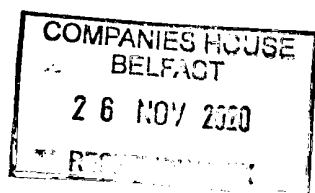
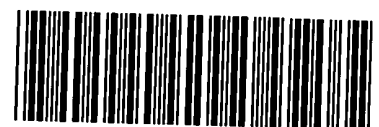


**Convergys Holdings (GB) Limited**

Directors' report and financial statements  
30 November 2019  
Registered number 05188274



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**Directors and Other Information**

**Registered number 05188274**

**Directors**

A.S. Valentine

S.L. Richie (appointed 22 January 2019)

B.E. Luciano (resigned 22 January 2019)

J.B. Pontius (resigned 22 January 2019)

**Secretary**

A.A. Farwig

**Auditors**

KMPG

The Soloist Building

1 Lanyon Place

Belfast, BT1 3LP

**Solicitors**

Cleaver Fulton and Rankin

50 Bedford Street

Belfast, BT2 7FW

**Registered Office**

2 Horsfield Way

Bredbury Park Industrial Estate

Bredbury, Stockport

SK6 2SU

## Directors' Report

The directors present their report for the 11 months ended 30 November 2019.

### Principal activity

The principal activity of the company is that of a parent undertaking.

The company operates within the Concentrix division of SYNnex Corporation under the Concentrix brand. The directors plan to continue the management policies, which have resulted in the company's development in the period. The directors are taking steps to reduce the potential impact of risks identified to the future financial position and operations of the company as a result of the UK's exit from the European Union.

On 9 January 2020, the ultimate company, SYNnex Corporation, announced plans to demerge the Concentrix division into a publicly listed group in its own right. The directors believe this will have no impact on the activity or development of the company and expect the process to be completed during the second half of 2020.

The company has changed its accounting date from 31 December to 30 November.

### Dividends

No dividend has been paid during the period (2018 – £nil).

### Directors

The directors who held office during the period and thereafter were as follows:

A.S. Valentine	
S.L. Richie	Appointed 22 January 2019
B.E. Luciano	Resigned 22 January 2019
J.B. Pontius	Resigned 22 January 2019

### Political contributions

Neither the company nor any of its subsidiaries made any political donations or incurred any political expenditure during the period.

### Going concern

The company has net liabilities of £16,634k (2018 - £16,130k) at the balance sheet date. After making enquiries, the company has received an undertaking from within the Group, that it will provide financial support to the company for a period of at least 12 months from the date of approving the financial statements. Accordingly, the Directors continue to adopt the going concern basis in preparing the Directors' Report and financial statements.

### Brexit

The directors plan to continue the management policies, which have resulted in the company's development in the year. The directors are taking steps to reduce the potential impact of risks identified to the future financial position or operations of the company as a result of the UK's exit from the European Union.

### Covid 19

On 31 January 2020, the World Health Organisation ("WHO") announced Covid-19 as a global health emergency. On 11 March 2020, the WHO declared it to be a pandemic in recognition of its rapid spread across the globe. The directors have assessed the risks posed to the business by the pandemic and taken measures to mitigate these risks to the fullest extent possible through drawing upon the existing risk mitigating policies.

**Directors' Report (continued)**

**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 (as defined by Section 418 of the Companies Act 2006) 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 in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

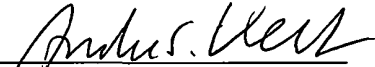
**Small companies exemption**

The Directors have taken advantage of the small companies exemption provided by section 414B of the Companies Act 2006 in not preparing a Strategic Report.

**Auditors**

KPMG were appointed as auditors during the year. Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG will therefore continue in office.

On behalf of the board

  
\_\_\_\_\_  
Andre S. Valentine  
Director

Date: 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 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.

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 controls 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.

On behalf of the board

  
Andre S. Valentine  
Director

Date: 23 November 2020



**KPMG**  
**Audit**  
The Soloist Building  
1 Lanyon Place  
Belfast BT1 3LP  
Northern Ireland

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONVERGYS HOLDINGS (GB) LIMITED**

### **Report on the audit of the financial statements**

#### ***Opinion***

We have audited the financial statements of Convergys Holdings (GB) Limited ('the Company') for the period ended 30 November 2019, which comprise the profit and loss account and other comprehensive income, balance sheet, statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 November 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been properly 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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.

#### ***We have nothing to report on going concern***

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONVERGYS HOLDINGS (GB) LIMITED (continued)**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

### ***Other information***

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the Directors' Report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information.

Based solely on our work on the other information;

- we have not identified material misstatements in the Directors Report;
- in our opinion, the information given in the Directors' Report is consistent with the financial statements;
- in our opinion, the Directors' Report has been prepared in accordance with the Companies Act 2006.

### ***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.





## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONVERGYS HOLDINGS (GB) LIMITED (continued)**

### **Respective responsibilities and restrictions on use**

#### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for: the preparation of the financial statements including 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 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 fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

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

Our 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.

*Eamon Dillon*

**Eamon Dillon (Senior Statutory Auditor)  
for and on behalf of KPMG, Statutory Auditor**

**24 November 2020**

Chartered Accountants  
The Soloist Building  
1 Lanyon Place  
Belfast  
BT1 3LP

**Profit and Loss Account and Other Comprehensive Income**  
for the 11 month period ended 30 November 2019

		11 month period ended 30 November 2019 £000	Year ended 31 December 2018 £000
	<i>Note</i>		
Other operating income		-	-
<b>Operating profit</b>		-	-
Interest payable and similar charges	4	(504)	(480)
<b>Loss on ordinary activities before taxation</b>	2	(504)	(480)
Tax	5	-	-
<b>Loss for the period</b>		<u>(504)</u>	<u>(480)</u>

All amounts above relate to continuing operations of the company.

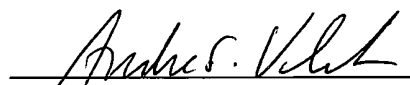
The company has no other comprehensive income in the current or previous financial year other than those dealt with in the profit and loss account and accordingly, a statement of other comprehensive income has not been presented.

The notes on pages 12 to 20 form part of these financial statements.

**Balance Sheet**  
at 30 November 2019

	Note	As at 30 November 2019 £000	As at 31 December 2018 £000
<b>Fixed assets</b>			
Investments	6	29,017	29,017
		<u>29,017</u>	<u>29,017</u>
<b>Current assets</b>			
Debtors amounts falling due within one year		-	-
		<u>-</u>	<u>-</u>
<b>Creditors: amounts falling due within one year</b>	7	(25,395)	(25,370)
		<u>(25,395)</u>	<u>(25,370)</u>
<b>Net current liabilities</b>			
		<u>(25,395)</u>	<u>(25,370)</u>
<b>Total assets less current liabilities</b>		3,622	3,647
		<u>3,622</u>	<u>3,647</u>
<b>Creditors: amounts falling due after more than one year</b>	8	(20,256)	(19,777)
		<u>(20,256)</u>	<u>(19,777)</u>
<b>Net liabilities</b>		<u>(16,634)</u>	<u>(16,130)</u>
<b>Capital and reserves</b>			
Called up share capital	9	297	297
Share premium account		29,351	29,351
Profit and loss account		(46,282)	(45,778)
		<u>(16,634)</u>	<u>(16,130)</u>
<b>Shareholders' deficit</b>		<u>(16,634)</u>	<u>(16,130)</u>

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

  
Andre S. Valentine  
Director

Date: 23 November 2020

Company registration number: 05188274

The notes on pages 12 to 20 form part of these financial statements.

**Statement of Changes in Equity**  
at 30 November 2019

	Share capital £000	Share Premium account £000	Profit and loss account £000	Total equity £000
<b>At 1 January 2018</b>	<b>297</b>	<b>29,351</b>	<b>(45,298)</b>	<b>(15,650)</b>
Loss for the financial year	-	-	(480)	(480)
Total comprehensive loss for the year	-	-	(480)	(480)
<b>At 31 December 2018</b>	<b>297</b>	<b>29,351</b>	<b>(45,778)</b>	<b>(16,130)</b>
Loss for the financial period	-	-	(504)	(504)
Total comprehensive loss for the period	-	-	(504)	(504)
<b>At 30 November 2019</b>	<b>297</b>	<b>29,351</b>	<b>(46,282)</b>	<b>(16,634)</b>

The notes on pages 12 to 20 form part of these financial statements.

**Notes**

(forming part of the financial statements)

**1 Accounting policies**

**1.1 Basis of preparation**

Convergys Holdings (GB) Limited (the "company") is a company limited by shares and incorporated and domiciled in England. The registered number is 05188274 and the registered address is 2 Horsfield Way, Bredbury Park Industrial Estate, Stockport, SK6 2SU.

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"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The company's ultimate parent undertaking, SYNnex Corporation includes the company in its consolidated financial statements. The consolidated financial statements of SYNnex Corporation are prepared in accordance with US GAAP, which is considered to be an equivalent GAAP. The consolidated financial statements of the SYNnex Corporation are available to the public and may be obtained from its registered office situated at 44201 Nobel Drive, Fremont, California, 94538, United States. Copies of these group financial statements are also available to the public from [www.synnexcorp.com](http://www.synnexcorp.com). In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

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

As the consolidated financial statements of SYNnex Corporation include the equivalent disclosures, the company has also taken the exemptions 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 Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1 of Companies Act 2006.

As permitted by Section 401 of the Companies Act 2006, the company has not prepared group financial statements. The company and its subsidiary undertakings are included in the group financial statements of its ultimate parent company, SYNnex Corporation.

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

The financial statements are prepared on the historical cost basis.

**Notes (continued)**

(forming part of the financial statements)

**1 Accounting policies (continued)**

**1.2 Going concern**

The company has net liabilities of £16,634k (2018 - £16,130k) at the balance sheet date. After making enquiries, the company has received an undertaking from within the Group, that it will provide financial support to the company for a period of at least 12 months from the date of approving the financial statements. Accordingly, the Directors continue to adopt the going concern basis in preparing the Directors' Report and financial statements.

On 31 January 2020, the World Health Organisation ("WHO") announced Covid-19 as a global health emergency. On 11 March 2020, the WHO declared it to be a pandemic in recognition of its rapid spread across the globe. At the time of approval of these financial statements there had been no material impact of Covid-19 on this company. There may be other future impacts that cannot be foreseen at this point in time and therefore cannot be considered by the directors.

**1.3 Investments**

Fixed asset investments are stated at cost less provision for any impairment.

**1.4 Expenses**

*Interest payable*

Interest payable and similar expenses include interest payable and finance leases recognised in the statement of comprehensive income using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account.

**1.5 Taxation**

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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.

**Notes (continued)**

(forming part of the financial statements)

**1.6 Basic financial instruments**

*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.

*Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

*Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits.

**1.7 Impairment excluding deferred tax assets**

*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 company 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.

*Non-financial assets*

The carrying amounts of the company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

**Notes (continued)**

(forming part of the financial statements)

**1 Accounting policies (continued)**

**1.7 Impairment excluding deferred tax assets (continued)**

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

**1.8 Related party transactions**

As the company is a subsidiary of SYNnex Corporation, the company has taken advantage of the exemption contained in FRS 102 and has not disclosed transactions with other wholly owned subsidiaries of SYNnex Corporation. There are no other related party transactions requiring disclosure.

**2 Loss on ordinary activities before taxation**

The audit fee of the company of £3k (2018 - £3k) was borne by its subsidiary undertaking, Concentrix CVG Intelligent Contact Limited.

**3 Directors and employees**

The only employees during the current and previous years were the Directors. None of the Directors received any remuneration in respect of their services to this company (2018 – £nil).

**4 Interest payable and similar charges**

	11 month period ended 30 November 2019 £000	Year ended 31 December 2018 £000
Interest payable on financial liabilities at amortised cost	504	480
	<u>504</u>	<u>480</u>

Interest payable on financial liabilities was payable to group undertakings.



**Notes (continued)**  
(forming part of the financial statements)

**5 Taxation**

**Total tax expense recognised in the profit and loss account, other comprehensive income and equity**

	<b>11 month period ended 30 November 2019 £000</b>	<b>Year ended 31 December 2018 £000</b>
Current tax on loss for the period	-	-
Deferred tax	-	-
<b>Total tax</b>	<b>-</b>	<b>-</b>

**Reconciliation of effective tax rate**

	<b>11 month period ended 30 November 2019 £000</b>	<b>Year ended 31 December 2018 £000</b>
Loss for the period	(504)	(480)
Total tax expense	-	-
<b>Loss excluding taxation</b>	<b>(504)</b>	<b>(480)</b>
Tax using the UK corporation tax rate of 19% (2018 - 19%)	(96)	(91)
<i>Effect of:</i>		
Group relief surrender/ claim for no payment	96	91
<b>Total tax expense</b>	<b>-</b>	<b>-</b>

Reductions in the UK Corporation Tax rate to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were enacted on 26 October 2015 and 6 September 2016 respectively.

The UK Budget on 11 March 2020 announced that the planned Corporation Tax reduction from 19% to 17% from 1 April 2020 will be put on hold. However, this legislation has not been substantially enacted at the balance sheet date.

The company has unrecognised gross tax losses of £2,091,000 (2018 - £2,091,000) in respect of non-trade deficits carried forward. A deferred tax asset relating to non-trade deficits has not been recognised as, in the opinion of the directors, there is no certainty they will be utilised in the future. The unprovided deferred tax asset, calculated based on the rate of 17% substantively enacted at the balance sheet date, relating to non-trading losses carried forward as at 30 November 2018 is £355,000 (2018 - £355,000).

**Notes (continued)**  
(forming part of the financial statements)

**6 Investments**

	<b>Shares in subsidiaries £000</b>
<b>Cost</b>	
At 1 January 2019 and 30 November 2019	29,017
<b>Provisions</b>	
At 1 January 2019 and 30 November 2019	-
<b>Net book value</b>	
At 1 January 2019 and 30 November 2019	<u>29,017</u>

The company has the following investment in subsidiaries:

	<b>Ownership</b>		<b>Class of shares held</b>	<b>Aggregate of capital and reserves</b>	<b>Profit or loss for the year</b>	<b>Registered office address</b>
	<b>2019</b>	<b>2018</b>				
Convergys Holdings (UK) Limited	100%	100%	Ordinary	£1,355,000	£nil	2 Horsfield Way, Stockport, UK
Concentrix CVG Intelligent Contact Limited	100% *	100% *	Ordinary	£39,410,000	£2,235,000	2 Horsfield Way, Stockport, UK

\* investment held indirectly

**7 Creditors: amounts falling due within one year**

	<b>2019 £000</b>	<b>2018 £000</b>
Amounts owed to group undertakings	<u>25,395</u>	<u>25,370</u>
	<u><b>25,395</b></u>	<u><b>25,370</b></u>

Amounts owed to group undertakings of £25,395k (2018: £25,370k) are repayable on demand and are not interest bearing.

**8 Creditors: amounts falling due after more than one year**

	<b>2019 £000</b>	<b>2018 £000</b>
Amounts owed to group undertakings	<u>20,256</u>	<u>19,777</u>
	<u><b>20,256</b></u>	<u><b>19,777</b></u>

Amounts owed to group undertakings of £20,256k (2018: £19,777k) includes a loan of £18,645k (2018: £18,645k) that is repayable in full on 1 July 2024 and attracts an interest rate of LIBOR + 2.0%. The balance of £1,611k (2018: £1,132k) represents accrued interest in respect of the loan and also payable on 1 July 2024.

**Notes (continued)**  
(forming part of the financial statements)

**9 Issued share capital**

	2019 No	2019 £	2018 No	2018 £
<b>Allotted, called up and fully paid</b>				
'A' ordinary shares of 1.839 pence each	5,437,500	99,996	5,437,500	99,996
'B' ordinary shares of 1.839 pence each	4,437,500	81,606	4,437,500	81,606
'C' ordinary shares of 1.839 pence each	1,037,500	19,079	1,037,500	19,079
'D' ordinary shares of 1.839 pence each	2,225,718	40,931	2,225,718	40,931
'E' ordinary shares of 1.839 pence each	1,413,699	25,998	1,413,699	25,998
'LIBOR' ordinary shares of 0.001 pence	2,927,618,773	29,276	2,927,618,773	29,276
		<u><b>296,886</b></u>		<u><b>296,886</b></u>

**Share rights**

The 'A' ordinary shares, the 'B' ordinary shares, the 'C' ordinary shares, the 'D' ordinary shares, the 'E' ordinary shares and the 'LIBOR' ordinary shares shall have, and be subject to, the following rights and restrictions.

*Income*

The profits of the company available for distributions shall be applied as follows:

- a no dividend shall be declared or paid to the holders of Equity Shares or LIBOR Ordinary shares in respect of any financial year of the company without Investor Consent. Any dividends or other distributions declared or paid pursuant to this article shall be declared and paid amongst the holders of the 'A' ordinary shares, the 'B' ordinary shares and the 'LIBOR' ordinary shares *pari passu* as if the same constituted one class of shares (and as between the holders of such share *pro rata* according to the number of shares held by them) unless and until the Investors have realised a Relevant Return;
- b every dividend shall unless otherwise provided accrue on a daily basis;
- c interest shall accrue on any amounts in respect of any dividend not paid on the due date shall (whether or not there were available to the company any distributable profits other funds out of which the same could have been paid) be increased by an amount (net of the associated tax credit) equivalent to interest thereon at the rate of 4 per cent over the base rate or interest of the Bank until the actual date of payment, such amount accruing daily and being compounded at yearly rates; and

**Notes (continued)**

(forming part of the financial statements)

**9 Issued share capital (continued)**

d the Non-Voting Shares (see below) shall carry no right to any dividend payable by the company unless and until the Investors have realised a Relevant Return.

Subject to the company having profits available for lawful distribution, the 'LIBOR' ordinary shares shall entitle the holders thereof to a dividend in respect of each financial year calculated at the average daily rate of LIBOR for the relevant financial year, on the nominal value of the 'LIBOR' ordinary shares. Any amount of such dividend will belong to and be paid to the holders of 'LIBOR' ordinary shares pro rata according to their holdings of such class and pro rata to the number of complete days in the financial year in question for which the respective holders of 'LIBOR' ordinary shares have been registered holders of 'LIBOR' ordinary shares.

Once the Investors have realised a Relevant Return, any dividend or other distribution declared or paid pursuant to Article 3.1 of the Articles of Association after the Investors have realised a Relevant Return shall be declared amongst the holders of the Shares in the proportions shown in the Economic Return Schedule at Appendix A to the Articles.

*Capital*

On a return of assets on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities shall be distributed as follows:

- a first, in paying to the holders of the 'A' ordinary shares and 'F' ordinary shares the sum paid up on each such share;
- b second, in paying to each holder of the 'B' ordinary shares the sum paid up on each such share;
- c third, in paying to each holder of the LIBOR ordinary shares the sum paid up on each such share;
- d fourth, if no Relevant Return has been realised, in paying to the holders of the Non-Voting Shares the sum of £1 in aggregate for distribution amongst them pro rata to third holdings of Non-Voting Shares; and
- e fifth, if a Relevant Return has been realised or following the payment made in (d) above, the balance of such assets shall be distributed amongst the holders of the Shares in proportions shown in the Economic Return Schedule at Appendix A to the Articles.

*Voting*

Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles, shares in the company shall carry votes as follows:

I	'A' ordinary shares	: two votes per 'A' ordinary shares;
II	'B' ordinary shares	: one vote per 'B' ordinary share;
III	'C' ordinary shares	: no right to vote;
IV	'D' ordinary shares	: no right to vote;
V	'E' ordinary shares	: no right to vote;
VI	'LIBOR' ordinary shares	: no right to vote;

**Notes (continued)**

(forming part of the financial statements)

**9 Issued share capital (continued)**

If the company is in a state of Material Default as defined in the Articles of Association and the holders of not less than 75% in nominal value of the 'A' ordinary shares have delivered a notice (a voting adjustment notice) to that effect to the company then the voting rights attaching to the 'A' ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that on a poll each holder of 'A' ordinary shares present in person or by proxy or (being as corporation) is present by a representative or by proxy shall have one thousand votes for every 'A' ordinary share in the capital of the company of which he is the holder until the earlier of:

the date that the Material Default has been rectified; and

the date that the holders of not less than 75% in the nominal value of the 'A' ordinary shares give notice in writing to the company cancelling the voting adjustment notice.

**10 Ultimate parent undertaking and controlling party**

The immediate parent undertaking is Concentrix CVG Customer Management Group Inc., a company incorporated in the United States of America. The ultimate parent undertaking and controlling party is SYNEX Corporation (NYSE: SNX) which is registered in the United States. SYNEX Corporation is located at 44201 Nobel Drive, Fremont, California 94538.

The largest and smallest group in which the results of the company are consolidated is that headed by SYNEX Corporation, incorporated in the United States. No other group financial statements include the results of the company. The consolidated financial statements of SYNEX Corporation are available to the public from the address noted above.

**11 Accounting estimates and judgements**

The preparation of financial statements in conformity with FRS 102 required management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed and revised on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Management have assessed that there are no estimates or judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognised in the financial statements.

**12 Subsequent events**

On 31 January 2020, the World Health Organisation ("WHO") announced Covid-19 as a global health emergency. On 11 March 2020, the WHO declared it to be a pandemic in recognition of its rapid spread across the globe. The Covid-19 pandemic has had no material financial impact on the company's results subsequent to the period end date.

There were no other events subsequent to the balance sheet date which require disclosure in these financial statements.

**13 Financial statement approval**

The financial statements were approved on 23 November 2020.