

COMPASS HOLDCO LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

WEDNESDAY



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COMPASS HOLDCO LIMITED
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COMPASS HOLDCO LIMITED
COMPANY INFORMATION

Directors	B L Gibson J A Wright
Registered Office	Mountfields House Off Squirrel Way Epinal Way Loughborough LE11 3GE
Solicitors	Macfarlanes LLP 20 Cursitor Street London EC4A 1LT
Bankers	HSBC Bank Plc 4 th Floor, 120 Edmund Street Birmingham B3 2QZ National Westminster Bank Plc 9 th Floor, 250 Bishopsgate London EC2M 4AA Sumitomo Mitsui Banking Corporation Europe Limited 99 Queen Victoria Street London EC4V 4EH Santander UK Plc 17 Ulster Terrace Regents Park London NW1 4JP
Auditors	Hazlewoods LLP Windsor House Bayshill Road Cheltenham GL50 3AT

COMPASS HOLDCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2018

The directors present their report and financial statements for the year ended 31 March 2018.

Directors of the company

The directors who held office during the year were as follows:

C A Dubé	(resigned 1 December 2017)
C I Echtle	(resigned 1 December 2017)
B L Gibson	
A Hassan	(resigned 1 December 2017)
M C Rushton	(resigned 1 December 2017)
J A Wright	

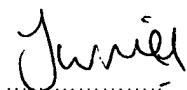
Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Reappointment of auditors

Hazlewoods LLP have expressed their willingness to continue in office.

Approved by the Board on 19 June 2018 and signed on its behalf by:



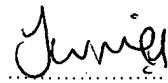
J A Wright
Director

COMPASS HOLDCO LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2018

The directors present their strategic report and the financial statements for the year ended 31 March 2018.

Future developments, principal risks and uncertainties, key performance indicators, financial instruments and going concern are all disclosed in the group financial statements of Advent Topco as the ultimate parent company.

Approved by the Board on 19 June 2018 and signed on its behalf by:



J A Wright
Director

COMPASS HOLDCO LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and Strategic 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis 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.

Opinion

We have audited the financial statements of Compass Holdco Limited (the 'company') for the year ended 31 March 2018 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards.

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion on other matter 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 period for which the financial statements are prepared is consistent with the financial statements; and
- The Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our 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 and the Directors' Report.

We have nothing to report in respect of the following matters where 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; or

Responsibilities of directors

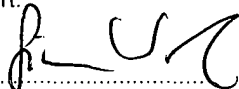
As explained more fully in Statement of Directors' Responsibilities the set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to 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.

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



Simon Worsley (Senior Statutory Auditor)
For and on behalf of Hazlewoods LLP, Statutory Auditor

Windsor House
Bayshill Road
Cheltenham
GL50 3AT

Date: 19 June 2018

COMPASS HOLDCO LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2018

	Note	2018 £	2017 £
Turnover		<u>1,484,868</u>	<u>-</u>
Exceptional items		<u>(1,484,868)</u>	<u>-</u>
Operating profit	4	-	-
Interest receivable	5	<u>1,828,471</u>	<u>-</u>
Profit on ordinary activities before taxation		1,828,471	-
Tax on profit on ordinary activities	6	<u>(190,000)</u>	<u>-</u>
Profit for the financial year		<u>1,638,471</u>	<u>-</u>

Turnover and operating profit are derived wholly from continuing operations.

The company has no recognised gains or losses for the period other than the results above.

COMPASS HOLDCO LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2018

(Registration Number: 07998366)

	Note	2018 £	2017 £
Fixed Assets	Note		
Investments	7	465,001	465,001
		<u>465,001</u>	<u>465,001</u>
Current Assets			
Debtors	8	62,745,526	53,966
Cash at bank and in hand		<u>3,534</u>	<u>3,534</u>
		62,749,060	57,500
Creditors: Amount falling due within one year	9	<u>(61,053,090)</u>	<u>(1)</u>
Net current assets		<u>1,695,970</u>	<u>57,499</u>
Net Assets		<u>2,160,971</u>	<u>522,500</u>
Capital and reserves			
Called up share capital	10	5,025	5,025
Share premium account		497,475	497,475
Capital redemption reserve		20,000	20,000
Profit and loss account		<u>1,638,471</u>	<u>-</u>
Total equity		<u>2,160,971</u>	<u>522,500</u>

Approved by the Board and authorised for issue on 19 June 2018 and signed on its behalf by:



J A Wright
Director

COMPASS HOLDCO LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018

	Share capital £	Share premium £	Capital redemption £	Retained Earnings £	Total £
At 1 April 2017	5,025	497,475	20,000	-	522,500
Profit for the year	-	-	-	1,638,471	1,638,471
At 31 March 2018	<u>5,025</u>	<u>497,475</u>	<u>20,000</u>	<u>1,638,471</u>	<u>2,160,971</u>
	Share capital £	Share premium £	Capital redemption £	Retained Earnings £	Total £
At 1 April 2016 and at 31 March 2017	<u>5,025</u>	<u>497,475</u>	<u>20,000</u>	<u>-</u>	<u>522,500</u>

COMPASS HOLDCO LIMITED
DETAILED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2018

1. General information

Compass Holdco Limited is a company limited by shares, incorporated in England & Wales. Its registered office is Mountfields House, Off Squirrel Way, Epinal Way, Loughborough, LE11 3GE.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

The presentational currency of the financial statements is Pound Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest Pound.

Exemption from preparing a cash flow statement

The company has not presented a cash flow statement on the grounds that it is a wholly owned subsidiary and a group cash flow statement is included in the financial statements of the ultimate parent company.

Exemption from preparing group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by Section 400 of the Companies Act 2006 as it is part of the group ultimately owned by Advent Topco Limited, a company incorporated in England and Wales, and is included in the consolidated accounts of that company.

Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties and loans to related parties.

Debt instruments like loans and other accounts receivable and payable are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method; Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an outright short-term loan not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit or loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and the best estimate, which is an approximation, of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an 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.

COMPASS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

Impairment of non-financial assets

At each reporting date non-financial assets not carried at fair value, like goodwill and plant, property and equipment, are reviewed to determine whether there is an indication that an asset may be impaired. If there is an indication of possible impairment, the recoverable amount of any asset or group of related assets, which is the higher of value in use and the fair value less cost to sell, is estimated and compared with its carrying amount. If the recoverable amount is lower, the carrying amount of the asset is reduced to its recoverable amount and an impairment loss is recognised immediately in profit or loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset or group of related assets is increased to the revised estimate of its recoverable amount, but not to exceed the amount that would have been determined had no impairment loss been recognised for the asset or group of related assets in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Tax

Taxation expense represents the aggregate amount of current tax and deferred tax recognised in the reporting period.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years.

A deferred tax asset or liability is recognised for tax recoverable or payable in future periods in respect of transactions and events recognised in the financial statements of current and previous periods.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. Timing differences result from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date apart from certain exceptions.

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

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing differences. Deferred tax relating to land and investment properties that is measured at fair value is measured using the tax rates and allowances that apply to the sale of the asset.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk to changes in value.

3. Judgements and key sources of estimation uncertainty

No significant judgements have had to be made by management in preparing these financial statements.

4. Operating profit

Audit fees of £400 (2017: £400) have been borne by another group company, Compass Community Limited.

5. Interest receivable

	2018 £	2017 £
Group interest receivable	<u>1,828,471</u>	<u>-</u>

COMPASS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

6. Tax on profit on ordinary activities

	2018 £	2017 £
Current tax		
Corporation tax charge	<u>190,000</u>	<u>-</u>

Tax on profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 19% (2017: 20%). The differences are reconciled below:

	2018 £	2017 £
Profit before taxation	<u>1,828,471</u>	<u>-</u>
Tax charge @ 19% (2017:20%)	<u>347,409</u>	<u>-</u>
Effects of:		
Group relief claimed	<u>(157,409)</u>	<u>-</u>
Total tax charge	<u>190,000</u>	<u>-</u>

7. Investments

	Shares in group undertakings £
Cost and net book value	
At 31 March 2017 and 31 March 2018	<u>465,001</u>

Details of undertakings

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

Undertaking	Type of Holding	% of voting and shares held	Principal activity
Compass Acquisitions Limited	Ordinary	100%	Intermediate parent company

The financial year end of all group companies is 31 March.

8. Debtors

	2018 £	2017 £
Amounts owed from group undertakings	<u>62,745,526</u>	<u>53,966</u>

Amounts owed from group undertakings are considered to be due after more than one year.

9. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	60,863,090	1
Corporation tax	<u>190,000</u>	<u>-</u>
	<u>61,053,090</u>	<u>1</u>

Amounts owed to group undertakings are repayable on demand and attract 0% interest per annum.

COMPASS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

10. Share capital

	2017		2016	
	No.	£	No.	£
Allotted, called up and fully paid				
Ordinary shares of £0.01 each	102,500	1,025	102,500	1,025
Ordinary A shares of £0.01 each	400,000	4,000	400,000	4,000
	<u>502,500</u>	<u>5,025</u>	<u>502,500</u>	<u>5,025</u>

Each class of share ranks pari passu in all respects, other than as detailed in the company's Articles of Association

11. Contingent liabilities

The company is bound by an intra-group cross guarantee in respect of bank loans with other members of the group headed by Advent Topco Limited. The amount guaranteed as at 31 March 2018 is £46,710,000 (2017: £21,463,676).

12. Key management personnel compensation

	2018	2017
	£	£
Emoluments for qualifying services	1,484,868	-
Company pension contributions to money purchase schemes	-	-
	<u>1,484,868</u>	<u>-</u>
Emoluments disclosed above include the following amounts paid to the highest paid director:		
	2018	2017
	£	£
Emoluments for qualifying services	<u>400,000</u>	<u>-</u>

The number of directors for whom retirement benefits are accruing under money purchase schemes was nil (2017: nil).

13. Control

The company is a wholly owned subsidiary of Advent Bidco, a company registered in England & Wales.

During the year, the ultimate controlling party changed from August Equity Partners II GP Limited, a company registered in Scotland, by virtue of its majority investment holding in the ultimate parent company to Graphite Capital General Partner VIII LLP which is registered in England and Wales. This is controlled by funds managed by Graphite Capital Partners LLP.