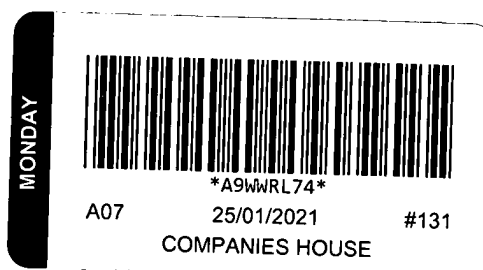


Intersources (UK) Limited

**Directors' report and financial
statements**

Registered number 04137971

31 July 2020



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Company information

Directors

T Sykes
R Hughes

Registered office

Riverview Court
Castle Gate
Wetherby
LS22 6LE

Auditor

KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Solicitor

Walker Morris Solicitors
33 Wellington Street
Leeds
LS1 4DL

Principal banker

HSBC Bank plc
13 Parliament Street
York
YO1 8XS

Directors' report

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

Principal activities

The principal activity of the company in the period under review was that of the sale of business software, installation and related support services.

Business review

The results for the period are detailed on page 6. The final customer contracts remaining in this entity terminated in 2019. All remaining third party balances were then settled.

During the financial year the entity issued 1 ordinary share of £1 each for a price of £5,058,786. This was to enable Intersources (UK) Limited to settle its intercompany balances with parent companies Proactis SA (Belgium) and Proactis SA (France).

Following this, the business has ceased trading and the company has become dormant post year end, on 3 August 2020.

Proposed dividend and transfer to reserves

The directors do not recommend the payment of a dividend (2019: *£nil*). Retained losses of £62,310 (2019: £36,794) have been transferred to reserves.

Directors

The directors who held office during the period up to the date of this report are listed below:

T Sykes

S McDonough (resigned 30 September 2020)

R Hughes

Political and charitable donations

The company made no political or charitable donations during the period (2019: *£nil*).

Research and development

The value of research expensed in the year was *£nil* (2019: *£nil*).

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Noting the tenure of KPMG LLP as the auditors of the Proactis Group, the Committee intends to proceed to an external tender process for audit services during the current financial year.

A resolution for the re-appointment of KPMG LLP as auditors and the fixing of their remuneration will be put to the forthcoming Annual General Meeting of Proactis Holding plc to be held on 14 December 2020 in order to manage the tendering process to completion.

By order of the board


R Hughes
Director

Riverview Court
Castle Gate
Wetherby
LS22 6LE

23 November 2020

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 estimates that are reasonable and prudent; and
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so. As explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INTERSOURCES (UK) LIMITED

Opinion

We have audited the financial statements of Intersources (UK) Limited ("the company") for the year ended 31 July 2020, which comprise the statement of profit and loss and other comprehensive income, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter – non-going concern basis of preparation.

We draw your attention to the disclosure made in note 1 to the financial statements which explains that the financial statements have not been prepared on a going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INTERSOURCES (UK) LIMITED (CONTINUED)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



John Edwards (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

23 November 2020

Profit and loss account and other comprehensive income
for the year ended 31 July 2020

	<i>Note</i>	Year ended July 2020 £	Year ended July 2019 £
Turnover	2	7,036	84,647
Administrative expenses		(69,346)	(60,614)
		<hr/>	<hr/>
Operating (loss)/profit	3	(62,310)	24,033
Interest payable and similar expenses	5	-	(60,827)
		<hr/>	<hr/>
Loss before taxation		(62,310)	(36,794)
Tax charge on loss	6	-	-
		<hr/>	<hr/>
Loss for the financial year		(62,310)	(36,794)
		<hr/> <hr/>	<hr/> <hr/>

There was no other comprehensive income for the period.

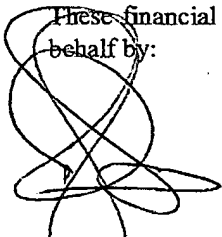
The notes on pages 9 to 13 form part of these financial statements.

Balance sheet
at 31 July 2020

	<i>Note</i>	As at July 2020 £	As at July 2019 £
Current assets			
Debtors: amounts falling due within one year	7	-	8,497
Cash at bank and in hand		-	6,915
		<hr/>	<hr/>
		-	15,412
Creditors: amounts falling due within one year	8	-	(5,011,888)
		<hr/>	<hr/>
Net current liabilities		-	(4,996,476)
		<hr/>	<hr/>
Net liabilities		-	(4,996,476)
		<hr/>	<hr/>
Financed by:			
Capital and reserves			
Called up share capital	9	154	153
Share premium		5,058,785	-
Profit and loss account		(5,058,939)	(4,996,629)
		<hr/>	<hr/>
Equity shareholders' deficit		-	(4,996,476)
		<hr/>	<hr/>

The notes on pages 9 to 13 form part of these financial statements.

These financial statements were approved by the board of directors on 23 November 2020 and were signed on its behalf by:


R. Hughes
Director

Statement of changes in equity
for the period ended 31 July 2020

	Called up Share Capital £	Share Premium £	Profit and Loss Account £	Total £
As at 31 July 2018	153	-	(4,959,835)	(4,959,682)
Result for the period	-	-	(36,794)	(36,794)
As at 31 July 2019	153	-	(4,996,629)	(4,996,476)
Shares issued in period	1	5,058,785	-	5,058,786
Result for the period	-	-	(62,310)	(62,310)
As at 31 July 2020	154	5,058,785	(5,058,939)	-

The notes on pages 9 to 13 form part of these financial statements.

Notes to the financial statements (forming part of the financial statements)

1 STATUTORY INFORMATION

Intersources (UK) Limited is a private limited company, limited by shares, registered in England and Wales. The company's registered number is 04137971 and its registered office can be found on the Company Information page.

The presentation currency of the financial statements is (£) Pound Sterling and are rounded to the nearest £.

2 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Going concern

The entity has ceased trading following the termination of the remaining customer contracts in 2019.

On that basis, these accounts have not been prepared on the going concern basis. No non-current or current assets or liabilities remain on the balance sheet at the year end.

Turnover

Turnover represents net invoices for sales of consultancy services, support and licence fees, excluding value added tax.

Turnover from consultancy services is recognised based on the stage of completion of the project together with a proportion of accrued income where appropriate.

Turnover from support services and licence fees are recognised in full and adjusted for an appropriate proportion of deferred income where necessary.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

Deferred taxation

Deferred taxation is provided in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accountancy purposes and, in the case of any deferred tax asset, only if the directors are satisfied as to the future recoverability. The deferred tax balance has not been discounted.

3 OPERATING LOSS/PROFIT

	Year ended July 2020	Year ended July 2019
	£	£
Operating loss/profit is stated after charging:		
Auditor's remuneration - audit of these financial statements	4,000	4,000

4 STAFF NUMBERS AND COSTS

The average number of persons employed by the company during the year ended 31 July 2020 was nil (2019: 1).

The aggregate payroll costs of these persons were as follows:

	Year ended July 2020	Year ended July 2019
	£	£
Wages and salaries	20,845	71,439
Social security costs	3,043	8,930
Other pension costs	1,558	6,205
	<u>25,446</u>	<u>86,574</u>

The directors are remunerated by the company's parent undertaking, Proactis Holdings Plc. The emoluments of the directors are disclosed within and borne by the consolidated financial statements of Proactis Holdings Plc.

5 INTEREST PAYABLE

	Year ended July 2020	Year ended July 2019
	£	£
Other interest	-	60,827
	<u>-</u>	<u>60,827</u>

6 TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

	Year ended July 2020 £	Year ended July 2019 £
Current tax:		
UK corporation tax charge on loss for the period	-	-
Adjustment in respect of prior periods	-	-
	<hr/>	<hr/>
Tax charge on loss on ordinary activities	-	-
	<hr/> <hr/>	<hr/> <hr/>

Reconciliation of effective tax rate

There is no current tax charge for the current or comparative period. The standard rate of corporation tax in the UK is 19%, (2019: 19%). The differences are explained below.

	Year ended July 2020 £	Year ended July 2019 £
Loss on ordinary activities after tax	(62,310)	(36,794)
Total tax charge	-	-
Loss on ordinary activities before tax	(62,310)	(36,794)
	<hr/>	<hr/>
Current tax at 19% (2019: 19%)	(11,839)	(6,991)
<i>Effects of:</i>		
Group tax utilisation	11,839	6,991
	<hr/>	<hr/>
Total tax charge included in profit and loss	-	-
	<hr/> <hr/>	<hr/> <hr/>

The company has estimated tax losses of £4.8m (2019: £4.8m) available to carry forward against future trading profits.

No deferred tax asset has been recognised in the current year for these losses as the directors consider that the likelihood of recoverability is unlikely. The potential deferred tax asset, based on losses available at 19% (2019: 19%), would be approximately £920,000 (2019: £920,000)

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

7 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at July 2020 £	As at July 2019 £
Trade debtors	-	8,497
	<u>-</u>	<u>8,497</u>
	<u>-</u>	<u>8,497</u>

8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at July 2020 £	As at July 2019 £
Trade creditors	-	98
Taxation and social security	-	3,105
Other creditors	-	15,975
Amounts owed to group undertakings	-	4,992,710
	<u>-</u>	<u>5,011,888</u>
	<u>-</u>	<u>5,011,888</u>

9 CALLED UP SHARE CAPITAL

	As at July 2020 £	As at July 2019 £
<i>Allotted, called up and fully paid</i>		
Number: Class:		
101 Ordinary A shares of £1 each	101	100
53 Ordinary B shares of £1 each	53	53
	<u>154</u>	<u>153</u>
	<u>154</u>	<u>153</u>

The Ordinary A and Ordinary B shares rank pari passu

During the financial year the entity issued 1 ordinary share of £1 each for a price of £5,058,786. This was to enable Intersources (UK) Limited to settle its intercompany balances with parent companies Proactis SA (Belgium) and Proactis SA (France). The entity subsequently made capital reductions post year end to reduce the share premium from £5,058,785 to £nil.

Notes to the financial statements *(continued)*

10 RELATED PARTIES

The exemption has been taken under FRS 102 in respect of the disclosure of transactions with fellow wholly owned subsidiaries.

11 POST BALANCE SHEET EVENTS

On 3 August 2020, the entity made capital reductions to reduce the share premium from £5,058,785 to £nil.

12 ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of Proactis SA, (the immediate parent company) which is incorporated in Belgium.

The head of the above group (and intermediary parent company) is Proactis SA, a company incorporated in France, which is quoted on the Euronext market under the symbol PROAC. Consolidated accounts are produced by Proactis SA and copies are available to the public upon request via its website www.proactis.com or its head office 26-28 Quai Galleni, 92150 Suresnes Cedex, France.

The ultimate parent company is Proactis Holdings Plc whose registered address is Riverview Court, Castle Gate, Wetherby, LS22 6LE.