

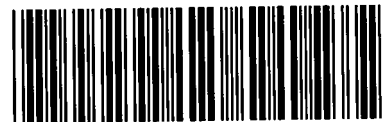
Perfect Commerce UK Limited

Directors' report and financial
statements

Registered number 08880830

31 July 2018

WEDNESDAY



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COMPANIES HOUSE

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Company information

Directors

T Sykes
S McDonough

Registered office

Riverview Court
Castle Gate
Wetherby
LS22 6LE

Auditor

KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Solicitor

Walker Morris Solicitors
Kings Court
12 King Street
Leeds
LS1 2HL

Principal banker

HSBC Bank plc
13 Parliament Street
York
YO1 8XS

Directors' report

The directors present their annual report and the audited financial statements for the 12 months ended 31 July 2018.

Principal activities

The principal activity of the company in the period under review was that of the sale of business software, installation and related support services.

Business review

Perfect Commerce UK Limited was acquired by Proactis Holdings plc on 4 August 2017. The results for the period are detailed on page 6. The final contract remaining in this entity has been transferred to Proactis Ltd at book value. The intention of management is for the business to cease trading and hence these accounts have been prepared on a break up basis. See note 2.

Proposed dividend and transfer to reserves

The directors do not recommend the payment of a dividend (2017: *£nil*). Retained profits of £7,291 (2017: £12,272) have been transferred to reserves.

Directors

The directors who held office during the 12-month period up to the date of this report are listed below:

T Sykes (appointed 4 August 2017)

S McDonough (appointed 4 August 2017)

GH Wall (resigned 9 January 2019)

Political and charitable donations

The company made no political or charitable donations during the period (2017: *£nil*).

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 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 to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

By order of the board



T Sykes
Company Secretary

Riverview Court
Castle Gate
Wetherby
LS22 6LE

15 January 2019

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 applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- 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. As explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis

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 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, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERFECT COMMERCE UK LIMITED

Opinion

We have audited the financial statements of Perfect Commerce UK Limited ("the company") for the year ended 31 July 2018, which comprise the statement of profit and loss and other comprehensive income, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 2. These financial statements have not been prepared on the going concern basis for the reason set out in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

Emphasis of matter – non-going concern basis of preparation.

We draw your attention to the disclosure made in note 2 to the financial statements which explains that the financial statements have not been prepared on a going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report 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 directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERFECT COMMERCE UK LIMITED (CONTINUED)

- take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for 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.

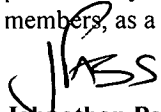
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

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.



**Jonathan Pass (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

1 Sovereign Square

Sovereign Street

Leeds

LS1 4DA

16 January 2019

Profit and loss account and other comprehensive income
for the 12 month period ended 31 July 2018

	<i>Note</i>	12 month period ended July 2018 £	Unaudited 7 month period ended July 2017 £
Turnover		36,500	21,292
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		36,500	21,292
Administration costs		(2,501)	(6,498)
		<hr/>	<hr/>
Operating profit	3	33,999	14,794
Interest receivable and similar income	4	54	-
		<hr/>	<hr/>
Profit before taxation		34,053	14,794
Tax charge on profit	6	(26,762)	(2,522)
		<hr/>	<hr/>
Profit for the financial year		7,291	12,272
		<hr/>	<hr/>

There was no other comprehensive income for the period.

The notes on pages 9 to 13 form part of these financial statements.

Balance sheet
at 31 July 2018

	<i>Note</i>	As at July 2018 £	Unaudited As at July 2017 £
Non-current assets			
Debtors: amounts falling due after more than one year	10	-	26,762
		<hr/>	<hr/>
		-	26,762
Current assets			
Debtors: amounts falling due within one year	7	4,918	8,369
Cash at bank and in hand		35,807	948
		<hr/>	<hr/>
		40,725	9,317
Creditors: amounts falling due within one year	8	(165,231)	(14,769)
		<hr/>	<hr/>
Net current liabilities		(124,506)	(5,452)
		<hr/>	<hr/>
Total assets less current liabilities		(124,506)	21,310
Creditors due after more than one year	9	-	(153,107)
		<hr/>	<hr/>
Net liabilities		(124,506)	(131,797)
		<hr/>	<hr/>
Financed by:			
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account		(124,507)	(131,798)
		<hr/>	<hr/>
Equity shareholders' deficit		(124,506)	(131,797)
		<hr/>	<hr/>

The notes on pages 9 to 13 form part of these financial statements.

These financial statements were approved by the board of directors on 15 January 2019 and were signed on its behalf by:



T Sykes
 Director

Statement of changes in equity
for the period ended 31 July 2018

	Called up Share Capital	Profit and Loss Account	Total
	£	£	£
As at 31 December 2016	1	(144,070)	(144,069)
Result for the period	-	12,272	12,272
	<hr/>	<hr/>	<hr/>
As at 31 July 2017	1	(131,798)	(131,797)
Result for the period	-	7,291	7,291
	<hr/>	<hr/>	<hr/>
As at 31 July 2018	1	(124,507)	(124,506)
	<hr/>	<hr/>	<hr/>

The notes on pages 9 to 13 form part of these financial statements.

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

1 General information

Perfect Commerce UK Limited is a private company, limited by share capital and incorporated in England and Wales.

The registered office is: 2nd Floor, 1 Riverview Court, Castle Gate, Wetherby, West Yorkshire, LS22 6LE.

The principal activity of the Company is the provision of sourcing and procurement of software solutions.

2 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company's ultimate parent undertaking, Proactis Holdings Plc includes the Company in its consolidated financial statements. The consolidated financial statements of Proactis Holdings Plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Riverview Court, Castle Gate, Wetherby, LS22 6LE. These financial statements present information about the Company as an individual undertaking and not about its group.

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

Going concern

As stated in note 12, post balance sheet events, the Directors have stated their intention for the entity to cease trading within 12 months of the signature of these financial statements, following the transfer of the remaining customer contract to another group entity during July 2018.

On that basis, these accounts have not been prepared on the going concern basis. All non-current assets have been restated to fair value where necessary and included within current assets.

Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

The Company derives revenue from provision of Software as a Service – revenue from provision of Software as a Service under contracts with extended terms which combine software and support service elements are recognised evenly over the period to which the services relate. Customers pay a fee quarterly (generally) for a defined contractual term, normally three or five years, and the contracts provide the customer with current software products, rights to received unspecified future software products and rights to support services during the term of the contract. This policy reflects the continuous nature of the transfer of value to the customer. Revenue invoiced but not recognised in the income statement under this policy is classified as deferred income in the balance sheet.

Consultancy services – revenue capable of being allocated to consultancy services is recognised when the service is performed.

The origin and destination of all turnover arises in the UK and relates to one class of business.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Notes to the financial statements (*continued*)

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

3 Operating profit

	12 month period ended July 2018	Unaudited 7 month period ended July 2017
	£	£
Operating profit is stated after charging:		
Auditor's remuneration - audit of these financial statements	-	-

The audit fee for the 2018 financial statements has been borne by the ultimate parent Proactis Holdings PLC.

4 Interest receivable & similar income

	12 month period ended July 2018	Unaudited 7 month period ended July 2017
	£	£
Bank interest	54	-

5 Staff number and costs

The Company does not have any employees. Services are provided to the Company by staff employed by Perfect Commerce LLC. During the period, the Company was charged £nil (2017: £nil) for these services.

None of the company's directors were remunerated by the company during the year ended 31 July 2018 (2017: £Nil) and no retirement benefits are accruing to directors under money purchase schemes (2017: £Nil). The directors are remunerated by the company's parent undertaking, Proactis Holdings PLC. The emoluments of the directors are disclosed within the consolidated financial statements of Proactis Holdings PLC.

Notes to the financial statements *(continued)*

6 Taxation

	Year ended 31 July 2018 £	Unaudited Period ended 31 July 2017 £
Current tax:		
UK corporation tax charge on profit for the period	-	-
Adjustment in respect of prior periods	-	7
	<hr/>	<hr/>
Total current tax	-	7
Deferred tax:		
Origination and reversal of timing differences	26,762	2,515
	<hr/>	<hr/>
Tax charge on profit on ordinary activities	26,762	2,522
	<hr/>	<hr/>

Reconciliation of effective tax rate

The current tax charge for the period is higher (2017: lower) than the standard rate of corporation tax in the UK 19%, (2017: 19.42%). The differences are explained below.

	Year ended 31 July 2018 £	Unaudited Period ended 31 July 2017 £
Profit on ordinary activities after tax	7,291	12,272
Total tax expense	26,762	2,522
Profit on ordinary activities before tax	34,053	14,794
	<hr/>	<hr/>
Current tax at 19% (2017: 19.42%)	6,470	2,874
<i>Effects of:</i>		
Prior year adjustments	-	7
Deferred tax movements	20,292	(359)
	<hr/>	<hr/>
Total tax charge included in profit and loss	26,762	2,522
	<hr/>	<hr/>

The rate (currently 19%) will reduce to 17% from 1 April 2020.

The reduction in tax rates was included in the 2015-2016 Finance Act which was substantively enacted for the purposes of IFRS and UK GAAP (i.e., having completed its Commons stages) on 26 October 2015.

The Budget on 16 March 2016 announced further changes in the main UK corporation tax rate. The effective rate of 18% from 1 April 2020 was to be further reduced to 17%, and this was substantively enacted (ie having passed its Commons Stages) on 6 September 2016. This will reduce the future tax charge accordingly.

Notes to the financial statements *(continued)*

7 Debtors: amounts falling after more than one year

	As at July 2018 £	Unaudited As at July 2017 £
Amounts owed by fellow subsidiary undertakings	4,918	8,369
	<u> </u>	<u> </u>

8 Creditors: amounts falling due within one year

	As at July 2018 £	Unaudited As at July 2017 £
Accruals and deferred income	-	14,762
Amounts owed to fellow subsidiary undertakings	165,231	-
Corporation tax creditor	-	7
	<u> </u>	<u> </u>
	165,231	14,769
	<u> </u>	<u> </u>

Amounts owed to other group companies are interest free and repayable on demand

9 Creditors: amounts falling after more than one year

	As at July 2018 £	Unaudited As at July 2017 £
Amounts owed to fellow subsidiary undertakings	-	153,107
	<u> </u>	<u> </u>

10 Deferred Taxation

Unaudited As at 31 July 2017	26,762
Utilisation of tax losses in the year	(6,470)
Impairment of tax asset	(20,292)
	<u> </u>
As at 31 July 2018	-
	<u> </u>

The deferred tax asset is made up as follows:

	As at July 2018 £	Unaudited As at July 2017 £
Tax losses carried forward	-	26,762
	<u> </u>	<u> </u>

Notes to the financial statements (continued)

11 Share capital

	As at July 2018 £	Unaudited As at July 2017 £
<i>Allotted, called up and fully paid</i>		
Equity interests:		
1 (2017: 1) Ordinary shares of £1 each	1	1
	<hr/>	<hr/>

11 Related parties

The exemption has been taken under FRS 102 in respect of the disclosure of transactions with fellow wholly owned subsidiaries.

12 Post balance sheet events

The Directors have stated their intention for the entity to cease trading within 12 months of the signature of these financial statements, following the transfer of the remaining customer contract to another group entity during July 2018.

13 Ultimate parent company

At the date of these financial statements, the company is a subsidiary undertaking of Proactis Holdings PLC, which is the ultimate parent company incorporated in England and Wales.

The consolidated financial statements of Proactis Holdings PLC are available to the public and can be obtained from:

Riverview Court
 Castle Gate
 Wetherby
 LS22 6LE