

Company Registration No. 05496949 (England and Wales)

**CONN3CT LIMITED**  
**REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**30 APRIL 2023**



# CONN3CT LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	M P Cross A J Young P J Francis
<b>Secretary</b>	B Ramsdale
<b>Company number</b>	05496949
<b>Registered office</b>	5th Floor 90 Fenchurch Street London EC3M 4BY England
<b>Auditor</b>	RSM UK Audit LLP Chartered Accountants Davidson House Forbury Square Reading Berkshire RG1 3EU

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# CONN3CT LIMITED

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# CONN3CT LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 30 APRIL 2023

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The directors present the strategic report for the year ended 30 April 2023.

#### **Fair review of the business**

The company is an intermediate holding company. During the year, Conn3ct Limited held 100% of the issued share capital of Connect Managed Services (UK) Limited.

The carrying value of the company's investment in its subsidiary at the end of the year was £7,422,000 (2022: £7,422,000). No impairment charge is required this year (2022: £nil).

#### **Going concern**

As at 30 April 2023, the company had net current liabilities of £7,786,000 (2022: £7,559,000) and net liabilities of £364,000 (2022: £137,000). The company also reported a loss after taxation for the financial year of £227,000 (2022: £207,000) as a result of interest payable on group loans. The net current liabilities and net liabilities position as at 30 April 2023 arose as a result of intercompany transactions with fellow group undertakings.

The directors consider that the fair value of the fixed asset investments in its subsidiaries significantly exceeds the carrying value at 30 April 2023 and that these are considerably greater than the net assets at the reporting date.

In addition, the directors have received written support from group undertakings that they will receive continued support from them for at least 12 months from the date of approval of these financial statements, such that the company can meet its liabilities as they fall due. The financial statements have therefore been produced on a going concern basis.

#### **Principal risks and uncertainties**

As a non-trading holding company, the results of the company are subject to a number of risks. The principal risk and uncertainty affecting the company is related to its investments. The company is exposed to the risk of deterioration in business performance in its subsidiary undertakings which may have an adverse effect on the value of the company's investments.

#### **Future developments**

The directors are not, at the date of this report, aware of any major changes in the company's activities in the next year.

#### **Key performance indicators**

Given the principal activity of the company being that of a non-trading holding company, there are no relevant key performance indicators to report.

#### **Financial risk management**

The company makes little use of financial instruments so its exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities and financial position of the company.

# CONN3CT LIMITED

## STRATEGIC REPORT (CONTINUED)

### FOR THE YEAR ENDED 30 APRIL 2023

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#### **Promoting the success of the company**

The directors are aware of their duty under s.172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders, which includes having regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.

The board considers it crucial that the company maintains a reputation for high standards of business conduct. The board is responsible for setting, monitoring and upholding the culture, values, standards, ethics, brand and reputation of the company. The board has sought to balance the needs of its members with the s.172 matters throughout the year, for example in the policies and practices which run through the company, to ensure that our obligations to our shareholders and others are met.

Due to the nature of the principal activity of the company being that of a non-trading holding company, the company does not have any customers, suppliers or employees.

Further information on the group's response to s.172 can be found in the financial statements of the ultimate parent company, Project Phoenix Topco Limited.

On behalf of the board



.....  
P J Francis  
**Director**

Date: 22/02/24 .....

# CONN3CT LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 30 APRIL 2023

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The directors present their annual report and financial statements for the year ended 30 April 2023.

#### Principal activities

The principal activity of the company continued to be that of a holding company for the Connect Managed Services group of companies headed by Connect Managed Services (UK) Limited, the subsidiary company, which provide manager Customer Experience (CX) and Unified Communications (UC) services.

#### Results and dividends

The results for the year are set out on page 9.

No ordinary or preference dividends were paid in the current or prior year. The directors are precluded from recommending payment of a final dividend.

#### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

M P Cross  
A J Young  
P J Francis

#### Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

#### Auditor

The auditor, RSM UK Audit LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### Energy and carbon reporting

Energy and carbon reporting is disclosed at a group level. Information regarding emissions, energy consumption or energy efficiency activities can be found in the consolidated financial statements of Project Phoenix Topco Limited, the ultimate parent company, available from Companies House or the registered address of 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY.

#### Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's Strategic report information required by Large and Medium-sized Companies (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of financial risk management and future developments.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

# CONN3CT LIMITED

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

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On behalf of the board



.....  
P J Francis  
Director

Date: 22/02/24 .....

# **CONN3CT LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 APRIL 2023**

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The directors are responsible for preparing the Strategic Report and the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis and unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONN3CT LIMITED

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### Opinion

We have audited the financial statements of Conn3ct Limited (the 'company') for the year ended 30 April 2023 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including 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 "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 30 April 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

### Opinions on other matters 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONN3CT LIMITED (CONTINUED)**

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### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

### **Responsibilities of directors**

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 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.

### **The extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONN3CT LIMITED (CONTINUED)

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As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102 and the Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

### **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.

*Perry Linton*

Perry Linton FCA (Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
Davidson House  
Forbury Square  
Reading  
Berkshire, RG1 3EU  
22/02/24.....

# CONN3CT LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2023

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	Notes	2023 £000	2022 £000
Turnover		-	-
Administrative expenses		-	13
Interest payable and similar expenses	5	(227)	(220)
<b>Loss before taxation</b>		(227)	(207)
Tax on loss	6	-	-
<b>Loss for the financial year</b>		(227)	(207)

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**CONN3CT LIMITED****STATEMENT OF FINANCIAL POSITION****AS AT 30 APRIL 2023**

	Notes	2023 £000	£000	2022 £000	£000
<b>Fixed assets</b>					
Investments	7		7,422		7,422
<b>Current assets</b>		-		-	
<b>Creditors: amounts falling due within one year</b>	9	(7,786)		(7,559)	
<b>Net current liabilities</b>			(7,786)		(7,559)
<b>Total assets less current liabilities</b>			(364)		(137)
<b>Capital and reserves</b>					
Called up share capital	10		67		67
Share premium account	11		500		500
Profit and loss reserves	11		(931)		(704)
<b>Total equity</b>			(364)		(137)

The financial statements were approved by the board of directors and authorised for issue on 22/02/24 and are signed on its behalf by:

  
 .....  
 P J Francis  
 Director

## CONN3CT LIMITED

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2023

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	Called up share capital £000	Share premium account £000	Profit and loss reserves £000	Total £000
<b>Balance at 1 May 2021</b>	67	500	(497)	70
<b>Year ended 30 April 2022:</b>				
Loss and total comprehensive income for the year	-	-	(207)	(207)
	<u>67</u>	<u>500</u>	<u>(704)</u>	<u>(137)</u>
<b>Balance at 30 April 2022</b>	67	500	(704)	(137)
<b>Year ended 30 April 2023:</b>				
Loss and total comprehensive income for the year	-	-	(227)	(227)
	<u>67</u>	<u>500</u>	<u>(931)</u>	<u>(364)</u>
<b>Balance at 30 April 2023</b>	<u>67</u>	<u>500</u>	<u>(931)</u>	<u>(364)</u>

# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2023

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### 1 Accounting policies

#### Company information

Conn3ct Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY.

The company's principal activities and nature of its operations are disclosed in the Directors' report.

#### Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium sized Companies (Accounts and Reports) Regulations 2008.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

Conn3ct Limited is a wholly owned subsidiary of Project Phoenix Topco Limited and the results of Conn3ct Limited are included in the consolidated financial statements of Project Phoenix Topco Limited, the ultimate parent company, which are available from 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY.

#### Going concern

As at 30 April 2023, the company had net current liabilities of £7,786,000 (2022: £7,559,000) and net liabilities of £364,000 (2022: £137,000). The company also reported a loss after taxation for the financial year of £227,000 (2022: £207,000) as a result of interest payable on group loans. The net current liabilities and net liabilities position as at 30 April 2023 arose as a result of intercompany transactions with fellow group undertakings.

The directors consider that the fair value of the fixed asset investments in its subsidiaries significantly exceeds the carrying value at 30 April 2023 and that these are considerably greater than the net assets at the reporting date.

In addition, the directors have received written support from group undertakings that they will receive continued support from them for at least 12 months from the date of approval of these financial statements, such that the company can meet its liabilities as they fall due. The financial statements have therefore been produced on a going concern basis.

# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

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### 1 Accounting policies (Continued)

#### **Fixed asset investments**

Interests in subsidiaries are measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

#### **Impairment of fixed asset investments**

At each reporting period end date, the company reviews the carrying amounts of its fixed asset investments to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

#### **Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

#### **Equity instruments**

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs.

#### **Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.



# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

### 1 Accounting policies (Continued)

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

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

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

#### Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### Indicators of impairment in subsidiaries

The recoverable amount of investments is based on future cash flows for the individual investments. In determining whether any impairment is required, management makes a number of estimates in respect of future cash flows and future earnings growth. The carrying value of investments as at 30 April 2023 was £7,422,000 (2022: £7,422,000). Following their assessment and review, the directors have determined no impairment is necessary (2022: £nil).

### 3 Employees

The company had no employees during the current or prior year.

### 4 Auditor's remuneration

The fees for the audit of the company's financial statements and provision of non-audit services by the auditor are borne by another group company for both the current and prior year. Total remuneration paid to the company's auditor is disclosed in the consolidated financial statements of Project Phoenix Topco Limited, the ultimate parent company.

### 5 Interest payable and similar expenses

	2023 £000	2022 £000
Interest payable to group undertakings	227	220

# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

### 6 Taxation

The total tax charge for the year included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2023 £000	2022 £000
Loss before taxation	(227)	(207)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.50% (2022: 19.00%)	(44)	(39)
Group relief	44	53
Other permanent differences	-	(14)
Taxation charge for the year	-	-

On 3 March 2021, the UK Government announced an increase in the main UK corporation tax rate from 19% to 25% with effect from 1 April 2023. The change in rate was substantively enacted on 24 May 2021. Deferred tax has been calculated at 25%, which was the tax rate substantively enacted at 30 April 2023.

### 7 Fixed asset investments

	Notes	2023 £000	2022 £000
Investments in subsidiaries	8	7,422	7,422

#### Movements in fixed asset investments

	Shares in group undertakings £000
<b>Cost</b>	
At 1 May 2022 & 30 April 2023	7,422
<b>Carrying amount</b>	
At 30 April 2023	7,422
At 30 April 2022	7,422

# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

### 8 Subsidiaries

Details of the company's subsidiaries at 30 April 2023 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Connect Managed Services (UK) Limited	1)	Telecommunications	Ordinary	100.00	-
Service CX Limited	1)	Telecommunications	Ordinary	-	100.00
ICR Speech Solutions & Services Ltd	1)	Telecommunications	Ordinary	-	100.00
Connect Managed Services GmbH	2)	Telecommunications	Ordinary	-	100.00
Connect Managed Services (US) Inc.	3)	Telecommunications	Ordinary	-	100.00
Protocol ONE IT Services India Private Limited (formerly Managed Connect IT Services India Private Limited)	4)	Telecommunications	Ordinary	-	99.99
Connect SA Investco Proprietary Limited	5)	Holding company	Ordinary	-	100.00
Connect SA Opco Proprietary Limited	5)	Telecommunications	Ordinary	-	99.97
Uuka Equity Fund 2	5)	Investment company	Ordinary	-	99.90
Pivotal Capital Proprietary Limited	5)	Telecommunications	Ordinary	-	99.97
Pivotal Data Proprietary Limited	5)	Telecommunications	Ordinary	-	99.97
Illation Proprietary Limited	5)	Telecommunications	Ordinary	-	99.97
Pivotal Cloud Proprietary Limited	5)	Dormant	Ordinary	-	99.97
CCL Connect Communications Limited	6)	Dormant	Ordinary	100.00	-

Registered office addresses (all UK unless otherwise indicated):

- 1) 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY
- 2) Nordenstrasse 62, 60318 Frankfurt am Main, Germany
- 3) 450 Seventh Avenue, Suite 1402, New York, NY 10123, United States of America
- 4) Mfar Greenheart Level 7, Manyata Tech Park, Hebbal Outer Ring, Bangalore, KA 560045, India
- 5) 84 Bekker Road Thornhill Office Par, Vorna Valley, Midrand, Gauteng, 1686, South Africa
- 6) Αυλώνας, 1, Maria House, 1075, Λευκωσία, Κύπρος, Cyprus

### 9 Creditors: amounts falling due within one year

	2023	2022
	£000	£000
Amounts owed to group undertakings	7,786	7,559

Amounts owed to group undertakings are repayable on demand and accrue interest at 3% or 10%.

# CONN3CT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

### 10 Share capital

	2023 Number	2022 Number	2023 £000	2022 £000
<b>Ordinary share capital Issued and fully paid</b>				
A Ordinary shares of 1p each	6,896	6,896	-	-
F Ordinary shares of £1 each	2	2	-	-
	<u>6,898</u>	<u>6,898</u>	<u>-</u>	<u>-</u>
<b>Preference share capital Issued and fully paid</b>	<b>2023 Number</b>	<b>2022 Number</b>	<b>2023 £000</b>	<b>2022 £000</b>
Preference shares of £1 each	66,830	66,830	67	67
	<u>66,830</u>	<u>66,830</u>	<u>67</u>	<u>67</u>
Preference shares classified as equity			67	67
			<u>67</u>	<u>67</u>
<b>Total equity share capital</b>			<u>67</u>	<u>67</u>

A Ordinary shares confer voting rights, the right to participate in a distribution and the right to distributable assets remaining on a return of capital on liquidation.

F Ordinary shares are non-redeemable and do not confer voting rights. They confer rights above a certain threshold achieved on a sale.

Preference shares are non-redeemable and do not confer voting rights or rights to distributable assets remaining on a return of capital on liquidation. They confer the right to participate in a preference dividend and a right of conversion to deferred shares upon a sale or quotation at a value equal to or less than £20,000,000.

### 11 Reserves

#### Share premium

The share premium account includes the amount subscribed for share capital in excess of the nominal value.

#### Profit and loss reserves

Retained earnings represent cumulative profits or losses.

### 12 Financial commitments, guarantees and contingent liabilities

A Composite Company Limited Multilateral Guarantee has been given by Conn3ct Limited. The guarantee is in respect of Project Phoenix Topco Limited; Project Phoenix Bidco Limited; Connect Managed Holdings Limited; Connect Managed Services (UK) Limited; G3 Communications Limited; ICR Speech Solutions & Services Ltd and Service CX Limited.

There is a Fixed Charge over all present and future freehold and leasehold property; First Fixed Charge over book and other debts, chattels, goodwill and uncalled capital, both present and future; and First Floating Charge over all assets and undertaking both present and future in favour of Santander UK Plc for all amounts owed to it.

# **CONN3CT LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023**

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### **13 Ultimate controlling party**

The immediate parent company is Connect Managed Holdings Limited, a company incorporated in England and Wales with a registered office of 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY.

The ultimate parent company and parent of the smallest and largest group for which consolidated financial statements are drawn up of which the company is a member is Project Phoenix Topco Limited. A company incorporated in England and Wales with a registered office of 5th Floor, 90 Fenchurch Street, London, England, EC3M 4BY. Copies of the consolidated financial statements are publicly available from Companies House.

The ultimate controlling interest is held by investment funds. On 17 March 2023, the former ultimate controlling interest, Apiary Capital Partners I GP LLP, transferred its entire ownership to its related party, Apiary Capital Partners I Investment GP LLP, a limited liability partnership incorporated in Scotland.