



**ZIRCADIAN HOLDINGS  
LIMITED**

**FINANCIAL STATEMENTS  
UNAUDITED**

**For the Year ended  
31 May 2018**

**Company no 6546565**

## **ZIRCADIAN HOLDINGS LIMITED**

### **DIRECTORS' REPORT**

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The directors present their report with the financial statements of the company for the year ended 31 May 2018.

The company has no employees. The directors are employed by other group undertakings.

R Wooldridge (resigned 3 September 2018)  
N Wilson (appointed 3 September 2018)  
J Harston (appointed 5 November 2018)  
R Atlas (appointed 3 September 2018)

#### **Change of Ownership**

On 16 May 2018, Antidote Bidco Limited, a UK company owned and controlled by certain funds managed by Vista Equity Partners Management LLC ("Vista") acquired 100% of the share capital of Allocate Topco Limited, the ultimate parent company of the group at the time.

Vista are a US-based, leading investment firm focused on software, data and technology-enabled businesses. The investment by Vista will support the Group's next phase of development, product innovation and global expansion.


Vista's global experience of providing product and operational expertise to its portfolio will benefit the Group, its employees, and most importantly, its customers in the years ahead.

At the time of the acquisition HgCapital, the incumbent, was given an option to co-invest with Vista on a 50/50 basis. HgCapital exercised their option and re-invested on 30 August 2018.

This report was approved by the board of directors and signed on behalf of the board by:



J HARSTON  
DIRECTOR

  
12 February 2019

**ZIRCADIAN HOLDINGS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 May 2018**

During the year ended 31 May 2018, the company did not trade and received no income and incurred no expenditure.

Consequently, during the year ended 31 May 2018 the company made neither a profit nor a loss and had no recognised gains or losses.

**ZIRCADIAN HOLDINGS LIMITED**  
BALANCE SHEET AS AT 31 May 2018

	Note	31 May 2018 £	2017 £
<b>Fixed assets</b>			
Investment	2	35,400	35,400
<b>Creditors</b>			
Amounts falling due within one year	3	(424,015)	(424,015)
<b>Net liabilities</b>		<u>(388,615)</u>	<u>(388,615)</u>
<b>Capital and reserves</b>			
Called up share capital	4	800	800
Profit and loss account	5	(389,415)	(389,415)
<b>Shareholders' deficit</b>		<u>(388,615)</u>	<u>(388,615)</u>

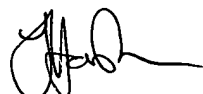
The above company was dormant throughout the year ending 31 May 2018.

For the year ended 31 May 2018, the Company was entitled to exemption from audit under the Section 480 of the Companies Act 2006.

No members have required the Company to obtain an audit of its accounts for the year in question, in accordance with Section 476.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These financial statements were approved by the directors and signed on 12<sup>th</sup> February 2019:



J HARSTON  
DIRECTOR

12<sup>th</sup> February 2019

Company registration no: 6546565

The accompanying accounting policies and notes form an integral part of these financial statements.

**ZIRCADIAN HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 May 2018**

**1 Accounting policies**

**Basis of preparation**

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with United Kingdom applicable accounting standards.

**2 Investment**

	31 May 2018 £	2017 £
Book value	<u>35,400</u>	<u>35,400</u>

Details of the investments in which the company held 20% or more of the nominal value of any class of share capital are as follows:

Name of company	Country of registration	Description of shares held	Proportion of nominal value of issued shares held	Nature of business
Zircadian Limited	England	Ordinary shares	100%	Software development and design for the healthcare sector

**3 Creditors**

	31 May 2018 £	2017 £
Amounts due to parent undertaking	<u>424,015</u>	<u>424,015</u>

**4 Share capital**

	31 May 2018 £	2017 £
Allotted, called up and unpaid Ordinary shares of £1	<u>800</u>	<u>800</u>

**5 Reserves**

	Share capital £	Profit and loss account £	Shareholders' deficit £
At May 31, 2017	800	(389,415)	(388,615)
Profit for the financial year	-	-	-
At May 31, 2018	<u>800</u>	<u>(388,615)</u>	<u>(388,615)</u>

**ZIRCADIAN HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 May 2018**

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**6 Ultimate parent undertaking**

At 31 May 2018, the company's immediate parent company was Allocate Software Limited, whose ultimate parent company is Antidote Investor Holdco Limited.

According to the register, a number of limited partnerships which are managed by Hg Pooled Management Limited ("HgCapital") (holding through a nominee company) or Vista Equity Partners ("Vista") held a significant interest in the ordinary shares of the company at 26 October 2018. The directors deem there not to be an ultimate controlling party as none of the limited partners in the limited partnerships holding an interest in the company and managed by HgCapital or Vista has an ownership interest of more than 20% of the issued share capital of the company.

From 1 June 2017 to 16 May 2018 the funds with significant interest were all managed by HgCapital. From 16 May 2018 to 30 August 2018 the funds with significant interest were all managed by Vista. From 30 August 2018 onwards, the funds with significant interest were managed by either Vista or HgCapital. The largest group in which the results of the company are consolidated is that headed by Allocate Topco Limited. There are no further groups in which the results of the company are consolidated. The consolidated financial statements of Allocate Topco Limited are available to the public and can be obtained from the company's registered office at 1 Church Road, Richmond, TW9 2QE.