


# Optionis Bidco Limited

Annual Report and Financial Statements

For the year ended 31 October 2020

TUESDAY			
	*AA95IUYY*		
	ACO	20/07/2021	#10
TH	COMPANIES HOUSE		
	*AAAQ7Y3U*		
	A01	12/08/2021	#54
WED	COMPANIES HOUSE		
	*AABN6JDL*		
	A06	25/08/2021	#252
COMPANIES HOUSE			

Registered number: 08750488

## Company information

**Directors** W J Catterick  
D Crawford

**Registered number** 08750488

**Registered office** Optionis House  
840 Ibis Court  
Centre Park  
Warrington  
Cheshire  
WA1 1RL

## Contents

Directors' report	1
Statement of comprehensive income	4
Statement of financial position	5
Statement of changes in equity	6
Notes to the financial statements	7

**OPTIONIS BIDCO LIMITED**  
**DIRECTORS' REPORT**

**Directors' report**

**For the year ended 31 October 2020**

The directors present their report and financial statements for the year ended 31 October 2020.

**Principal activities**

The principal activity of the company during the year was acting as an intermediate holding company.

**Directors**

The directors who served during the period and up to approval of the financial statements were:

W J Catterick (Appointed 19 February 2020)

I Ahmed (Appointed 14 January 2020, resigned 30 September 2020)

D Crawford

K J Budge (Resigned 03 January 2020)

**Going concern**

The company has net liabilities at 31 October 2020. The ultimate parent company Optionis Limited (formerly Optionis Holdco Limited) has committed to support the company, therefore the directors consider it appropriate to prepare the accounts on a going concern basis. The company forecasts are accumulated into the group forecasts alongside the forecasts of the other companies within the group.

The board has reviewed the latest forecasts of the group and considered the obligations of the group's financing arrangements. The group continues to operate well within its existing facilities and there are no concerns at this time in relation to the group's ability to meet its quarterly covenants. Given the continued strong liquidity of the group, the board has concluded that a going concern basis of preparation of its consolidated financial statements is appropriate.

These forecasts have been prepared taking account of the current and potential impacts of the Covid-19 pandemic and the IR35 reforms may have on the recruitment market volatility. As part of this review the directors' considered specific assumptions and risks to achieving forecast outcomes and have considered liquidity as well as the ability to operate within the group's current financing facilities which are subject to covenant tests. The going concern status of the company is reliant on legislation surrounding the contractor industry, the IR35 reforms may drive contractors into an employment status, however these accountancy clients can remain within the group with packages being offered to easily move between the groups accountancy and umbrella offerings. The forecasts also took into account the substantial growth being seen during early 2021 in the Umbrella CGU which directly impacts both profitability but also the groups liquidity position favourably. During the current year the group met all covenant tests and based on the forecast will do so throughout the review period through to June 2022.

The group has also undertaken reverse stress tests of the forecasts assessing what deviation from budget would be required in both client numbers and Umbrella working capital at each test date for the group to breach its covenants tests. Based on the current performance and trends in the business it would require a significant deviation for there to be a breach. Based on the forecasts, and the reverse stress testing performed, the directors do not consider there is

**OPTIONIS BIDCO LIMITED**  
**DIRECTORS' REPORT**

**Directors' report (continued)**

**For the year ended 31 October 2020**

**Going Concern (continued)**

any outcome that could be reasonably foreseen that would cast doubt on the company's ability to continue as a going concern.

**Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

**OPTIONIS BIDCO LIMITED**  
**DIRECTORS' REPORT**

**Directors' report (continued)**

**For the year ended 31 October 2020**

**Directors' responsibilities statement (continued)**

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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Business review and future developments**

The company did not trade in the current year or prior year. The directors have not recommended a dividend (2018: £nil).

In preparing this report, the directors have taken advantage of the small company exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 2 June 2021 and signed on its behalf.



**W J Catterick**  
**Director**

**OPTIONIS BIDCO LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**

**For the year ended 31 October 2020**

	<b>Year ended 31 October 2020</b>	<b>Year ended 31 October 2019</b>
<b>Note</b>	<b>£</b>	<b>£</b>
<b>Loss on ordinary activities before taxation</b>	-	-
Tax on loss on ordinary activities	-	-
	<hr/>	<hr/>
<b>Loss and total comprehensive expense for the financial year</b>	-	-
	<hr/>	<hr/>

All operations relate to continuing activities.

**OPTIONIS BIDCO LIMITED**  
**STATEMENT OF FINANCIAL POSITION**

**As at 31 October 2020**

	<b>Note</b>	<b>31 October 2020 £</b>	<b>31 October 2019 £</b>
<b>Fixed Assets</b>			
Investments	5	<u>35,157,420</u>	<u>35,157,420</u>
<b>Debtors</b>	6	<u>7,259,106</u>	<u>7,259,106</u>
		<u><b>7,259,106</b></u>	<u><b>7,259,106</b></u>
<b>Creditors falling due within one year</b>	7	<u>(51,291,095)</u>	<u>(51,291,095)</u>
<b>Net current liabilities</b>		<u><b>(44,031,989)</b></u>	<u><b>(44,031,989)</b></u>
<b>Total assets less current liabilities</b>		<u><b>(8,874,569)</b></u>	<u><b>(8,874,569)</b></u>
<b>Net liabilities</b>		<u><b>(8,874,569)</b></u>	<u><b>(8,874,569)</b></u>
<b>Capital and reserves</b>			
Called up Share capital	8	<u>1</u>	<u>1</u>
Accumulated Losses	9	<u>(8,874,570)</u>	<u>(8,874,570)</u>
<b>Total shareholders deficit</b>		<u><b>(8,874,569)</b></u>	<u><b>(8,874,569)</b></u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within part 15 of the Companies Act 2006.

For the year ending 31 October 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the board of directors on 2 June 2021 and signed of its behalf by:



**W J Catterick**  
**Director**

Registered Number 08750488



**OPTIONIS BIDCO LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**

**For the year ended 31 October 2020**

	<b>Share capital £</b>	<b>Accumulated losses £</b>	<b>Total Shareholders Deficit £</b>
At 1 November 2018	<u>1</u>	<u>(8,874,570)</u>	<u>(8,874,569)</u>
Profit and total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>
At 1 November 2019	<u>1</u>	<u>(8,874,570)</u>	<u>(8,874,569)</u>
Profit and total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 31 October 2020</b>	<u><u>1</u></u>	<u><u>(8,874,570)</u></u>	<u><u>(8,874,569)</u></u>

## **OPTIONIS BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1. Company information**

Optionis Bidco Limited is a limited liability company incorporated and domiciled in United Kingdom. The registered office is Optionis House, 840 Ibis Court, Centre Park, Warrington, Cheshire, WA1 1RL.

The company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements for the year ended 31 October 2020.

#### **2. Basis of preparation**

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis as modified by the recognition of certain financial assets and liabilities measured at fair value. The financial statements are presented in Sterling (£) which is the functional currency. There are no accounting policies where the use of assumptions or estimates are determined to be significant to the financial statements.

The company has also adopted the following disclosure exemptions:

- categories of financial instruments;
- key management personnel disclosure;
- items of income, expenses, gains or losses relating to financial instruments;
- exposure to and managements of financial risks;
- the requirement to present a statement of cash flows and related notes; and
- related party disclosures relating to transactions entered into between two or more wholly owned members of the group

#### **Going concern**

The company has net liabilities at 31 October 2020. The ultimate parent company Optionis Limited (formerly Optionis Holdco Limited) has committed to support the company, therefore the directors consider it appropriate to prepare the accounts on a going concern basis. The company forecasts are accumulated into the group forecasts alongside the forecasts of the other companies within the group.

The board has reviewed the latest forecasts of the group and considered the obligations of the group's financing arrangements. The group continues to operate well within its existing facilities and there are no concerns at this time in relation to the group's ability to meet its quarterly covenants. Given the continued strong liquidity of the group, the board has concluded that a going concern basis of preparation of its consolidated financial statements is appropriate.

These forecasts have been prepared taking account of the current and potential impacts of the Covid-19 pandemic and the IR35 reforms may have on the recruitment market volatility. As part of this review the directors' considered specific assumptions and risks to achieving forecast outcomes and have considered liquidity as well as the ability to operate within the group's current financing facilities which are subject to covenant tests. The going concern status of the company is reliant on legislation surrounding the contractor industry, the IR35 reforms may

## **OPTIONIS BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **2. Basis of preparation (continued)**

##### **Going concern (continued)**

drive contractors into an employment status, however these accountancy clients can remain within the group with packages being offered to easily move between the groups accountancy and umbrella offerings. The forecasts also took into account the substantial growth being seen during early 2021 in the Umbrella CGU which directly impacts both profitability but also the groups liquidity position favourably. During the current year the group met all covenant tests and based on the forecast will do so throughout the review period through to June 2022.

The group has also undertaken reverse stress tests of the forecasts assessing what deviation from budget would be required in both client numbers and Umbrella working capital at each test date for the group to breach its covenants tests. Based on the current performance and trends in the business it would require a significant deviation for there to be a breach. Based on the forecasts, and the reverse stress testing performed, the directors do not consider there is any outcome that could be reasonably foreseen that would cast doubt on the company's ability to continue as a going concern.

#### **3. Principal accounting policies**

##### **3.1 Interest payable and similar charges**

Interest payable and similar charges are recognised in the income statement in the period in which they are incurred.

##### **3.2 Investments**

Investments in subsidiaries are accounted for at cost less impairment. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

**OPTIONIS BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**3.3 Financial instruments**

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

**3.4.1 Financial assets**

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

**4.4.2 Financial liabilities**

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 receipts discounted at a market rate of interest.

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

**OPTIONIS BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**3. Principal accounting policies (continued)**

Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

**4. Directors and employees**

There were no employees of the company for the current or prior period, other than the directors.

**Directors' emoluments**

Total directors' emoluments in the year were £750,581 (2019: £529,870).

The directors' emoluments in 2020 and 2019 for all directors were paid by Optionis Group Limited (formerly Arkarius Group Limited), a fellow group company. No recharges were made to the company for the directors' services and the directors do not believe it possible to apportion the remuneration between the companies.

The highest paid director received remuneration of £280,000 (2019: £237,557).

**OPTIONIS BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**5. Investments**

**Shares in  
subsidiary  
undertakings  
£**

**Cost and net book value**

At 31 October 2019 & 31 October 2020

35,157,420

The following investments were held by Optionis Bidco Limited at 31 October 2020:

<b>Entity</b>	<b>Class of shares</b>	<b>Proportion held</b>	<b>Country incorporation</b>	<b>of Nature business</b>	<b>of</b>
Optionis Management Limited	Ordinary	100%	England & Wales	Employment services	
Clearsky Contractor Accounting Limited	Ordinary	100%	England & Wales	Accountancy services	
Clearsky Accountancy and Payroll Limited	Ordinary	100%	England & Wales	Accountancy services	

At 31 October 2020, Optionis Management Limited held 100% of the ordinary share capital of Parasol Limited, who held 100% of the ordinary share capital of Silverline Performance Limited.

At 31 October 2020, Clearsky Accountancy and Payroll Limited held 100% of the ordinary share capital of Wheatley Pearce Limited, Brian Alfred Associates Limited, Arnscro Limited and Arc Licensed Trade Consultancy Services Limited.

The registered office address for all the above entities is Optionis House, 840 Ibis Court, Centre Park, Warrington, Cheshire WA1 1RL.

**6. Debtors**

	<b>2020 £</b>	<b>2019 £</b>
<b>Current</b>		
Amounts due from group undertakings	7,259,106	7,259,106
	<u>7,259,106</u>	<u>7,259,106</u>

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

**OPTIONIS BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

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

	2020 £	2019 £
<b>Current</b>		
Amounts owed to group undertakings	51,291,095	51,291,095
	<u>51,291,095</u>	<u>51,291,095</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

**8. Called up Share capital**

	2020 £	2019 £
<b>Allotted, issued and fully paid</b>		
1 (2019: 1) ordinary shares of £1 (2019: £1) each	1	1
	<u>1</u>	<u>1</u>

**9. Reserves**

Called up share capital – represents the nominal value of shares that have been issued.

Accumulated losses – represents the accumulated profits, losses and distributions of the company.

**10. Related party transactions**

The company has taken advantage of the exemption available within FRS102 Section 33 not to disclose transactions with fellow wholly owned group undertakings.

Key management personal, who are considered to be the directors, provide their services to other entities within the Optionis group and consider that these services to the company are incidental to their activities within the group.

**11. Ultimate controlling party**

At 31 October 2020, the company's immediate parent undertaking is Optionis Midco Limited, a company incorporated in Great Britain, by virtue of its shareholding.

In the directors' opinion, the company's ultimate parent undertaking is Optionis Limited (formerly Optionis Holdco Limited), a company incorporated in Great Britain. A copy of the financial statements can be obtained from the Company Secretary at the company's address, being KD Tower, Cotterells, Hemel Hempstead, Hertfordshire HP1 1FW. In the opinion of the directors, there is no ultimate controlling party of the Group.