

CARBONITE (UK) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31 2022

Company number 04984118

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Carbonite (UK) Limited
Annual report and financial statements
For the year ended 31 December 2022

Contents	Page
Corporate information	2
Directors' report	3
Statement of directors' responsibilities in respect of the directors' report and the financial statements	5
Profit and loss account and other comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Notes forming part of the financial statements	9

Carbonite (UK) Limited
Annual report and financial statements
For the year ended 31 December 2022

Corporate information

Company number	04984118
Directors	Gordon Davies (resigned 1 July 2022) Madhu Ranganathan Oliver Gallienne (resigned 23 February 2022) Christian Waida Mark Wilkinson (appointed 1 April 2022) Michael Acedo (appointed 1 July 2022)
Registered office	420 Thames Valley Park Drive Thames Valley Park Reading Berkshire RG6 1PT

Carbonite (UK) Limited
Annual report and financial statements
For the year ended 31 December 2022

Directors' report

The directors present their annual report and the financial statements for the year ended 31 December 2022.

Principal activities

The Company's business operation and assets were sold to Open Text UK Ltd on 1 January 2022, and since that date, the Company operates as a dormant company.

Carbonite (UK) Limited, "the Company", is part of a group of companies which regard Open Text Corporation (OTC) as the ultimate parent company. The financial statements of the Company are included in the consolidated financial statements of OTC. OTC was founded in 1991. Its initial public offering was on NASDAQ in 1996 and subsequently it was listed on the Toronto Stock Exchange (TSX) in 1998. Both of these are North American stock exchanges.

Business review and dividend

The results for the year are set out on page 6. The Company did not have any business activity during the year resulting in a profit on ordinary activities before tax of £nil (2021: £220,870)

Based on its size, the Company has met the requirements in Section 414B of the Companies Act 2016 to obtain the exemption from preparing a strategic report.

The directors do not recommend payment of a dividend (2021: £nil).

Principal risks and uncertainties

The Company makes no use of financial instruments so its exposure to price risk, credit risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the Company.

Going concern

The Company's principal activity and net assets were sold to Open Text UK Ltd on 1 January 2022. As the directors do not intend to acquire a replacement trade they have not prepared the financial statements on a going concern basis. The effect on this is explained in note 1.

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

Directors

The directors who served the Company during the year were as follows:

Gordon Davies (resigned 1 July 2022)
Madhu Ranganathan
Oliver Gallienne (resigned 23 February 2022)
Christian Waida
Mark Wilkinson (appointed 1 April 2022)
Michael Acedo (appointed 1 July 2022)

Carbonite (UK) Limited
Annual report and financial statements
For the year ended 31 December 2022

Directors' report *(continued)*

Audit Exemption Statement

For the year ended 31 December 2022, the Company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Signed on behalf of the board of the Company on 22 September 2023



Madhu Ranganathan, Director
420 Thames Valley Park Drive, Thames Valley Park, Reading, England, RG6 1PT

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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 then apply them consistently;
- make judgements and 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;
- 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 1, 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.

Carbonite (UK) Limited
Profit and loss account and other comprehensive income
For the year ended 31 December 2022

	Notes	2022 £	2021 £
Turnover		-	2,983,558
Administrative expenses		-	(2,760,843)
Operating profit		-	222,715
Interest payable and similar expenses		-	(1,845)
Profit before taxation		-	220,870
Taxation on profit		-	(57,926)
Profit for the financial year		-	162,944
Impact of decision to cease trading		658,989	-
Total comprehensive income		658,989	162,944

The notes on pages 9 to 11 form part of these financial statements.

Carbonite (UK) Limited
Balance sheet
As at 31 December 2022

	Note	2022		2021	
		£	£	£	£
ASSETS					
Current assets					
Tangible assets		-		151,828	
Debtors	2	3,205,578		1,329,407	
Cash at bank and in hand		-		1,514,859	
		<u>3,205,578</u>		<u>2,996,094</u>	
Creditors: amounts falling due within one year		-		(260,394)	
Net current assets		3,205,578		2,735,700	
Provisions for liabilities		-		(189,111)	
Total assets less current liabilities		<u>3,205,578</u>		<u>2,546,589</u>	
Capital and reserves					
Called up share capital		71,323		71,323	
Other reserves		600,844		600,844	
Profit and loss account		<u>2,533,411</u>		<u>1,874,422</u>	
Total shareholders' funds		<u>3,205,578</u>		<u>2,546,589</u>	

The notes on pages 9 to 11 form part of these financial statements.

For the year ending 31 December 2022 the Company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

Signed on behalf of the board of the Company on 22 September 2023



Madhu Ranganathan
Director

Registered Number: 04984118

Carbonite (UK) Limited
Statement of changes in equity
For the year ended 31 December 2022

	Called up share capital £	Other reserves £	Profit and loss account £	Total £
At 1 January 2021	71,323	524,480	1,711,478	2,307,281
Profit for the year	-	-	162,944	162,944
Share-based payments	-	76,364	-	76,364
At 31 December 2021	<u>71,323</u>	<u>600,844</u>	<u>1,874,422</u>	<u>2,546,589</u>
Profit for the year	-	-	658,989	658,989
At 31 December 2022	<u>71,323</u>	<u>600,844</u>	<u>2,533,411</u>	<u>3,205,578</u>

The notes on pages 9 to 11 form part of these financial statements.

Carbonite (UK) Limited
Notes to the financial statements
For the year ended 31 December 2023

Notes

(forming part of the financial statements)

1 Accounting policies

Carbonite (UK) Limited is a private company limited by shares and incorporated and domiciled in England and Wales, registration number 04984118. The registered office is 420 Thames Valley Park Drive, Thames Valley Park, Reading, Berkshire, RG6 1PT.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied.

In accordance with Section 1.8 of FRS 102, the Company is a "qualifying entity" entitled to avail of certain disclosure exemptions (as set out in Section 1.12 of FRS 102) as it is member of a group whose parent ("Open Text Corporation") prepares publicly available consolidated financial statements in which the Company is included. These financial statements are publicly available from 275 Frank Tompa Drive, Waterloo, Ontario, N2L 0A1, Canada or at www.opentext.com. The exemptions the Company has availed of are set out below:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Open Text Corporation include the equivalent disclosures, the Company has also taken the exemption under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments Issues* in respect of financial instruments not falling within the fair value accounting rules of Schedule 3, paragraph 39 of the Companies Act 2014.

The Company has availed of the exemption available under "Section 33 Related Party Disclosures" of Financial Reporting Standard 102 from disclosing transactions entered into between members of the group, where the Company as a party to the transaction is a wholly owned member.

The presentation currency of these financial statements is Sterling.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 5.

Notes (continued)

1 Accounting policies (continued)

Going concern

Carbonite (UK) Ltd ceased trading on 31 December 2021. On 1 January 2022, its business and assets were sold to Open Text UK Ltd. Accordingly, since then, the directors have not prepared the financial statements on a going concern basis.

The directors reviewed the balance sheet as 31 December 2022 to consider if any assets are held at recoverable amounts. At that time, the directors considered that the values of the assets would be realised and as such no adjustments were made. No provisions have been made for the cost of closure as these are expected to be minimal. The directors considered the following items in particular:

- realisation of current assets; and
- settlement of liabilities, including contingent liabilities; and
- requirement to make provision for any items arising as a result of the decision.

No adjustment has been made to the carrying amount as noted above.

Basic financial instruments

Trade and other debtors/creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at transaction price less any impairment losses. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs.

Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the entity would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Carbonite (UK) Limited
Notes to the financial statements
For the year ended 31 December 2023

Notes (continued)

1 Accounting policies (continued)

Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount to settle the obligation at the reporting date.

2 Debtors	2022	2021
	£	£
Amounts owed by group undertakings	3,205,578	1,306,243
Sundry debtors	-	4,511
VAT	-	18,653
	<u>3,205,578</u>	<u>1,329,407</u>
Due within one year		

Amounts owed by group undertakings include an interest free loan of £3.2m with no maturity date. As all accounts are not prepared on a going concern basis, all amounts are shown as due within 1 year.

3 Accounting estimates and judgements

In the opinion of the directors, there are no significant sources of estimation uncertainty at the balance sheet date that may cause material adjustment to the carrying amounts of assets or liabilities within the next financial year.

4 Subsequent events

Carbonite (UK) Ltd reduced its capital to 1 ordinary share of £1.00 on 28 April 2023, and the reduction was registered at Companies House on 5 May 2023.

5 Ultimate parent company and controlling party

The directors regard Open Text UK Limited to be the immediate parent undertaking. The directors also regard Open Text Corporation, a company registered in Canada, as the ultimate controlling parent company, and the largest group for which consolidated financial statements, which include Open Text UK Ltd, are available. The consolidated financial statements can be found at www.opentext.com. Open Text Corporation is located at 275 Frank Tompa Drive, Waterloo, Ontario, N2L 0A1, Canada.