on its behalf by:



E Wann
Director

BCAS Consulting Limited

Statement of Directors' Responsibilities

The Directors acknowledge their responsibilities for preparing the Annual 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 Practise) 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 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 apply them consistently;
- state whether applicable UK Accounting Standards 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;
- 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 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.

BCAS Consulting Limited

Independent Auditor's Report to the Members of BCAS Consulting Limited

Opinion

We have audited the financial statements of BCAS Consulting Limited (the 'Company') for the year ended 31 December 2019, which comprise the Statement of Comprehensive Income, Statement of Financial Position, 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 FRS 102 Section 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 results 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.

Emphasis of matter - Effects of Covid-19

We draw attention to Notes 2 and 7 of the financial statements, which describe the economic consequences the Group is facing as a result of Covid-19, the associated impact on trading and the going concern consideration thereof. Our opinion is not modified in respect of this matter.

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.

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.

BCAS Consulting Limited

Independent Auditor's Report to the Members of BCAS Consulting Limited (continued)

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.

Opinion on other matter 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 has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our 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.

We have nothing to report in respect of the following matters where 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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. This description forms part of our Auditor's Report.

BCAS Consulting Limited

Independent Auditor's Report to the Members of BCAS Consulting Limited (continued)

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.

Ernst & Young LLP

.....
Jamie Dixon (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

2 St Peter's Square
Manchester
M2 3EY

Date: 2 October 2020

BCAS Consulting Limited

Statement of Comprehensive Income for the Year Ended 31 December 2019

The Company has not traded during the year or the prior year. The Company received no income and incurred no expenditure and therefore made neither profit or loss.

The notes on pages 11 to 14 form an integral part of these financial statements.

BCAS Consulting Limited

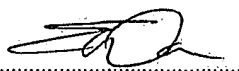
(Registration number: 4093343)

Statement of Financial Position as at 31 December 2019

	Note	2019 £	2018 £
Creditors: Amounts falling due within one year	3	<u>(3,754,941)</u>	<u>(3,754,941)</u>
Net liabilities		<u>(3,754,941)</u>	<u>(3,754,941)</u>
Capital and reserves			
Called up share capital	5	99,500	99,500
Share premium reserve		67,500	67,500
Profit and loss account		<u>(3,921,941)</u>	<u>(3,921,941)</u>
Shareholders' funds		<u>(3,754,941)</u>	<u>(3,754,941)</u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved and authorised by the Board on 11/10/20 and signed on its behalf by:



E Wann
Director

BCAS Consulting Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

The Company is a private company limited by share capital, incorporated in England.

The address of its registered office is:

Kings Court
Water Lane
Wilmslow
Cheshire
SK9 5AR
England

2 Accounting policies

2.1 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.

2.2 Statement of compliance and basis of preparation

The financial statements have been prepared in compliance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102, as it applies to the financial statements of the Company for the year ended 31 December 2019.

The financial statements are prepared in sterling which is the functional currency of the Company.

2.3 Going concern

The Group's business activities, together with the factors likely to affect its future development and position are set out above in the directors' report including the actions taken to mitigate the potential impact of Covid-19.

To conclude on going concern for the Company, the directors have considered the liquidity and solvency of Rocket Topco Limited and have considered going concern at the Group level.

The Company participates in a centralised treasury arrangement and so shares banking arrangements with fellow Group companies. The Group closely monitors its funding position throughout the year including monitoring continued compliance with covenants and available facilities to ensure it has sufficient headroom to fund operations.

Forecasts are produced monthly along with any related sensitivity analysis to allow proactive management of any business risks including liquidity risk. Using these forecasts and sensitivities along with additional stress testing including a sustained reduction in new and existing business, the directors are satisfied that they have a reasonable basis upon which to conclude that the Group is able to continue as a going concern for at least 12 months from the date of signing the financial statements.

Based on their assessment of the Group's financial position, the Company's directors believe that the Group will be able to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

BCAS Consulting Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

2.4 Trade creditors

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

2.5 Called up share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Creditors

Creditors: amounts falling due within one year

	Note	2019 £	2018 £
Due within one year			
Amounts owed to group undertakings		<u>3,754,941</u>	<u>3,754,941</u>
		<u>3,754,941</u>	<u>3,754,941</u>

The amounts owed to Group undertakings relate to intercompany loans from Citation Limited. The amounts are repayable on demand.

BCAS Consulting Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

4 Financial instruments

Categorisation of financial instruments

	2019 £	2018 £
Financial liabilities measured at amortised cost	3,754,941	3,754,941
	<u>3,754,941</u>	<u>3,754,941</u>

Financial liabilities measured at amortised costs comprise amounts owed to Group undertakings.

5 Called up share capital

Authorised, allotted and fully paid shares

	2019 No.	£	2018 No.	£
99,500 Ordinary shares of £1 each	<u>99,500</u>	<u>99,500</u>	<u>99,500</u>	<u>99,500</u>

6 Share premium account

The reserve records the amount above the nominal value received for shares sold, less transaction costs.

7 Post balance sheet events

Sale of Group

On 15th September 2020, HG Capital the ultimate parent company of Citation Topco Limited sold its interest in the Group to KKR via the newly incorporated entity Rocket Topco Limited. KKR have invested £336m in exchange for a mixture of ordinary and preference shares and settling the listed loan notes held by the Group. At the time of the transaction a refinance has taken place with all existing bank debt and other loan notes settled. The new funding includes a fully drawn senior facility of £225m and a £75m acquisition facility which currently remains undrawn.

Covid-19

The Covid-19 pandemic had a temporary impact on the Group's operations with downside to existing and new business, this has been variable across the different industries in which it operates. The business has however adjusted its operations and continues to trade.

The Company considers the emergence and spread of Covid-19 to be a non-adjusting post balance sheet event.

Following the impact of Covid-19 and the sale of the Group post year end an impairment review in respect of intercompany receivables and other assets has been performed and no impairment is indicated as a result of the revised forecasts.

BCAS Consulting Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

8 Parent and ultimate parent undertaking

At 31 December 2019, the Company was a wholly owned subsidiary undertaking of Citation Topco Limited, a company registered and incorporated in Jersey. The largest group in which the results of the Company are consolidated is that headed by Citation Topco Limited. The smallest group in which they are consolidated is that headed by Citation Holdco Limited. Copies of the financial statements of both Citation Topco Limited and Citation Holdco Limited are available from 22 Grenville Street, St Helier, Jersey, JE4 8PX.

The Company's immediate parent undertaking is Citation Holdings Limited.

The ultimate parent undertaking and controlling party at 31st December 2019 was HG Pooled Management Limited, incorporated in England. Following the sale of the Group on 15th September 2020 (refer to Note 7) the new ultimate parent undertaking and controlling party is Rocket Aggregator L.P. incorporated in Canada.