

MITEL EUROPE LIMITED

Annual Report and Financial Statements

for the year ended 31 December 2019

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ANNUAL REPORT AND FINANCIAL STATEMENTS
For the year ended 31 December 2019

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

C J Evans
G J Hiscock
R E Hodgetts
S Taylor

SECRETARY

G J Hiscock

REGISTERED OFFICE

Castlegate Business Park
Caldicot
Monmouthshire
NP26 5YR
United Kingdom

BANKERS

HSBC plc
4th Floor
3 Temple Quay
Temple Back East
Bristol
BS1 6DZ
United Kingdom

SOLICITORS

Taylor Wessing
5 New Street Square
London EC4A 3TW
United Kingdom

AUDITOR

Deloitte LLP
Statutory Auditor
Cardiff, United Kingdom

STRATEGIC REPORT

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The directors present their Annual Report and the audited financial statements for the year ended 31 December 2019.

The audited financial statements for the year ended 31 December 2019 are set out in the attached financial statements.

Mitel Europe Limited operates as a holding company for the EMEA region within the Mitel group of companies and charges management fees to its subsidiary holdings for services provided.

The company made a loss of £65,000 in the year (2018 – £8,216,000 profit). The profit in 2018 was largely attributable to a profit on the sale of investments to a fellow group company.

POST BALANCE SHEET EVENTS

On 30 January 2020 the World Health Organization declared the outbreak of a novel strain of Coronavirus disease, later named COVID-19, a Public Health Emergency of International Concern, and on 11 March 2020 declared a pandemic. Further details can be found in the Going Concern section below and in note 16 to the financial statements.

FUTURE DEVELOPMENTS

It is anticipated that the company will continue to exist as a service provider to subsidiary holdings for the foreseeable future.

Following the UK's exit from the European Union on 31 January 2020 and the forthcoming end to the transition phase of Brexit on 31 December 2020, there is a general level of economic uncertainty. Management are monitoring the situation closely in order to be able to respond to any changes in the political and economic climate.

KEY PERFORMANCE INDICATORS

Given the nature of the company, there are no key performance indicators that the directors feel are specific to this entity.

PRINCIPAL RISKS AND UNCERTAINTIES

The main financial risk is the carrying value of the investments in the company's subsidiaries. The directors prepare annual impairment reviews in order to ascertain whether impairment is required against the investments.

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. In reaching this conclusion the directors have assessed both the impact of COVID-19 on the business as well as the financial position and performance of the business below.

COVID-19

The worldwide spread of COVID-19 has resulted in authorities implementing numerous measures to contain the virus, including travel bans and restrictions, quarantines, social and physical distancing, and business limitations and shutdowns. The COVID-19 pandemic has created a global slowdown of economic activity, which has, and will likely continue to decrease demand for a broad variety of goods and services, while also disrupting sales channels and marketing activities until the disease is contained. As at the date of this report, the directors and management do not consider the COVID-19 pandemic to have had a material effect on the company's financial position given that Mitel Europe Limited operates as a holding company for the EMEA region within the Mitel group of companies and its trading activity is limited to charging management fees to its subsidiary holdings for services provided.

STRATEGIC REPORT (continued)

GOING CONCERN (continued)

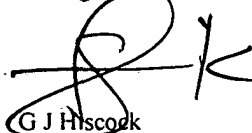
COVID-19 (continued)

At 31 December 2019, the company held net current assets of £6,002,000, consisting largely of current intercompany receivables of £15,903,000, cash at bank of £242,000 and current intercompany payables of £8,466,000. The company generated a loss in the year of £116,000 which is the result of a £1,880,000 impairment being charged to the income statement. The company has limited financial obligations outside the Mitel Group and revenue is generated through management fees for services provided to its subsidiary companies at a contracted operating margin percentage.

In assessing the going concern position of Mitel Europe Limited the directors have assessed the consolidated performance of the Mitel Group at the Mitel Networks (International) Limited consolidation level, as the company is a wholly owned subsidiary of Mitel Networks (International) Limited, and is reliant on the performance of the wider group to enable it to continue to generate management fee income.

The directors and management have considered all the available information including reviewing the consolidated group forecasts for a period of twelve months from the date of signing the financial statements and have no reason to believe that a material uncertainty exists that may cast significant doubt over the ability of the Mitel group to continue as a going concern. Accordingly, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least twelve months from the date of signing this report and, therefore, they continue to adopt the going concern basis in preparing the report and accounts.

Approved by the Board of Directors
and signed on behalf of the Board



G J Hiscock

Director

14 December 2020

DIRECTORS' REPORT

The directors present their Annual Report and the audited financial statements for the year ended 31 December 2019.

ACCOUNTING PERIOD

These financial statements are for the year ended 31 December 2019. The comparative results are for the year ended 31 December 2018.

DIVIDENDS

No dividend was paid during the year (2018 - £nil), and no dividends have been paid or proposed after the balance sheet date.

DIRECTORS

The directors of the company, who served throughout the financial year and subsequently, are as follows.

G J Hiscock
C J Evans
R E Hodgetts
S Taylor

DIRECTORS' INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on page 2.

POST BALANCE SHEET EVENTS

On 30 January 2020 the World Health Organization declared the outbreak of a novel strain of Coronavirus disease, later named COVID-19, a Public Health Emergency of International Concern, and on 11 March 2020 declared a pandemic. Further details can be found in the Strategic Report on page 2.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Given the nature of the company, the main financial risk is the carrying value of the investment in its subsidiaries. The directors prepare annual impairment reviews in order to ascertain whether an impairment is required against its investments.

Other financial risks include:

Credit risk

The company's financial assets that are exposed to credit risk consist primarily of cash at bank and in hand, and accounts receivable and other receivables. Cash and cash equivalents are invested in government and commercial paper with investment grade listing. The majority of receivables are with other group companies and as such, this risk is limited.

Foreign currency risk

The company transacts mostly in British pounds and is therefore not exposed to significant foreign currency risk. It is, however, exposed to some currency rate fluctuations relating to future net cash flows from operations predominately in Euros and US dollars. From time to time, the company uses foreign currency forward contracts and foreign currency swaps to minimise the short-term impact of currency fluctuations on foreign currency receivables, payables and inter-company balances. These contracts are not entered into for speculative purposes and are not treated as hedges for accounting purposes.

DIRECTORS' REPORT (continued)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each of the directors 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.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'G J Hiscock' with a stylized flourish at the end.

G J Hiscock
Director
14 December 2020

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 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 MEMBER OF
MITEL EUROPE LIMITED**

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Mitel Europe Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 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.

We have audited the financial statements which comprise:

- The profit and loss account;
- the balance sheet;
- the statement of changes in equity;
- the statement of accounting policies; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
MITEL EUROPE LIMITED (continued)**

Other information

The directors are responsible for the 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 respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
MITEL EUROPE LIMITED (continued)**

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.



Andrew Woodhead (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Cardiff, United Kingdom
15 December 2020

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
TURNOVER	3	6,503	4,414
Administrative expenses		(6,114)	(5,631)
OPERATING PROFIT/(LOSS)		389	(1,217)
Amounts written off investments		(1,880)	(1,284)
Net finance income	4	1,187	728
Profit from sale of fixed asset investments		-	10,187
(LOSS)/PROFIT BEFORE TAXATION	6	(304)	8,414
Tax on (loss)/profit	7	188	(198)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(116)	8,216

All activities derive from continuing operations.

There have been no recognised gains and losses for the current financial year or the prior financial year other than as stated in the profit and loss account and, accordingly, no separate statement of comprehensive income is presented.

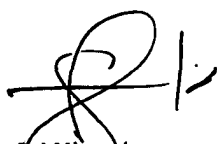
The notes on pages 13 to 23 form part of these financial statements.

BALANCE SHEET
At 31 December 2019

	Note	2019 £'000	2018 £'000
FIXED ASSETS			
Investments	8	146,939	148,819
Debtors due after more than one year	9	24,930	25,804
		<u>171,869</u>	<u>174,623</u>
CURRENT ASSETS			
Debtors due within one year	10	16,492	16,733
Cash at bank and in hand		242	455
		<u>16,734</u>	<u>17,188</u>
CREDITORS: amounts falling due within one year	12	<u>(10,732)</u>	<u>(14,201)</u>
NET CURRENT ASSETS		<u>6,002</u>	<u>2,987</u>
TOTAL ASSETS LESS CURRENT ASSETS		<u>177,871</u>	<u>177,610</u>
CREDITORS: amounts falling due after more than one year	13	<u>(11,798)</u>	<u>(11,472)</u>
NET ASSETS		<u>166,073</u>	<u>166,138</u>
CAPITAL AND RESERVES			
Called-up share capital	14	2	2
Share premium account		13,736	13,736
Profit and loss account		152,335	152,400
SHAREHOLDER'S FUNDS		<u>166,073</u>	<u>166,138</u>

The financial statements of Mitel Europe Limited, registered number 09059484, were approved by the Board of Directors and authorised for issue on 14 December 2020.

Signed on behalf of the Board of Directors



GJ Hiscock
 Director

STATEMENT OF CHANGES IN EQUITY
At 31 December 2019

	Note	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
At 1 January 2018		2	12,429	144,184	156,615
Profit for the financial year, being the total comprehensive expense		-	-	8,216	8,216
Issue of share capital	14	-	1,307	-	1,307
At 31 December 2018		2	13,736	152,400	166,138
Loss for the financial year		-	-	(116)	(116)
Total comprehensive income		-	-	(116)	(116)
Credit to equity for equity-settled share-based payments	15	-	-	51	51
At 31 December 2019		2	13,736	152,335	166,073

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards. The particular accounting policies adopted, which have been applied consistently throughout the current financial year and the prior financial year, are described below.

Accounting convention

Mitel Europe Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the company's registered office is shown on page 1.

The principal activities of the company and the nature of the company's operations are set out in the Strategic Report.

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102").

The functional currency of Mitel Europe Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Exemptions

The company has taken advantage of the following exemptions available under FRS 102 as equivalent disclosures have been given in the consolidated financial statements of MLN TopCo Limited which include the results of Mitel Europe Limited:

- the exemption from preparing a statement of cash flows;
- the exemption from disclosing key management personnel compensation;
- the exemption from certain financial instrument disclosures;
- the exemption from disclosing share-based payment information; and
- the exemption from disclosing related party transactions.

The company has taken advantage of the exemption permitted by section 400 of the Companies Act 2006 and not produced consolidated financial statements as, at 31 December 2019, it was itself a wholly-owned subsidiary of MLN TopCo Limited. The financial statements therefore present information about the company as an individual undertaking and not about its group.

Copies of the consolidated financial statements of MLN TopCo Limited will be filed along with these financial statements.

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. In reaching this conclusion the directors have assessed both the impact of COVID-19 on the business as well as the financial position and performance of the business below.

COVID-19

The worldwide spread of COVID-19 has resulted in authorities implementing numerous measures to contain the virus, including travel bans and restrictions, quarantines, social and physical distancing, and business limitations and shutdowns. The COVID-19 pandemic has created a global slowdown of economic activity, which has, and will likely continue to decrease demand for a broad variety of goods and services, while also disrupting sales channels and marketing activities until the disease is contained. As at the date of this report, the directors and management do not consider the COVID-19 pandemic to have had a material effect on the company's financial position given that Mitel Europe Limited operates as a holding company for the EMEA region within the Mitel group of companies and its trading activity is limited to charging management fees to its subsidiary holdings for services provided.

NOTES TO THE FINANCIAL STATEMENTS**For the year ended 31 December 2019****1. ACCOUNTING POLICIES (continued)****Going concern (continued)****COVID-19 (continued)**

At 31 December 2019, the company held net current assets of £6,002,000, consisting largely of current intercompany receivables of £15,903,000, cash at bank of £242,000 and current intercompany payables of £8,466,000. The company generated a loss in the year of £116,000 which is the result of a £1,880,000 impairment being charged to the income statement. The company has limited financial obligations outside the Mitel Group and revenue is generated through management fees for services provided to its subsidiary companies at a contracted operating margin percentage.

In assessing the going concern position of Mitel Europe Limited the directors have assessed the consolidated performance of the Mitel Group at the Mitel Networks (International) Limited consolidation level, as the company is a wholly owned subsidiary of Mitel Networks (International) Limited, and is reliant on the performance of the wider group to enable it to continue to generate management fee income.

The directors and management have considered all the available information including reviewing the consolidated group forecasts for a period of twelve months from the date of signing the financial statements and have no reason to believe that a material uncertainty exists that may cast significant doubt over the ability of the Mitel group to continue as a going concern. Accordingly, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least twelve months from the date of approval of the financial statements and, therefore, they continue to adopt the going concern basis in preparing the report and accounts.

Investments

Fixed asset investments are stated at cost less any provision for impairment.

Impairment of fixed asset investments

An asset is impaired when the present value of future cash flows, discounted at the group's weighted average cost of capital, is less than the asset's carrying value.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially measured at transaction price.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability separately.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest rate method, less any impairment. Interest income is recognised by applying the effective interest rate except for short-term receivables when the recognition of interest would be immaterial.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method, with interest expense recognised on an effective yield basis.

The effective interest rate method is a method of calculating the amortised cost of the financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, or the net carrying amount on initial recognition.

Turnover

Turnover consists of management fees for services to its subsidiary companies. Turnover is recognised in the period in which the services are provided.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Taxation (continued)

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the company and the amount of revenue can be measured reliably).

Share-based payments

The company has applied the requirements of FRS 102 Section 26 relating to share-based payment transactions.

Certain employees receive remuneration in the form of share-based payments, being share options in parent company, MLN TopCo Limited. Options granted under the plan are generally granted for a fixed number of shares with an exercise price at least equal to the fair market value of the shares at the date of grant and have a term of ten years.

The expense for equity-settled share-based payments is based on the fair value estimate made on the grant date using the Black-Scholes option-pricing model for each award and is recognised on a straight-line basis over the employee service period, which is the vesting period. The company estimates the volatility of its stock for the Black-Scholes option-pricing model using historical volatility of the company's stock. As the options are over shares in MLN TopCo Limited and equity settled, a capital contribution is also recorded.

Forfeitures are accounted for as they occur, through reversal of the previously recognized expense on the awards that were forfeited during the year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the company's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Valuation of investments

The company carries out an annual impairment review of its investments. When assessing the valuation, the directors consider the past and budgeted future performance of the underlying entity. The directors use certain assumptions about its future performance, for example, the growth of the business and profitability. Estimates are also made in determining the group's weighted average cost of capital.

Key source of estimation uncertainty

Management do not consider there to be any key areas involving estimation uncertainty.

3. TURNOVER

Turnover relates to one class of business and arises in the United Kingdom. Analysis of turnover by destination is stated below:

	2019 £'000	2018 £'000
United Kingdom	2,361	1,550
Rest of Europe	4,142	2,864
	<u>6,503</u>	<u>4,414</u>

All of the company's turnover is derived from the rendering of services.

4. NET FINANCE INCOME

	2019 £'000	2018 £'000
Interest payable on loan note	21	21
Interest receivable on loan note	(2,049)	(172)
Foreign exchange loss/(gain)	842	(578)
Other finance (income)/costs	(1)	1
	<u>(1,187)</u>	<u>(728)</u>

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

5. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2019	2018
	£'000	£'000
Employee costs (including directors' emoluments)		
Wages and salaries	3,733	2,588
Social security costs	490	322
Other pension costs	148	94
Share-based payments	-	102
	<u>4,371</u>	<u>3,106</u>

The average monthly number of employees during the year was made up as follows:

	No.	No.
Support	<u>17</u>	<u>14</u>

	£'000	£'000
Directors' remuneration		
Emoluments	644	448
Company contributions to money purchase pension scheme	21	20
	<u>665</u>	<u>468</u>

	No.	No.
The number of directors who:		
Are members of a money purchase pension scheme	3	3
Exercised options over shares	-	2
Had awards receivable in the form of shares under a long-term incentive scheme	-	3

	£'000	£'000
Amounts in respect of the highest paid director		
Emoluments	273	175
Company contributions to money purchase pension scheme	9	7
	<u>282</u>	<u>182</u>

G J Hiscock is remunerated by other group companies for his services to the group as a whole. It is not practicable to allocate his remuneration between services to the company and to the group.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

6. (LOSS)/PROFIT BEFORE TAX

	2019 £'000	2018 £'000
This is stated after charging/(crediting)		
Auditor's remuneration:		
- Fees payable to Deloitte LLP and their associates for the audit of the company's accounts	9	6
Foreign exchange loss/(gain)	842	(578)
Impairment of fixed asset investments	1,880	1,284
	<u>1,880</u>	<u>1,284</u>

7. TAX ON (LOSS)/PROFIT

	2019 £'000	2018 £'000
Current tax on (loss)/profit		
United Kingdom corporation tax:		
Current tax on income for the year	-	114
Adjustment in respect of prior periods	188	82
Total current tax	<u>188</u>	<u>196</u>
Deferred tax		
Deferred tax (Note 11)	-	2
Total tax on (loss)/profit	<u>188</u>	<u>198</u>

The difference between the total tax shown above and the amount calculated by applying the blended rate of UK corporation tax to the loss before tax is as follows:

	£'000	£'000
(Loss)/profit before tax	<u>(304)</u>	<u>8,414</u>
Tax on (loss)/profit at standard UK corporation tax rate of 19% (2018 – 19%)	(58)	1,599
Effects of:		
Expenses not deductible for tax purposes	329	(1,483)
Group relief	(271)	-
Adjustment in respect of prior period	(188)	82
Total tax expense for the year	<u>(188)</u>	<u>198</u>

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

8. FIXED ASSET INVESTMENTS

	Subsidiary companies £'000
Cost	
At 1 January and 31 December 2019	<u>265,550</u>
Provisions for impairment	
At 1 January 2019	116,731
Provision for impairment	<u>1,880</u>
At 31 December 2019	<u>118,611</u>
Net book value	
At 31 December 2019	<u>146,939</u>
At 31 December 2018	<u>148,819</u>

A provision for impairment has been recognised against one of the company's investments as a result of a review of the business of the subsidiary.

The company has investments in the following subsidiary undertakings:

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

8. FIXED ASSET INVESTMENTS (continued)

	Registered office	Principal activity	Holding	%
Mitel Networks Holdings Limited	Castlegate Business Park, Portskewett. NP26 5YR UK	Holding company	Ordinary shares	100
Aastra Telecom (UK) Limited	Castlegate Business Park, Portskewett. NP26 5YR UK	Telecommunications	Ordinary shares	100
Mitel Netherlands BV (c)	Van Deventerlaan 30-40, 3528 AE Utrecht, Netherlands	Telecommunications	Ordinary shares	100
Mitel Schweiz AG	Zieglmattstrasse 1, CH-4503 Solothurn, Switzerland	Telecommunications	Ordinary shares	100
Aastra Telecom Europe A/S	Roskildevej 342 B, 2. DK- 2630 Taastrup, Denmark	Holding company	Ordinary shares	100
Mitel Denmark A/S	Roskildevej 342 B, 2. DK- 2630 Taastrup, Denmark	Telecommunications	Ordinary shares	100
Mitel France SAS	Rue Arnold Schoenberg 1, 78286 Guyancourt, France	Telecommunications	Ordinary shares	100
Mitel Italia SpA	Corso di Porta Vittoria 9, Milan, Italy	Telecommunications	Ordinary shares	100
Mitel Communications Finland Oy	Tekniikantie 14 (Innopoli II) 02150 Espoo, Finland	Telecommunications	Ordinary shares	100
Mitel Norway AS	Østensjøveien 39/41, 0667 Oslo, Norway	Telecommunications	Ordinary shares	100
Mitel Lease SA (a)	Rue de la Grenouillette 2b, 1130 Brussels, Belgium	Leasing	Ordinary shares	100
Mitel Belgium SA (a)	Telecomlaan 9 bus 2, 1831 Diegem, Belgium	Telecommunications	Ordinary shares	100
Mitel Austria GmbH	Schönbrunner Str. 218/6.02, 1120 Vienna, Austria	Telecommunications	Ordinary shares	100
Aastra Telecom Portugal SA	Praça de Alvalade, Edif. Alvalade, nº 6 – 3º Esq. 1700-036 Lisbon, Portugal	Telecommunications	Ordinary shares	100
Mitel Networks Limited (b)	Castlegate Business Park, Portskewett. NP26 5YR UK	Telecommunications	Ordinary shares	100
Mitel Spain SL	C/Capitán Haya 1, pl 17 28020 Madrid, Spain	Telecommunications	Ordinary shares	100
Telepo Limited	Suite 1, 3 rd Floor 11-12 St. James's Square, London SW1Y 4LB UK	Telecommunications	Ordinary shares	100
Connected Hotels Limited	5 New Street Square, London EC4A 3TW UK	Telecommunications	Ordinary shares	100
Connected Guests Limited (b)	5 New Street Square, London EC4A 3TW UK	Telecommunications	Ordinary shares	100
TigerTMS Limited (b)	77-79 Christchurch Road, Ringwood BH24 1DH UK	Telecommunications	Ordinary shares	100
ShoreTel UK Limited	Inspired South Office Suite, Easthampstead Road, Bracknell RG12 1YQ UK	Telecommunications	Ordinary shares	100

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

8. FIXED ASSET INVESTMENTS (continued)

	Registered office	Principal activity	Holding	%
Mitel Networks Middle East FZ-LLC	Dubai Internet City Freezone Building 17, Office 263, PO Box 500193 Dubai	Telecommunications	Ordinary shares	100
Mitel Communications Private Limited	2nd Floor, A-Wing, Plot no. 19/4 & 27 Kadubisanahalli village, Varthur Hobli, Bangalore, Bangalore Karnataka, India 560103	Telecommunications	Ordinary shares	99
Mitel Czech Republic s.r.o.	Haštalská 1072/6, 110 00 Prague 1 - Staré Město, Czech Republic	Telecommunications	Ordinary shares	100
Mitel Networks Pension Trustee Co. Ltd (b)	Castlegate Business Park, Portskewett. NP26 5YR UK	Pension trustees	Ordinary shares	100

(a) Mitel Networks Corporation, the parent company of Mitel Europe Limited, owns less than 1% of these entities.

(b) These subsidiaries are held indirectly by the company.

(c) Mitel Netherlands BV is owned 92% directly and 8% indirectly.

9. DEBTORS DUE AFTER MORE THAN ONE YEAR

Amounts falling due after more than one year

Amount owed by parent undertaking due after more than one year	24,930	25,804
--	--------	--------

Amounts owed by parent undertakings due after one year are unsecured with a maturity date of 30 November 2025, bearing interest at 8% per annum.

10. DEBTORS DUE WITHIN ONE YEAR

	2019 £'000	2018 £'000
Amounts falling due within one year		
Amounts owed by group undertakings	15,903	16,729
Other debtors	-	1
Deferred taxation asset (note 11)	3	3
Corporation tax	129	-
Prepayments	457	-
	<u>16,492</u>	<u>16,733</u>

Amounts owed by group undertakings due within one year are interest free, unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

11. DEFERRED TAXATION ASSET

The movement in deferred taxation is as follows:

	£'000
At 1 January 2019	(3)
Charge to profit and loss account (note 7)	-
	<u>(3)</u>
At 31 December 2019	<u>(3)</u>

	2019 £'000	2018 £'000
Charge/(credit) to the profit and loss account (note 7)	-	2
	<u>-</u>	<u>2</u>

The amounts of deferred taxation provided in the financial statements are as follows:

	£'000	£'000
Other timing differences	(3)	(3)
	<u>(3)</u>	<u>(3)</u>

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2019 £'000	2018 £'000
Trade creditors	494	-
Amounts owed to group undertakings	8,466	11,064
Other taxation and social security	35	160
Corporation tax	-	88
Accruals	1,737	2,889
	<u>10,732</u>	<u>14,201</u>

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

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2019 £'000	2018 £'000
Amounts owed to group undertakings	11,798	11,472
	<u>11,798</u>	<u>11,472</u>

£2,151,000 of amounts owed to group undertakings carries an interest rate of 0.98%. The remainder of amounts owed are interest-free. All amounts are unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

14. CALLED-UP SHARE CAPITAL

Ordinary share of £1 each	Allotted, called-up and fully-paid	
	No.	£'000
At 1 January 2019 and 31 December 2019	2,006	2

The share premium reserve represents the difference between the par value of the shares issued and the subscription or issue price. On 12 July 2016, the company reduced its share premium account by £265,000,000 by way of a capital reduction.

The profit and loss reserve represents cumulative profits or losses net of dividends paid and other adjustments.

15. SHARE-BASED PAYMENTS

Certain employees receive remuneration in the form of share-based payments, being share options in parent company, MLN TopCo Limited. The required disclosures are included in the MLN TopCo Limited consolidated financial statements.

Options granted under the plan are generally granted for a fixed number of shares with an exercise price at least equal to the fair market value of the shares at the date of grant and have a term of ten years.

The expense for equity-settled share-based payments is based on the fair value estimate made on the grant date using the Black-Scholes option-pricing model for each award and is recognized on a straight-line basis over the employee service period, which is the vesting period. The company estimates the volatility of its stock for the Black-Scholes option-pricing model using historical volatility of the company's stock.

Forfeitures are accounted for as they occur, through reversal of the previously recognized expense on the awards that were forfeited during the year.

16. POST BALANCE SHEET EVENTS

Due to the on-going impact of COVID-19 on post year-end trading, management deem there to be a high probability that there may be evidence of further impairment indicators in the current year in relation to the investment balances held at the balance sheet date. The directors are satisfied that this represents a non-adjusting event for the year ending 31st December 2019, as the pandemic did not occur until post year end, and therefore the directors could not have foreseen the impact of this at the balance sheet date.

17. PARENT UNDERTAKING AND ULTIMATE CONTROLLING PARTY

In the directors' opinion, at 31 December 2019, the immediate parent undertaking was MLN UK Midco Limited, a Company registered in the UK. The ultimate parent undertaking and controlling party is Searchlight Capital Partners II GP, LLC, a company registered in the USA.

The largest group of undertakings for which these results are consolidated is MLN TopCo Limited, a company registered in the Cayman Islands. Its registered office address is Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands.

Copies of the financial statements of MLN TopCo Limited will be filed at Companies House alongside these financial statements.

MLN TOPCO LIMITED
FINANCIAL STATEMENTS AND ANNUAL REPORT
FOR THE PERIOD
30 NOVEMBER 2018 to 31 DECEMBER 2019

STRATEGIC REPORT

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The directors present their Annual Report and audited consolidated financial statements for the year ended 31 December 2019. Comparative figures present one month of operations – from 30 November 2018 through to 31 December 2018, therefore were not meaningful for the purpose of this report.

MLN TopCo Limited was incorporated under the laws of the Cayman Islands on 19 April 2018.

Through the acquisition of Mitel Networks Corporation, on 30 November 2018, MLN TopCo Limited and its subsidiaries (together “Mitel” or the “Company”) have become a global provider of Cloud and On-Site business communications and collaboration solutions. Our software product development enables us to help more than 70 million end users around the world, including more than a million cloud-based Unified Communications as a Service (UCaaS) subscribers, to seamlessly connect, collaborate and provide innovative solutions to their customers. Our global customer base leverages Mitel innovation every day in approximately 100 countries.

Mitel’s strategy is built on the principle of putting customers first and providing an exceptional customer experience. We do that by providing a seamless technology path that will enable businesses to communicate, collaborate and participate in the digital transformation and application economy that is reshaping business models and competition globally.

By utilising our research and development workforce, we believe we are uniquely positioned to offer customers a comprehensive portfolio of complementary and interoperable communications and collaborations solutions, globally.

With a global geographic footprint, we are structured around three primary geographic markets defined as the Americas, consisting of the continents of North America and South America; EMEA, which includes the continent of Europe, the Middle East and Africa; and Asia Pacific, which includes the continent of Asia and the Pacific region, including Australia and New Zealand.

FUTURE DEVELOPMENTS

Mitel operates in a dynamic and highly competitive industry, with changes in both technologies and business models. We believe that each industry shift is an opportunity to conceive new products, new technologies, or new ideas that can further transform the industry and our business. Through a broad range of research and development activities, we seek to identify and address the changing demands of customers, industry trends, and competitive forces.

SUBSEQUENT EVENTS

In January 2020, the World Health Organization (the “WHO”) declared the outbreak of a novel strain of Coronavirus disease (COVID-19) a Public Health Emergency of International Concern. In February 2020, the WHO raised the threat level of the disease from high to very high at a global level and in March 2020, the WHO declared COVID-19 a pandemic.

Further details regarding subsequent events can be found in note 20 to the consolidated financial statements.

STRATEGIC REPORT (continued)

KEY PERFORMANCE INDICATORS

Key performance indicators that we use to manage our business and evaluate our financial results and operating performance include: revenues, gross margins, operating costs, operating income, net income, cash flows from operations, and Adjusted EBITDA.

Revenue performance is evaluated from both a segment and geographical perspective by comparing our actual results against both management forecasts and prior period results.

Gross margin performance is evaluated from a segment perspective by comparing our actual results against both management forecasts and prior period results.

Cash flow from operations is the key performance indicator with respect to cash flows. As part of monitoring cash flow from operations, we also monitor our days sales outstanding, our inventory turns and our days expenses in payables outstanding.

Adjusted EBITDA, a non-GAAP measure, is evaluated by comparing actual results to management forecasts and prior period results.

In addition to the above indicators, from time to time, we also monitor non-financial performance in the following areas: status of key customer contracts, the achievement of expected milestones of our key R&D projects and the achievement of our key strategic initiatives.

In an effort to ensure we are creating value for and maintaining strong relationships with our customers, we monitor customer service levels. With respect to our R&D projects, we measure content, quality and timeliness against project plans.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors have considered the principal risks and uncertainties of the company and believe them to include the following:

Our operating results may be adversely affected by unfavourable economic and market conditions in key markets, particularly in the United States and Europe.

Challenging economic conditions worldwide, particularly in the United States and in Europe, have, from time to time, contributed, and may continue to contribute, to slowdowns in the communications industry at large, as well as in specific segments and markets in which we operate, resulting in, but not limited to:

- reduced demand for our products;
- increased price competition for our products;
- risk of excess and obsolete inventories;
- risk of supply constraints;
- risk of manufacturing capacity;
- higher overhead costs as a percentage of revenue; and
- higher interest expense.

The global macroeconomic environment is challenging and volatile. The effect of the COVID-19 pandemic, instability in the global credit markets, central bank monetary policies, the instability in the geopolitical environment in many parts of the world and other disruptions, such as changes in energy costs, the United Kingdom's withdrawal from the European Union, regulatory and policy uncertainty in the United States, and uncertainty surrounding international trade arrangements, such as NAFTA, may adversely impact global economic conditions. If global economic and market conditions, or economic conditions in key markets remain uncertain, we may experience material impacts on our business, operating results, and financial condition.

STRATEGIC REPORT (continued)**PRINCIPAL RISKS AND UNCERTAINTIES (continued)**

We rely on our channel partners (which includes our wholesale distribution channel) for a significant component of our sales and so disruptions to our partners could have a material adverse effect on our ability to generate revenues.

Our future success is highly dependent upon establishing and maintaining successful relationships with a variety of channel partners. A substantial portion of our revenues is derived through and dependent upon our channel partners, most of which also sell our competitors' products. In addition, many potential channel partners have established relationships with our competitors and may not be willing to invest the time and resources required to train their staff to effectively market our solutions and services. The loss of, or reduction in, sales to these channel partners could materially reduce our revenues. Our competitors may in some cases be effective in causing our channel partners or potential channel partners to favour their products or prevent or reduce sales of our solutions. If we fail to maintain relationships with these channel partners, fail to develop new relationships with channel partners in new markets or expand the number of channel partners in existing markets, fail to manage, train or provide appropriate incentives to existing channel partners or if these channel partners are not successful in their sales efforts, sales of our solutions may decrease and our operating results would suffer.

We face competition from many competitors.

The market for our solutions is highly competitive and subject to rapidly changing technologies. This brings a challenging environment where we may face future competition from companies that do not currently compete in the business communications market. This includes companies that currently compete in other sectors of the information technology, communications or software markets, including mobile communications companies or communications companies that serve residential customers, rather than business customers.

Existing and potential competitors may have greater financial, personnel, research, project management and other resources derived from their brands or reputations and broader customer bases that are more well-established than ours. As a result, these competitors may be in a stronger position to respond more effectively to potential acquisitions and other market opportunities, new or emerging technologies and changes in customer requirements. Some of these competitors may also have customer bases that are more diversified than ours and therefore may be less affected by an economic downturn in a particular region. Competitors with greater resources may also be able to offer lower prices, additional products or services or other incentives that we do not offer or cannot match.

Additional risks and uncertainties affecting the Company are detailed in note 17 to the consolidated financial statements.

GOING CONCERN

These consolidated financial statements as at and for the year ended 31 December 2019, have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") which assume that the Company will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of operations.

The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of Mitel to continue as a going concern. Accordingly, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and, therefore, they continue to adopt the going concern basis in preparing the report and accounts.

In January 2020, the World Health Organization (the "WHO") declared the outbreak of a novel strain of Coronavirus disease ("COVID-19") a "Public Health Emergency of International Concern." In February 2020, the WHO raised the COVID-19 threat level from high to very high at a global level and in March 2020, the WHO characterized the COVID-19 as a pandemic.

STRATEGIC REPORT (continued)

GOING CONCERN (continued)

The worldwide spread of COVID-19 has resulted in authorities implementing numerous measures to contain the virus, including travel bans and restrictions, quarantines, shelter-in-place orders, and business limitations and shutdowns. The COVID-19 pandemic has created a global slowdown of economic activity, which has, and will likely continue to decrease demand for a broad variety of goods and services, while also disrupting sales channels and marketing activities until the disease is contained.

As of the date of this report, the extent to which the COVID-19 pandemic may impact the Company's financial condition and results of operations remains highly uncertain. While the initial effect of the pandemic did not materially affect the Company's financial results, the effect of the COVID-19 pandemic may not be fully reflected in the Company's results of operations and overall financial performance until future periods. The extent of the impact of the COVID-19 pandemic on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, actions taken to contain the virus or its impact and impact on the Company's suppliers, customers, partners, resellers and employees, all of which are uncertain and cannot be predicted.

The financial statements have been prepared based upon conditions existing at December 31, 2019. As the outbreak of COVID-19 occurred after December 31, 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at December 31, 2019 for the impacts of COVID-19.

STRATEGIC REPORT (continued)

SECTION 172 STATEMENT

The success of our business is dependent on the support of all of our stakeholders. Building positive relationships with stakeholders that share our values is important to us and working together towards shared goals assists us in delivering long-term sustainable success.

Reports are regularly made to the Board about the strategy, performance and key decisions taken which provides the Board with assurance that proper consideration is given to stakeholder interests in decision-making. The Board is well informed about the views of stakeholders through the regular reporting on stakeholder views and it uses this information to assess the impact of decisions on each stakeholder group as part of its own decision-making process. Details of the key stakeholders and how we engage with them are set out below.

Colleagues

Our people are key to our success and we want them to be successful individually and as a team. There are many ways we engage with and listen to our people including a regular dialogue with employees through our intranet, email communication, team briefings and regular meetings. Matters of current interest and concern to the business are regularly discussed with employees at departmental, inter-department and “all employee” meetings. The company operates various incentive and recognition schemes including bonus schemes and an annual incentive plan based on the group’s performance.

The company actively promotes the employment of disabled people and maintains close links with disablement bodies. When selecting candidates for employment, the company concentrates on their abilities and not their disabilities. Employees who become disabled during their employment with the company are considered for alternative employment where necessary and are provided with medical counselling.

Customers

Our ambition is to deliver best-in-class service to trade customers. We build strong lasting relationships with our trade customers and spend considerable time with them to understand their needs and views and listen to how we can improve our offer and service for them.

We regularly seek to introduce new products, features, applications and services to address the requirements of our customers. We put the customer at the centre of everything we do. Mitel’s history of success in software-based cloud and enterprise communications solutions has provided us with the foundation for continued innovation. In recent years, we have increasingly invested in cloud-based R&D to support our rapidly growing cloud business. Our R&D personnel are skilled with deep domain expertise in the diverse areas of telecommunications, IP networking, unified communications, Contact Centre solutions software and vertical applications. We work to continuously improve our R&D efforts through operational measurement, adoption of best practices, effective partnerships and investment in our people.

As of December 31, 2019, we had approximately 900 employees working in our R&D department on cloud and enterprise solutions. Our global R&D workforce is located predominantly in North America, Europe, and India.

Suppliers

We build strong relationships with our suppliers to develop mutually beneficial and lasting partnerships. The Board recognises that relationships with suppliers are important to the Group’s long-term success and is briefed on supplier feedback and issues on a regular basis.

Communities

We engage with the communities in which we operate to build trust and understand the local issues that are important to them. Key areas of focus include how we can support local causes and issues, create opportunities to recruit and develop local people and help to look after the environment. We partner with local charities and organisations at a site level to raise awareness and funds. The impact of decisions on the environment both locally and nationally is considered with such considerations as the use of and disposal of plastic and how this might be minimised.

SECTION 172 STATEMENT (continued)

STRATEGIC REPORT (continued)

Government and regulators

We engage with the government and regulators through a range of industry consultations, meetings and conferences. The Board is updated on legal and regulatory developments and takes these into account when considering future actions.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'M. K.', written in a cursive style.

Director
June 29, 2020

DIRECTORS' REPORT

The directors present their Annual Report and the audited consolidated financial statements for the year ended 31 December 2019.

ACCOUNTING PERIOD

These consolidated financial statements are for the year ended 31 December 2019. The comparative results are for the period from 19 April 2018 to 31 December 2018. Comparative figures present one month of operations – from 30 November 2018 through to 31 December 2018, therefore were not meaningful for the purpose of this report

DIVIDENDS

No dividend was paid during the period (period ended 31 December 2018 - \$nil) and no dividends have been paid or proposed after the balance sheet date.

DIRECTORS

The directors of the company, who served throughout the financial period and subsequently, are as follows.

Francois Dekker
Nicolo Zanotto

DIRECTORS' INDEMNITIES

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on page x

SUBSEQUENT EVENTS

Details of significant events since the balance sheet date are contained in the Strategic Report and in note 20 to the consolidated financial statements.

RESEARCH AND DEVELOPMENT

Refer to s.172 report in the Strategic Report.

DISABLED EMPLOYEES

Refer to s.172 report in the Strategic Report.

EMPLOYEE CONSULATATION

Refer to s.172 report in the Strategic Report.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main financial risks affecting the Company are foreign currency risk, interest rate risk, credit risk and concentration risk. More details about these risks can be found in note 17 to the consolidated financial statements.

DIRECTORS' REPORT (continued)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors 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.

Approved by the Board of Directors
and signed on behalf of the Board



Director
June 29, 2020

Independent Auditor's Report

To the Board of Directors and Shareholders of
MLN TopCo Ltd.

Opinion

We have audited the consolidated financial statements of MLN TopCo Ltd. (the "Company"), which comprise the consolidated balance sheet as at December 31, 2019 and the consolidated statements of operations, comprehensive income (loss), changes in shareholders' equity and cash flows for the year ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the year ended December 31, 2019 in accordance with United States Generally Accepted Accounting Principles ("US GAAP").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). 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 Canada, 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.

Responsibilities of Management and Those Charged with Governance

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for such internal control as management determines 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, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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 Canadian GAAS 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.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditor's report thereon, in the Strategic and Directors' Report.

Our opinion on the financial statements does not cover the other information and 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 identified above 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.

We obtained the Strategic and Directors' Report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
Ottawa, Ontario
June 29, 2020

MLN TopCo Ltd.
(incorporated on April 19, 2018)
CONSOLIDATED BALANCE SHEETS
(in U.S. dollars, millions)

	December 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 26.6	\$ 56.0
Accounts receivable (net of allowance for doubtful accounts of \$11.1 and \$11.5)	156.4	200.0
Inventories	67.6	68.3
Other current assets (note 4)	61.8	81.4
	<u>312.4</u>	<u>405.7</u>
Deferred tax asset (note 15)	43.8	28.8
Property and equipment (net) (note 5)	55.6	45.7
Operating lease right-of-use assets	77.7	0.0
Identifiable intangible assets (net) (note 6)	1,119.2	1,306.0
Goodwill (note 7)	802.5	802.5
Other non-current assets (note 8)	50.8	21.0
	<u>\$ 2,462.0</u>	<u>\$ 2,609.7</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities (note 9)	\$ 229.4	\$ 278.4
Current portion of deferred revenue	131.7	114.7
Current portion of operating lease liabilities	22.4	0.0
Current portion of long-term debt (note 10)	12.6	13.7
	<u>396.1</u>	<u>406.8</u>
Non-current portion of deferred revenue	41.3	40.9
Non-current portion of operating lease liabilities	72.8	0.0
Long-term debt (note 10)	1,364.7	1,319.6
Deferred tax liability (note 15)	59.8	86.9
Pension liability (note 16)	74.3	96.1
Other non-current liabilities	58.6	49.3
	<u>2,067.6</u>	<u>1,999.6</u>
Commitments, guarantees and contingencies (note 11)		
Shareholders' equity:		
Ordinary share capital (outstanding: 134.7 and 134.5 million) and additional paid-in capital — (note 12)	675.9	672.6
Accumulated deficit	(260.1)	(45.7)
Accumulated other comprehensive loss	(21.4)	(16.8)
	<u>394.4</u>	<u>610.1</u>
	<u>\$ 2,462.0</u>	<u>\$ 2,609.7</u>

(The accompanying notes are an integral part of these Consolidated Financial Statements)

MLN TopCo Ltd.
(incorporated on April 19, 2018)
CONSOLIDATED STATEMENTS OF OPERATIONS
(in U.S. dollars, millions)

	Twelve-Month Period Ended December 31, 2019	Eight-Month Period Ended December 31, 2018
Revenues.....	\$ 1,067.5	\$ 125.6
Cost of revenues	421.8	49.5
Gross margin.....	645.7	76.1
Expenses:		
Selling, general and administrative	397.9	34.0
Research and development.....	124.5	13.2
Restructuring, integration and acquisition-related costs (note 13)	48.8	43.6
Amortization of acquisition-related intangible assets	187.2	15.6
	758.4	106.4
Operating loss	(112.7)	(30.3)
Interest expense	(122.8)	(10.2)
Loss on interest rate swap (note 17)	—	(10.9)
Other income (expense).....	(7.1)	(0.1)
Loss before income taxes.....	(242.6)	(51.5)
Current income tax recovery (expense) (note 15).....	(8.7)	1.6
Deferred income tax recovery (expense) (note 15).....	36.9	5.4
Net loss	\$ (214.4)	\$ (44.5)

(The accompanying notes are an integral part of these Consolidated Financial Statements)

MLN TopCo Ltd.
(incorporated on April 19, 2018)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in U.S. dollars, millions)

	Twelve-Month Period Ended December 31, 2019	Eight-Month Period Ended December 31, 2018
Net loss	\$ (214.4)	\$ (44.5)
Other comprehensive income (loss):		
Foreign currency translation adjustments.....	3.4	0.1
Pension liability adjustments, net of tax recovery (expense) of (\$1.3) and \$0.4 (note 16)	11.6	(5.1)
Change in fair value of derivatives designated as cash flow hedges, net of tax recovery of \$6.7 and \$4.2 (note 17).....	(19.6)	(11.8)
	<u>(4.6)</u>	<u>(16.8)</u>
Comprehensive loss	\$ (219.0)	\$ (61.3)

(The accompanying notes are an integral part of these Consolidated Financial Statements)

MLN TopCo Ltd.
(incorporated on April 19, 2018)
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in U.S. dollars, millions)

	Common Shares and Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Issuance of shares (note 12)	672.6	—	—	\$ 672.6
Distribution (note 12)	—	(1.2)	—	(1.2)
Comprehensive income (loss)	—	(44.5)	(16.8)	(61.3)
Balance at December 31, 2018	\$ 672.6	\$ (45.7)	\$ (16.8)	\$ 610.1
Issuance of shares (note 12)	0.8	—	—	\$ 0.8
Stock-based compensation (note 12)	2.5	—	—	2.5
Comprehensive income (loss)	—	(214.4)	(4.6)	(219.0)
Balance at December 31, 2019	\$ 675.9	\$ (260.1)	\$ (21.4)	\$ 394.4

(The accompanying notes are an integral part of these Consolidated Financial Statements)

MLN TopCo Ltd.
(incorporated on April 19, 2018)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in U.S. dollars, millions)

	Twelve-Month Period Ended December 31, 2019	Eight-Month Period Ended December 31, 2018
CASH PROVIDED BY (USED IN)		
Operating activities:		
Net loss.....	\$ (214.4)	\$ (44.5)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization and depreciation.....	216.6	18.0
Stock-based compensation.....	2.5	—
Deferred income tax expense (recovery).....	(36.9)	(5.4)
Amortization of debt issue costs.....	5.8	0.8
Unrealized loss on interest rate swap derivative (note 17).....	—	10.9
Non-cash movements in provisions.....	3.5	0.1
Change in non-cash operating assets and liabilities, net (note 14).....	(17.6)	(56.2)
Net cash used in operating activities.....	(40.5)	(76.3)
Investing activities:		
Additions to property, equipment and identifiable intangible assets.....	(23.6)	(1.5)
Acquisition, net of cash and restricted cash acquired (note 3).....	—	(1,862.9)
Net cash used in investing activities.....	(23.6)	(1,864.4)
Financing activities:		
Repayments of the first lien term loan.....	(11.2)	—
Borrowings under the revolving credit facility.....	171.0	—
Repayments of the revolving credit facility.....	(123.0)	—
Repayment of finance lease liabilities and other long-term debt.....	(2.5)	(0.4)
Proceeds from issuance of common shares (note 12).....	0.8	672.6
Borrowings under the credit facilities, first lien and second lien term loans (note 10).....	—	1,380.0
Payment of debt issue costs and other debt costs (note 10).....	—	(54.1)
Net cash provided by financing activities.....	35.1	1,998.1
Effect of exchange rate changes on cash, cash equivalents and restricted cash.....	(0.5)	—
Increase (decrease) in cash equivalents and restricted cash.....	(29.5)	57.4
Total cash, cash equivalents and restricted cash, beginning of period.....	57.4	—
Total cash, cash equivalents and restricted cash, end of period.....	27.9	57.4
Less: restricted cash, end of period.....	(1.3)	(1.4)
Cash and cash equivalents, end of period.....	\$ 26.6	\$ 56.0

(Note 14 contains supplemental cash flow information)

(The accompanying notes are an integral part of these Consolidated Financial Statements)

MLN TopCo Ltd.
(incorporated on April 19, 2018)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(in U.S. dollars, millions, except for share amounts)

1. BACKGROUND AND NATURE OF OPERATIONS

MLN TopCo Ltd. was incorporated under the laws of the Cayman Islands on April 19, 2018. On November 30, 2018, MLN TopCo Ltd. and its subsidiaries (together “Mitel” or the “Company”) acquired Mitel Networks Corporation, a global provider of unified communication hardware, software and services, through direct, indirect and distribution channels, as described in note 3.

The Company elected for its fiscal year to be a calendar year. As a result, the Company’s initial reporting period was the period from incorporation through to December 31, 2018. References to the period ended December 31, 2018 refer to the period from April 19, 2018 to December 31, 2018, which include the operations of Mitel Networks Corporation only from the date of acquisition.

2. ACCOUNTING POLICIES

a) Basis of Presentation

These Consolidated Financial Statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

b) Basis of Consolidation

The Consolidated Financial Statements include the accounts of the Company and of its subsidiary companies. Intercompany transactions and balances have been eliminated on consolidation.

c) Use of Estimates

The preparation of the Company’s Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reporting periods.

Estimates and assumptions are used for, but not limited to, the determination of the fair values of assets and liabilities acquired through acquisitions, the fair value of investments, allowance for doubtful accounts, net realizable value of inventory, goodwill impairment assessments, estimated useful lives of property, equipment and intangible assets, accruals, warranty costs, sales rebates and returns, pension liability, contingencies, restructuring, integration and acquisition-related costs, income taxes, the determination of the incremental borrowing rate and lease term for operating leases, and the amortization period of contract assets, as well as certain estimates related to revenue recognition, as described in note 2(e). Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the Consolidated Financial Statements in the period that they are determined. Actual results and outcomes could differ from these estimates.

d) Foreign Currency Translation

The parent company’s functional currency is the U.S. dollar and the Consolidated Financial Statements of the Company are prepared with the U.S. dollar as the reporting currency. Assets and liabilities of foreign operations with a functional currency other than the U.S. dollar are translated from foreign currencies into U.S. dollars at the exchange rates in effect at the balance sheet date while revenue and expense items are translated at the average exchange rate for the period. The resulting unrealized gains and losses are included as part of the cumulative foreign currency translation adjustment that is reported as part of other comprehensive income (loss).

Monetary assets and liabilities denominated in currencies foreign to the functional currency of each entity are translated into the functional currency using exchange rates in effect at the balance sheet date. All non-monetary assets and liabilities are translated at the exchange rates prevailing at the date the assets were acquired, or the liabilities incurred. Revenue and expense items are translated at the average exchange rate for the period. Foreign exchange gains and losses resulting from the translation of these accounts are included in the determination of net income for the period. For the year ended December 31, 2019, the Company recorded a foreign exchange loss of \$6.9, which is included in other income (expense) on the consolidated statement of operations (period ended December 31, 2018 – foreign exchange gain of \$0.6).

e) Revenue Recognition and Contract Costs

Revenue Recognition

The Company generates revenues primarily from the sale of unified communications systems and related services (collectively, a “Solution”). A typical Solution consists of a combination of IP phones, switches, software applications and support. A Solution may be deployed on the customer’s premise (a unified communications or “UC” Solution) or deployed in a cloud environment and billed on a monthly basis (a unified-communications-as-a-service or “UCaaS” Solution).

UC Solution Revenue

The Company sells UC Solutions primarily through channel partners and distributors.

For revenue generated through channel partners, a typical sale is supported by a customer contract, based on standard Mitel terms and conditions. The contract contains a standard discount against a list price for products and services and generally includes limited rebates and rights of return. As such, the transaction price for a sale to a channel partner is based on the standard pricing provided under the contract.

For revenue generated through distributors, a typical sale is supported by a customer contract, either based on standard Mitel terms and conditions or, in certain cases, a negotiated set of terms and conditions. A typical contract contains a standard discount against a list price for products and services and generally includes rebates as well as stock rotation or other return rights. To determine the transaction price for a sale to a distributor, the Company considers the up-front sale price at standard pricing, less estimates for rebates and returns. Estimates for rebates and returns are based on the Company’s historical experience for such programs.

Payment terms for sales to channel partners generally range from 30 to 90 days. Payment terms for sales to distributors generally range from 30 to 60 days.

A typical UC Solution consists of the following:

- An IP-based unified communications platform, which consists of software, either embedded in hardware that the Company sells, or operating on hardware provided by the customer
- IP-based devices, including wired or wireless desktop phones
- Additional value-added software applications, which operate with our platforms
- Post-contract support, which includes software assurance (software support as well as when and if available upgrades)

The Company considers each of the above to be a distinct good or service and as such, accounts for each as a separate performance obligation. The Company allocates the transaction price to each of the performance obligations based on a relative stand-alone selling price basis. As most sales are completed with standard discounting against a list price, the relative stand-alone selling price generally consists of the list price less a standard discount.

The Company recognizes revenue for performance obligations as follows:

Product Revenue — Hardware and Software

The Company recognizes hardware (platforms and devices) and software revenue when control of the product has transferred to the customer. Control is considered transferred generally when the customer has the risk and rewards of ownership of the product, which for hardware, is generally when the hardware is shipped by Mitel and for software, when the software has been provided or otherwise made available to the customer.

Post-Contract Support

Post-contract support consists primarily of software assurance revenue where the Company provides software upgrades on a when and if available basis and software support for a fixed annual fee under contracts that range from one to five years. Revenue from post-contract support is recognized ratably over the contractual period as the customer simultaneously receives and consumes the benefits over time.

UCaaS Solution Revenue

The Company primarily sells UCaaS solutions directly to end customers under a monthly recurring billing model. A typical UCaaS Solution is sold under standard Mitel terms and conditions, which include a fixed monthly payment, under 30-day payment terms, for services over an initial term of three years. UCaaS solutions consist of:

- The right to use an IP-based unified communications platform and additional value-added software applications hosted by Mitel over the term of the contract
- The right to use IP-based devices over the term of the contract
- Technical support over the term of the contract
- Voice and data telecommunication services.

The Company does not consider these performance obligations distinct in the context of the contract with the customer as the customer views the contract as being provided a single monthly unified communications service. As a result, the Company has grouped the goods and services together as a single performance obligation and considers the performance obligation to be fulfilled over the life of the contract. Revenue is then recognized ratably as monthly services are being provided as the customer simultaneously receives and consumes the benefits over time.

Federal Universal Service Fund and other regulatory fees are assessed by various governmental authorities in connection with the services the Company provides to customers and are included in cost of revenues in the consolidated statements of operations. In many cases, the Company will separately bill and collect these regulatory fees from customers, as allowed by the governmental authorities, and these are recorded in revenue in the consolidated statements of operations.

Disaggregation of revenues

The Company's revenues are earned as follows:

	Year Ended December 31, 2019	Period Ended December 31, 2018
UC – products	\$ 527.6	\$ 74.2
UC – services ⁽¹⁾	247.0	26.4
UCaaS	292.9	25.0
	<u>\$ 1,067.5</u>	<u>\$ 125.6</u>

- (1) Included in UC services for the year ended December 31, 2019 is \$29.7 of adjustments relating to purchase accounting (period ended December 31, 2018 – \$4.1). In accordance with the fair value provisions applicable to the accounting for business combinations, acquired deferred revenue relating to acquisitions is recorded on the opening balance sheet of the acquired company at an amount that is generally lower than the historical carrying value. Although this purchase accounting requirement has no impact on the Company's business or cash flow, it results in a deferred revenue balance lower than historical book value and adversely impacts the Company's revenue in the reporting periods following the acquisition.

The Company has disaggregated its revenues based on the nature of the revenue streams. This disaggregation is consistent with how the Company's chief operating decision maker, its CEO, regularly reviews the financial performance of the Company. UC product revenue consists of hardware and software and is recognized at the point in time when control has passed to the customer, as described above. UC service revenue is recorded over time as the service is provided. UCaaS revenue, which consists of services provided under a monthly, recurring billing model, is recognized over time.

Significant estimates and judgments relating to revenue recognition

For the UCaaS business, the Company estimates the total contract period based on historical experience. Any initial discount, rebate or free period is considered as the Company estimates the total transaction price of the contract.

For the UC business, in determining the estimated total transaction price, the Company estimates levels of rebates and returns (including stock rotation) based on the Company's historical experience. In cases where the Company enters into a significant new customer or distributor agreement, significant judgment may be required to estimate rebate and return levels based on the Company's historical experience with customers and distributors with similar terms. In addition, when allocating the total transaction price amongst performance obligations, the company estimates the relative selling price of the performance obligations based on its historical experience. While this area may require some judgment, in most cases the performance obligations of a contract are satisfied in the same reporting period, with the exception of post-contract support, which is generally less than 10% of the total contract price.

Contract Costs

The Company defers incremental costs to obtain as well as incremental costs to fulfill a contract with a customer for both UC Solutions and UCaaS Solutions, provided the incremental costs are expected to be recovered. These costs are amortized as the related revenue is recognized. The Company has elected to apply a practical expedient under the guidance and expenses costs to obtain a contract as incurred if the amortization period would have been one year or less. Unamortized deferred contract costs are recorded as other non-current assets in the consolidated balance sheets and totaled \$39.9 at December 31, 2019 (December 31, 2018 – \$8.6).

UC Solution contract costs

For UC Solution contracts, the Company's incremental costs to obtain the customer contracts consist primarily of commissions to the Company's internal salesforce, where the commissions were incurred directly as the result of sales achieved. Incremental costs to obtain the contract are generally incurred in the same period as the performance obligation is satisfied, with the exception of post-contract support. As a result, the Company defers incremental contract costs allocated to post-contract support and amortizes the costs over the period of post-contract support.

For UC Solution contracts, costs to fulfill are generally discrete for each performance obligation and incurred in the same period as the related performance obligation is satisfied. As a result, the Company has not deferred any costs to fulfill relating to UC Solution contracts.

UCaaS Solution contract costs

For UCaaS Solution contracts, the Company's incremental costs to obtain the customer contracts consist of commissions to the Company's internal salesforce, where the commissions were incurred directly as the result of sales achieved, as well as incentives paid to external agents for obtaining contracts. For UCaaS Solution contracts, costs to fulfill generally consist of customer activation costs. The Company defers both incremental contract costs and costs to fulfill for UCaaS Solution contracts and amortizes the costs over the estimated term of the contract, plus any expected renewal periods.

Balance sheet accounts relating to contracts with customers

The Company's significant balance sheet accounts relating to contracts with customers are as follows:

	December 31, 2019	December 31, 2018
Accounts receivable.....	\$ 156.4	\$ 200.0
Contract assets included in other current assets.....	7.9	8.6
Contract assets included in other non-current assets	39.9	8.6
Current portion of deferred revenue	131.7	114.7
Non-current portion of deferred revenue	41.3	40.9

The increase in contract assets during 2019 is due to the deferral of incremental costs to obtain and fulfill contracts since the acquisition, as described in note 3. The increase in deferred revenue is due to the effect of purchase accounting on the deferred revenue balances, as described in the note to the disaggregation of revenue table above.

Remaining Performance Obligations

The aggregate amount of total transaction price allocated to performance obligations in contracts existing as of the balance sheet date, which are wholly or partially unsatisfied as of the end of the reporting period, and the expected time frame for satisfaction of those wholly or partially unsatisfied performance obligations, are as follows (in millions):

2020.....	\$ 131.7
2021.....	25.6
2022.....	10.5
2023.....	3.8
2024 and thereafter	1.4
Deferred revenue, December 31, 2019.....	<u>\$ 173.0</u>

The Company recognized \$114.7 of revenue during the year that related to contract liabilities included in the opening balance of the current portion of deferred revenue.

f) Cash and Cash Equivalents

Cash and cash equivalents are highly liquid investments that have terms to maturity of three months or less at the time of acquisition, and generally consist of cash on hand and investment-grade marketable securities. Cash equivalents are carried at amortized cost, which approximates their fair value. At December 31, 2019, the Company had cash of \$25.0 and cash equivalents of \$1.6 (December 31, 2018 – cash of \$54.9 and cash equivalents of \$1.1).

g) Restricted Cash

Restricted cash represents cash provided to support letters of credit outstanding and to support certain of the Company's credit facilities or other obligations. Restricted cash is presented within other current assets on the consolidated balance sheets.

h) Allowance for Doubtful Accounts

The allowance for doubtful accounts represents the Company's best estimate of probable losses that may result from the inability of its customers to make required payments. Reserves are established and maintained against estimated losses based upon historical loss experience, past due accounts, and specific account analysis. The Company regularly reviews the level of allowances for doubtful accounts and adjusts the level of allowances as needed. Consideration is given to accounts past due as well as other risks in the current portion of the accounts. If there is a deterioration of a major customer's creditworthiness or actual defaults are higher than historical experience, the estimate of the recoverability of amounts due could be adversely affected.

i) Inventories

Inventories are valued at the lower of cost (calculated on a first-in, first-out basis, which is approximated by standard cost) and net realizable value. Inventory is written down for estimated obsolescence equal to the difference between the cost of inventory and the net realizable value, based upon an aging analysis of the inventory on hand, specific known inventory-related risks and assumptions about future demand. Substantially all inventory consists of finished goods, primarily manufactured by contract manufacturers.

j) Property and Equipment

Property and equipment are initially recorded at cost. Depreciation is provided on a straight-line basis over the anticipated useful lives of the assets. Estimated lives range from two to ten years for equipment. Amortization of leasehold improvements is computed using the shorter of the remaining lease term or the useful life of the asset, generally five years.

The Company performs reviews for the impairment of property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In assessing the impairment, the Company compares projected undiscounted net cash flows associated with the related asset or group of assets over their estimated remaining useful life against their carrying amounts. If the projected undiscounted net cash flows are not sufficient to recover the carrying value of the assets, the assets are written down to their estimated fair values based on expected discounted cash flows. Changes in the estimates and assumptions used in assessing projected cash flows could materially affect the results of management's evaluation.

Assets leased on terms that transfer substantially all of the benefits and risks of ownership to the Company are accounted for as finance leases, as though the asset had been purchased outright and a liability incurred. All other leases are accounted for as operating leases, as described in note 2(u).

k) Identifiable Intangible Assets and Goodwill

Intangible assets include patents, trademarks, customer relationships and acquired technology. Amortization is provided on a straight-line basis over the estimated useful lives of the assets. The Company evaluates intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is assessed based on the carrying value of the asset and the undiscounted cash flows expected to result from the use and the eventual disposal of the asset. An impairment loss is recognized when the carrying amount is not recoverable.

Goodwill represents the excess of the purchase price over the estimated fair value of net tangible and intangible assets acquired in business combinations. Goodwill is not amortized, but is subject to annual impairment tests, or more frequently if circumstances indicate that it is more likely than not that the fair value of the reporting unit is below its carrying amount. The Company performs its annual goodwill impairment test on October 1 of each year.

l) Derivative Financial Instruments

The Company uses foreign currency forward contracts to manage the impact of currency fluctuations on foreign currency receivables and payables (fair value hedges). The Company also hedges cash flows by entering into interest rate swap agreements to manage the impact of interest rate changes on a portion of its forecasted interest payments on its variable rate debt (cash flow hedges).

For derivative instruments that qualify for hedge accounting (cash flow hedges), gains or losses for the effective portion of the hedge are initially reported as a separate component of other comprehensive income (loss) and subsequently recorded in income when the hedged item affects income or when the hedge is no longer deemed effective.

For fair value hedges and other derivative instruments that do not qualify for hedge accounting, the derivative instrument is recorded at fair market value, with subsequent changes in fair market value recorded in other income (expense) during the period of change.

m) Income Taxes

Income taxes are accounted for using the asset and liability method. Under this approach, deferred tax assets and liabilities are determined based on differences between the carrying amounts and the tax basis of assets and liabilities, and are measured using enacted tax rates and laws. Deferred tax assets are recognized only to the extent that it is more likely than not that the future tax assets will be realized in the future.

The Company calculates certain tax liabilities based on the likely outcome of uncertain tax positions ("UTPs") and records this amount as an expense during the year in which UTPs are identified. Each UTP is remeasured each period to reflect any changes in facts and circumstances until the UTP is resolved. The Company also records interest and penalties associated with these UTPs. The Company classifies penalties and accrued interest related to income tax liabilities in income tax expense.

n) Research and Development

Research costs are charged to expense in the periods in which they are incurred. Software development costs are deferred and amortized when technological feasibility has been established, or otherwise are expensed as incurred. The Company has not deferred any software development costs.

o) Defined Benefit Pension Plan

Pension expense under defined benefit pension plans is actuarially determined using the projected benefit method, and management's best estimate assumptions. Pension plan assets are valued at fair value. The excess of any cumulative net actuarial gain (loss) over ten percent of the greater of the projected benefit obligation and the fair value of plan assets at the beginning of the year is amortized over the average remaining service life of its members, or in the case where the plan no longer grants service, over the average remaining life expectancy of its members. Based on the annual valuation, the under-funded status of the defined benefit pension plans is recognized as a liability on the consolidated balance sheets, with an offsetting adjustment made to accumulated other comprehensive income (loss). The Company measures its plan assets and obligations at the balance sheet date.

The discount rate assumption used reflects prevailing rates available on high-quality, fixed-income debt instruments. The assumption for long-term rate of return is based on the yield available on long-dated government and corporate bonds at the measurement date with an allowance for outperformance based on historical returns of each asset class.

The service cost component of pension and post-retirement costs is recorded in the same line as the other compensation costs for the relevant employee while non-service components are classified as other income (expense), outside of operating income (loss). The Company's net periodic cost is disclosed in note 16.

p) Stock-Based Compensation

In connection with the acquisition of Mitel Networks Corporation, as described in note 3, the Company agreed that all unvested Restricted Stock Units ("RSUs") of Mitel Networks Corporation would be cancelled in exchange for the right to receive a cash payment from the Company in an amount equal to the transaction price per share following the date such Company RSU would have vested in accordance with its terms, generally subject to the holder's continued employment through such date. The Company assessed the portion of the fair value of the RSUs that related to pre-combination service based on the initial vesting period of the RSUs. As a result, on November 30, 2018, the date of acquisition, \$21.9 was recorded as a liability in accounts payable and other accrued liabilities relating to pre-combination service, with the remaining balance to be expensed on a graded-vesting basis over the remaining service period. For the year ended December 31, 2019, \$9.4 was expensed for current service for RSUs (month of December 2018 – \$1.6). An additional \$6.4 is expected to be expensed over 2020, 2021 and 2022.

The Company's parent entity grants stock options to employees of the Company for a fixed number of shares with an exercise price at least equal to fair market value of the shares at the date of grant. As these options are granted in exchange for service to the Company, the Company records stock-based compensation expense and a corresponding credit to additional paid-in capital.

Stock-based compensation expense for stock options is based on the fair value estimate made on the grant date using the Black-Scholes option-pricing model for each award and is recognized on a straight-line basis over the employee service period, which is the vesting period. The Company estimates the volatility of its stock for the Black-Scholes option-pricing model using historical volatility of the Company's stock.

Forfeitures are accounted for as they occur, through reversal of the previously recognized expense on the awards that were forfeited during the year.

q) Other Comprehensive Income (Loss)

Other comprehensive income (loss) includes unrealized gains and losses excluded from the consolidated statements of operations. These unrealized gains and losses consist of foreign currency translation adjustments, which are not adjusted for income taxes since they relate to indefinite investments in foreign subsidiaries, cash flow hedges, and changes in the unfunded status of defined benefit pension plans. Accumulated other comprehensive income (loss) at December 31, 2019 consisted of unrealized gains on foreign currency translation adjustments of \$3.5 (December 31, 2018 – unrealized gains of \$0.1), unrealized losses on cash flow hedges of \$31.5 (December 31, 2018 – unrealized losses of \$11.9), and unrealized gains on defined benefit pension plans of \$6.6 (December 31, 2018 – unrealized losses of \$5.0).

r) Advertising Costs

The cost of advertising is expensed as incurred, except for cooperative advertising obligations, which are expensed at the time the related sales are recognized and the advertising credits are earned. Cooperative advertising obligations are recorded as a reduction to revenue when the cooperative advertising obligation is estimated to be used for Mitel product or services and are recorded as selling, general and administrative expenses when the cooperative advertising obligation is estimated to be used for cooperative advertising of Mitel products and services. Advertising costs are recorded in selling, general and administrative expenses. For the year ended December 31, 2019, the Company incurred \$8.4 of advertising costs, of which \$5.3 related to cooperative advertising expenses (period ended December 31, 2018 – \$0.1 of advertising costs, of which nil related to cooperative advertising expenses).

s) Product Warranties

At the time revenue is recognized, a provision for estimated warranty costs is recorded as a component of cost of sales. The warranty accrual represents the Company's best estimate of the costs necessary to settle future and existing claims on products sold as of the balance sheet date based on the terms of the warranty, which vary by customer and product, historical product return rates and estimated average repair costs. The Company periodically assesses the adequacy of its recorded warranty provisions and adjusts the amounts as necessary.

t) Restructuring, Integration and Acquisition-related Costs

Restructuring costs generally relate to workforce reductions and facility reductions incurred to eliminate duplication of activities as a result of acquisitions or to improve operational efficiency. Costs related to workforce reductions are recorded when the Company has committed to a plan of termination and notified the employees of the terms of the plan. Costs related to facility reductions primarily consist of lease termination obligations for vacant facilities, which generally include the remaining payments on an operating lease. Lease termination obligations are reduced for probable future sublease income. In addition, integration costs include professional services and consulting services incurred to complete the integration of acquisitions, which are expensed as incurred. Acquisition-related costs consist of incremental costs incurred for diligence activities and closing costs for acquisitions and are expensed as incurred.

u) Accounting Pronouncements Adopted in 2019

Leases

In February 2016, the FASB issued ASU 2016-02 "Leases" to increase transparency and comparability among organizations by recognizing operating lease assets and operating lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The FASB subsequently issued ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01, which clarified the guidance in ASU 2016-02. The ASUs retain the current accounting for finance leases and do not make significant changes to the recognition, measurement, and presentation of expenses and cash flows by a lessee for operating leases. The ASUs also retain the current accounting for lessors.

The Company adopted the ASUs in 2019 under the modified retrospective approach and elected certain practical expedients permitted under the transition guidance, including to retain the historical lease classification as well as relief from reassessing expired or existing contracts to determine if they contain leases. The adoption did not have a material effect on the Company's consolidated statement of operations, however did have a material effect on the consolidated balance sheet as a result of the recognition of right-of-use assets and corresponding operating lease liabilities. The Company elected to adopt the ASUs with an effective date of January 1, 2019 and as a result prior periods were not restated. As the adoption did not result in a change to the Company's net assets, there was no cumulative-effect adjustment to retained earnings as at the adoption date.

The Company determines if an arrangement is a lease at inception. Where the lease transfers substantially all of the risks and rewards of ownership to the lessee, the Company records the lease as a finance lease, as if the asset had been purchased outright and financed. Our finance lease assets and liabilities are not material and total \$5.7 at December 31, 2019 (\$3.8 at December 31, 2018).

Where the lease is determined to be an operating lease, the Company records an operating lease right-of-use asset and current and non-current operating lease liabilities in the consolidated balance sheets. The right-of-use asset represents the company's right to use an underlying asset for the lease term and lease liabilities represent the company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the operating leases do not provide an implicit rate, the Company generally uses its incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has elected not to recognize right-of-use assets and lease obligations for its short-term leases, which are defined as leases with an expected initial term of 12 months or less. The Company's short-term leases were not material for the year ended December 31, 2019. The Company has elected to consider both the lease and non-lease components as a single lease component.

Additional information relating to the Company's operating leases is included in note 11.

v) Accounting Pronouncements Issued, but not yet Adopted

Credit losses on financial instruments

In June 2016, the FASB issued ASU 2016-13 "Financial Instruments – Credit Losses" and other related amendments to improve information on credit losses for financial assets and net investment in leases that are not accounted for at fair value through net income. The ASU replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses. The ASU is effective for the Company for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted in fiscal years beginning after December 15, 2018. The Company is currently evaluating the effect the adoption of this ASU will have on its consolidated financial statements.

Changes to disclosure requirements for defined benefit plans

In August 2018, the FASB issued ASU 2018-14 "Disclosure Framework – Changes to the Disclosure Requirements for Defined Benefit Plans" to improve the effectiveness of disclosures for defined benefit plans. The ASU is effective for the Company for fiscal years ending after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the effect the adoption of this ASU will have on its consolidated financial statements.

3. ACQUISITION

On November 30, 2018, the Company acquired Mitel Networks Corporation (NASDAQ:MITL, TSX:MNW), a global provider of unified video, voice and content communications solutions. The Company acquired all of the outstanding shares of common stock of Mitel Networks Corporation in exchange for total consideration of \$1,934.5, which includes amounts paid to cash out all in-the-money stock options as well as vested restricted stock units. In conjunction with the acquisition, the Company completed a financing of senior debt, as described in note 10.

The Company expects to leverage the research and development workforce acquired as well as realize synergies from past acquisitions by Mitel Networks Corporation. These factors contributed to the recognition of goodwill for the acquisition.

The Company is required to allocate the purchase price to tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values. The excess of the purchase price over those fair values is recorded as goodwill. The purchase price and allocation of the purchase price is as follows:

	<u>November 30, 2018</u>
Net assets:	
Cash and cash equivalents.....	\$ 70.2
Accounts receivable ⁽¹⁾	168.2
Inventories.....	67.4
Other current assets ⁽²⁾	84.3
Deferred tax asset.....	22.4
Property and equipment.....	46.5
Intangible assets – customer relationships ⁽³⁾⁽⁶⁾	492.1
Intangible assets – developed technology ⁽⁴⁾⁽⁶⁾	815.4
Intangible assets – trademarks ⁽⁵⁾⁽⁶⁾	13.5
Goodwill ⁽⁶⁾	802.5
Other non-current assets.....	12.2
Accounts payable and accrued liabilities ⁽⁷⁾	(302.4)
Current portion of deferred revenue.....	(105.7)
Current portion of long-term debt.....	(2.6)
Long-term portion of deferred revenue.....	(36.6)
Long-term debt.....	(1.6)
Deferred tax liability.....	(90.0)
Pension liability.....	(91.9)
Other non-current liabilities.....	(29.4)
Net assets acquired.....	<u>\$ 1,934.5</u>
Consideration given:	
Cash paid to Mitel Networks Corporation shareholders and warrant holders in November 2018.....	\$ 1,387.7
Cash paid to repay amounts outstanding under the senior credit facility of Mitel Networks Corporation.....	510.6
Cash paid to holders of Mitel Networks Corporation options, performance share units and restricted stock units in December 2018 ⁽⁸⁾	36.2
Total consideration given.....	<u>\$ 1,934.5</u>

- (1) Fair value of accounts receivable consists of gross contractual amounts receivable of \$179.8, less best estimate of amounts not expected to be collected of \$11.6.
- (2) Other current assets include restricted cash of \$1.4.
- (3) Intangible assets – customer relationships are expected to be amortized over their estimated useful life of 7 years.
- (4) Intangible assets – developed technology are expected to be amortized over their estimated useful life of 7 years.
- (5) Intangible assets – trademarks are expected to have an indefinite life.
- (6) Neither the goodwill nor the intangible assets are expected to be deductible for tax purposes.
- (7) Accounts payable and accrued liabilities include \$22.9 relating to pre-combination service for the Mitel Networks Corporation RSU plan that was continued. The plan is further described under note 2 (p).
- (8) Cash paid for in-the-money options, performance share units and vested, restricted stock units.

Mitel Network Corporation's results of operations are included in the consolidated statements of operations from the date of acquisition. The amount of revenue from the acquisition included in the Company's results of operations for the period ended December 31, 2018 was \$125.6. The amount of net loss from the acquisition included in the Company's results of operations for the period ended December 31, 2018 was \$4.1.

4. OTHER CURRENT ASSETS

	December 31, 2019	December 31, 2018
Prepaid expenses and deferred charges.....	\$ 26.4	\$ 32.7
Unbilled receivables	4.8	4.2
Income tax receivable	9.7	9.4
Other receivables	19.6	33.7
Restricted cash	1.3	1.4
	<u>\$ 61.8</u>	<u>\$ 81.4</u>

5. PROPERTY AND EQUIPMENT

	December 31, 2019			December 31, 2018		
	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Property and Equipment	\$ 85.7	\$ (30.1)	\$ 55.6	\$ 48.1	\$ (2.4)	\$ 45.7

Depreciation expense on property and equipment recorded in the year ended December 31, 2019 amounted to \$27.7 (period ended December 31, 2018 – \$2.4).

6. IDENTIFIABLE INTANGIBLE ASSETS

	December 31, 2019			December 31, 2018		
	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Developed technology	\$ 815.4	\$ (126.2)	\$ 689.2	\$ 815.4	\$ (9.7)	\$ 805.7
Customer relationships.....	492.1	(76.2)	415.9	492.1	(5.9)	486.2
Trademarks	13.5	—	13.5	13.5	—	13.5
Patents and other	2.4	(1.8)	0.6	0.6	—	0.6
	<u>\$ 1,323.4</u>	<u>\$ (204.2)</u>	<u>\$ 1,119.2</u>	<u>\$ 1,321.6</u>	<u>\$ (15.6)</u>	<u>\$ 1,306.0</u>

The cost for customer relationships, developed technology and trademarks represents the fair value of intangible assets upon acquisition, as described in note 3. The customer relationships and developed technology are being amortized on a straight-line basis over their estimated useful lives of seven years. The patents and other consists primarily of the cost to register and defend patents and are primarily amortized on a straight-line basis over their estimated useful lives of four years.

Amortization of identifiable intangible assets for the year ended December 31, 2019 was \$188.9 (period ended December 31, 2018 – \$15.6). The estimated amortization expense, related to intangible assets in existence as of December 31, 2019, over the next five fiscal years is as follows: 2020 — \$187.9, 2021 — \$187.8, 2022 — \$187.7, 2023 — \$187.7 and 2024 — \$187.7.

7. GOODWILL

Goodwill relates to the November 30, 2018 acquisition of Mitel Networks Corporation, as described in note 3.

Goodwill, December 31, 2019 and 2018.....	<u>\$ 802.5</u>
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8. OTHER NON-CURRENT ASSETS

	December 31, 2019	December 31, 2018
Debt issue costs relating to the revolving credit facility, net.....	\$ 2.3	\$ 2.8
Contract costs.....	39.9	8.6
Other non-current assets.....	8.6	9.6
	<u>\$ 50.8</u>	<u>\$ 21.0</u>

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2019	December 31, 2018
Trade payables	\$ 45.8	\$ 46.4
Employee-related payables	54.3	83.2
Accrued liabilities	75.3	98.5
Restructuring, warranty and other provisions	17.0	16.9
Other payables.....	37.0	33.4
	<u>\$ 229.4</u>	<u>\$ 278.4</u>

10. LONG-TERM DEBT

	December 31, 2019	December 31, 2018
First lien term loan, seven-year term, maturing November 2025	\$ 1,108.8	\$ 1,120.0
Second lien term loan, eight-year term, maturing November 2026	260.0	260.0
Revolving credit facility, maturing November 2023	48.0	—
Unamortized original issue discount	(7.2)	(7.9)
Unamortized debt issue costs	(38.0)	(42.6)
Finance leases.....	5.7	3.8
	<u>1,377.3</u>	<u>1,333.3</u>
Less: current portion.....	<u>(12.6)</u>	<u>(13.7)</u>
	<u>\$ 1,364.7</u>	<u>\$ 1,319.6</u>

2018 Credit Facilities

On November 30, 2018, in connection with the acquisition of Mitel Networks Corporation (as described in note 3), the Company completed borrowings under the 2018 Credit Facilities. The senior credit facilities consist of a \$1,120.0 first lien term loan, a \$260.0 second lien term loan and a \$100.0 revolving credit facility (together, the “2018 Credit Facilities”).

Costs incurred in connection with the 2018 Credit Facilities of \$43.2 were recorded net against long-term debt and are being amortized over the duration of each respective term loan. Costs incurred of \$2.9 relating to the revolving credit facility have been recorded as other non-current assets and are being amortized on a straight-line basis over the term of the revolving credit facility. In addition, the Company incurred a commitment fee for the period from August 27, 2018 to November 29, 2018 of \$14.5, which was expensed to restructuring, integration and acquisition-related costs on the consolidated statement of operations in the period ended December 31, 2018.

The first lien term loan bears interest at LIBOR plus 4.50% or, at the option of the Company, a base rate plus an applicable margin. The first lien term loan requires quarterly repayments of \$2.8 with the balance due on maturity in November 2025. In addition, the first lien term loan requires annual payments of a certain percentage of excess cash flow (as defined in the credit agreement), to be paid within 95 days of the end of the fiscal year, beginning with the fiscal year ended December 31, 2019. The estimated excess cash flow payment for the year ended December 31, 2019 is nil. The second lien term loan bears interest at LIBOR plus 8.75% or, at the option of the Company, a base rate plus an applicable margin. The second lien term loan requires no quarterly repayments and is due on maturity in November 2026. The revolving credit facility bears interest at LIBOR plus 4.50% or, at the

option of the Company, a base rate plus an applicable margin and matures in November 2023. The revolving credit facility has a 0.50% commitment fee for any undrawn amounts.

On October 25, 2018 the Company entered into an interest rate swap to effectively fix the LIBOR portion of the interest rate on approximately 70% of its outstanding borrowings under the 2018 Credit Facilities for the period from April 2019 to February 2024, as described in note 17.

The 2018 Credit Facilities have customary default clauses and contain affirmative and negative covenants, including: periodic financial reporting requirements, limitations on the incurrence of additional indebtedness, limitations on liens, limitations on investments, and limitations on the payment of dividends and repurchases of shares. The Company was in compliance with these covenants at December 31, 2018 and 2019. In addition, when the revolving credit facility is more than 35% utilized (excluding up to \$10.0 of utilization from undrawn letters of credit) at the end of any fiscal quarter, beginning with the quarter ended March 31, 2019, the Company is required to have a Net First Lien Leverage Ratio (as defined in the 2018 Credit Facilities) below 6.25:1.00. The Net First Lien Leverage Ratio was not applicable for the first three quarters of 2019 as the revolver balance was less than 35% utilized. At December 31, 2019, the Net First Lien Leverage Ratio was 5.17.

Other

The Company has additional credit facilities totaling \$2.2, of which \$0.8 was utilized at December 31, 2019 (December 31, 2018 – \$3.8, of which \$1.0 was utilized), primarily to provide letters of credit.

11. COMMITMENTS, GUARANTEES AND CONTINGENCIES

Commitments

Operating Leases

The Company primarily leases facilities in the U.S and Europe under operating leases. For the year ended December 31, 2019, the Company's expense for operating leases, which approximates the cash paid, was \$32.5 (one-month period ended December 31, 2018 – \$3.6).

Other information on operating leases is as follows:

Weighted average lease term remaining at December 31, 2019.....	8.9 years
Weighted average discount rate of operating lease obligations at December 31, 2019.....	6.1%
Assets obtained in exchange for operating lease obligations for the year ended December 31, 2019.....	\$ 33.3

Future minimum operating lease payments, primarily consisting of base rent for facilities, are as follows:

Fiscal year	
2020.....	\$ 24.1
2021.....	19.9
2022.....	15.8
2023.....	12.5
2024.....	8.9
Thereafter	46.8
Total undiscounted lease obligations.....	128.0
Less: imputed interest.....	(32.8)
Total operating lease obligation, December 31, 2019	95.2
Less: current portion.....	(22.4)
Non-current portion of operating lease obligation, December 31, 2019 .	\$ 72.8

Guarantees

- The Company has the following major types of guarantees:

Product Warranties

The Company provides its customers with standard warranties on hardware and software for periods up to 15 months. The following table details the changes in the warranty liability:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Balance, opening	\$ 2.6	\$ —
Acquisitions	—	2.6
Warranty costs paid	(2.3)	(0.3)
Warranties expense	2.6	0.3
Balance, closing	\$ 2.9	\$ 2.6

Intellectual Property Indemnification Obligations

The Company enters into agreements with customers and suppliers on a regular basis that include limited intellectual property indemnification obligations that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred as a result of third-party intellectual property claims arising from these transactions. The nature of these intellectual property indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to its customers and suppliers. Historically, the Company has not made any significant indemnification payments under such agreements and no amount has been accrued in the Consolidated Financial Statements with respect to these guarantees.

Contingencies

Letters of Credit and Guarantees

Letters of credit, financial guarantees and other similar instruments are reviewed regularly, and the results of these reviews are considered in assessing the adequacy of the Company's reserve for possible credit and guarantee losses. Letters of credit, bank guarantees and other similar instruments amounted to \$3.8 at December 31, 2019 (December 31, 2018 – \$5.3). The estimated fair value of letters of credit, bank guarantees and similar instruments, which is equal to the fees paid to obtain the obligations, was not significant at December 31, 2019 or December 31, 2018.

Legal proceedings

The Company is party to legal proceedings, claims and potential claims arising in the normal course of business. The Company's management and legal counsel estimate that any monetary liability or financial impact of such claims or potential claims to which the Company might be subject after final adjudication would not be material to the Consolidated Financial Statements. In circumstances where the outcome of the lawsuit is expected to be unfavorable, the Company has recorded a provision for the expected settlement amount. Where the expected settlement amount is a range, the Company has provided for the best estimate within that range. If no amount within the range is more likely, the Company has provided for the minimum amount of the range.

12. COMMON SHARES

Share Capital

At December 31, 2019, the share capital of the Company comprises of 134.7 million shares outstanding. The Company may issue an unlimited number of shares.

On November 30, 2018, the Company issued 134.5 million shares for cash proceeds of \$672.6. The proceeds, together with amounts borrowed under the 2018 Credit Facilities (note 10) were used to fund the acquisition of Mitel Networks Corporation, as described in note 3.

In February 2019, the Company issued 0.2 million ordinary shares for cash proceeds of \$0.8.

Distributions

In December 2018, the Company made an in-kind distribution of \$1.2 to its shareholder consisting of units in an investment partnership.

Stock Options Plan

In December 2018, the Company's parent entity adopted a stock option plan. Options were first granted under the plan in 2019. The parent entity's board of directors has the discretion to determine and subsequently amend the terms of awards granted under the plan, subject to limits contained in the plan.

Options granted under the plan are generally granted for a fixed number of shares with an exercise price at least equal to the fair market value of the shares at the date of grant and have a term of ten years.

The plan permits the grant of up to 12.8 million options to be granted to employees of the parent entity or its subsidiaries. Any forfeitures, lapses or terminations again become available for grant under the plan. As at December 31, 2019, 0.3 million options were available to be granted under the plan.

Stock Option Information

The following is a summary of the Company's stock option activity:

	Year Ended December 31, 2019	
	Number of Options	Weighted Average Exercise Price
Outstanding options:		
Balance, opening.....	—	\$ —
Granted.....	16.3	5.70
Exercised.....	—	—
Forfeited.....	(5.4)	5.71
Cancelled or expired.....	(0.2)	5.86
Balance, closing.....	10.7	\$ 5.69
Number of options exercisable	— ⁽¹⁾	\$ 5.39

(1) Number of options exercisable is less than 0.1.

The following table summarizes information about the Company's stock options outstanding and exercisable at December 31, 2019:

Exercise Price	Total outstanding		Total exercisable	
	Number of Options	Weighted- Average Remaining Contractual Life	Number of Options	Weighted- Average Remaining Contractual Life
\$5.00	8.2	9.5 years	— ⁽¹⁾	0.1 years
\$8.00	2.5	9.5 years	— ⁽¹⁾	0.1 years
	10.7		— ⁽¹⁾	

(1) Number of options exercisable is less than 0.1.

Additional information with respect to unvested stock option activity is as follows:

	Year Ended December 31, 2019	
	Number of Options	Weighted Average Exercise Price
Outstanding options:		
Unvested, beginning of year	—	\$ —
Granted in the normal course	16.3	5.70
Vested	(0.2)	5.80
Forfeited	(5.4)	5.71
Unvested, end of year	10.7	\$ 5.69

Stock-based compensation expense

Stock-based compensation expense for stock options is based on the fair value of the stock options on the date of grant, calculated using the Black-Scholes option-pricing model, which is expensed on a straight-line basis over the vesting period. Assumptions used in the Black-Scholes option-pricing model are summarized as follows:

	Year Ended December 31, 2019
Risk-free interest rate	2.2%
Dividends	0.0%
Expected volatility	29.8%
Expected life of the option	6.25 years
Weighted average fair value per option	\$ 1.48

At December 31, 2019, there was \$14.0 of unrecognized stock-based compensation expense related to stock options that is expected to be recognized over a weighted average period of 3.5 years.

13. RESTRUCTURING, INTEGRATION AND ACQUISITION-RELATED COSTS

Restructuring, integration and acquisition-related costs of \$48.8 were recorded in the year ended December 31, 2019. The costs consisted of \$24.5 of workforce reduction and facility-reduction related charges and \$24.3 of integration and acquisition-related charges. Integration-related charges include professional fees and incidental costs relating to the integration of acquisitions. Acquisition-related charges consisted primarily of legal and advisory fees.

Restructuring, integration and acquisition-related costs of \$43.6 were recorded in the period ended December 31, 2018. The costs consisted of \$0.5 of workforce reduction and facility-reduction related charges, \$4.2 of integration-related charges and \$38.9 of acquisition-related charges. Integration-related charges include professional fees and incidental costs relating to the integration of acquisitions. Acquisition-related charges consisted primarily of legal and advisory fees.

At December 31, 2019, a workforce reduction liability of \$7.8 and the current portion of the lease termination obligation liability of \$4.2 are included in accounts payable and accrued liabilities, with the remaining non-current portion of the lease termination obligation liability of \$1.0 included in other non-current liabilities.

The following table summarizes details of the Company's restructuring liabilities:

Description	Workforce Reduction	Facility- Reduction Related, Including Lease Termination Obligations	Total
Provision assumed through acquisition (note 3)	\$ 7.7	\$ 3.2	\$ 10.9
Period ended December 31, 2018:			
Charges	1.1	(0.6)	0.5
Cash payments	(0.3)	(0.2)	(0.5)

Description	Workforce Reduction	Facility- Reduction Related, Including Lease Termination Obligations	Total
Balance of provision as of December 31, 2018	\$ 8.5	\$ 2.4	\$ 10.9
Year ended December 31, 2019:			
Charges.....	16.4	8.1	24.5
Cash payments	(17.1)	(5.3)	(22.4)
Balance of provision as of December 31, 2019	\$ 7.8	\$ 5.2	\$ 13.0

14. SUPPLEMENTARY CASH FLOW INFORMATION

	Year Ended December 31, 2019	Period Ended December 31, 2018
Change in non-cash operating assets and liabilities:		
Accounts receivable.....	\$ 43.9	\$ (32.1)
Inventories	(13.2)	(1.6)
Other current assets.....	18.9	2.9
Other non-current assets	(31.2)	(7.4)
Accounts payable and accrued liabilities	(53.8)	(23.1)
Deferred revenue	17.6	13.5
Other non-current liabilities.....	11.1	(6.9)
Change in pension liability	(10.9)	(1.5)
	<u>\$ (17.6)</u>	<u>\$ (56.2)</u>
Interest payments.....	\$ 108.8	\$ 9.2
Income tax payments.....	\$ 7.9	\$ 0.6
<i>Disclosure of non-cash activities during the period:</i>		
Property and equipment additions financed through inventory.....	\$ 10.6	\$ 0.6
Property and equipment additions financed through finance leases..	\$ 4.4	\$ —

15. INCOME TAXES

Details of income taxes are as follows:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Current income tax recovery (expense).....	\$ (8.7)	\$ 1.6
Deferred income tax recovery (expense).....	36.9	5.4
	<u>\$ 28.2</u>	<u>\$ 7.0</u>

The income tax recovery reported differs from the amount computed by applying U.K. rates to the loss before income taxes. The reasons for these differences and their tax effects are as follows:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Expected tax rate.....	19.0%	19.0%
Expected tax recovery.....	\$ 46.1	\$ 9.8
Foreign tax rate differences	14.5	2.8
Net change in valuation allowance on deferred tax assets	(14.7)	1.2
Permanent differences.....	(5.5)	(6.0)
Tax credits and other adjustments.....	(12.2)	(0.8)
Income tax recovery (expense)	<u>\$ 28.2</u>	<u>\$ 7.0</u>

The tax effect of components of the deferred tax assets and liabilities are as follows:

	December 31, 2019	December 31, 2018
Assets (liabilities):		
Net operating loss and credit carryforwards	\$ 215.4	\$ 203.8
Capital loss carryforwards	34.7	34.9
Allowance for doubtful accounts	1.8	1.7
Inventories	0.2	1.5
Restructuring and other provisions	4.8	13.0
Pension liability	14.1	17.9
Revenue recognition	(8.5)	0.9
Intangibles	(249.1)	(280.7)
Long-term debt and other	40.5	6.3
Sales-type lease obligations	16.4	16.9
Property and equipment	(1.1)	(2.9)
Operating lease liabilities	(24.3)	—
Right of use assets	24.3	—
Total deferred tax assets net of deferred tax liabilities, before valuation allowance	69.2	13.3
Valuation allowance	(85.2)	(71.4)
Net deferred tax assets (liabilities)	\$ (16.0)	\$ (58.1)

The Company updates its assessment of the realizability of its deferred tax assets at each reporting period. At December 31, 2019, as a result of uncertainty regarding the future utilization of certain deferred tax assets, there was a valuation allowance of \$85.2 against deferred tax assets primarily in the U.K. and U.S. (December 31, 2018 – valuation allowance of \$71.4 against deferred tax assets primarily in the U.K. and U.S.). Future changes in estimates of taxable income could result in a significant change to the valuation allowance. For the year ended December 31, 2019 and period ended December 31, 2018, there was no significant changes to the assessment of the realizability of the Company's deferred tax assets.

The Company had the following tax-effected loss carryforwards and tax credits:

Year of Expiry	December 31, 2019	
	Tax Losses	Tax Credits
2020	\$ 4.5	\$ 2.3
2021	0.7	1.0
2022	1.4	1.1
2023-2039	37.0	82.5
Indefinite	51.7	68.1
Total	\$ 95.3	\$ 155.0

These tax loss carryforwards primarily relate to operations in the U.S. and France. Tax credit carryforwards primarily relate to operations in the U.S. and Canada. The U.S. has an annual restriction on the utilization of tax-effected loss carryforwards and tax credits of \$69.1.

The Company operates in multiple jurisdictions throughout the world and its returns are subject to ongoing examinations by certain taxing authorities in those jurisdictions. The Company regularly assesses the status of these examinations and the potential for adverse outcomes to determine the adequacy of the provisions for income taxes. The Company believes that it has adequately provided for tax adjustments that are probable as a result of any ongoing or future examinations.

The Company has undistributed earnings of its foreign subsidiaries which are considered to be indefinitely reinvested and accordingly no provision for income taxes has been provided. The determination of the amount of unrecognized deferred income tax liability for undistributed earnings is not practicable. If circumstances change and it becomes apparent that some or all of the undistributed earnings of the Company's foreign subsidiaries will be remitted to a parent company, the Company will record a tax liability.

Uncertain Tax Positions

At December 31, 2019, we recorded a provision for uncertain tax positions of \$30.1 (December 31, 2018 – \$28.6), of which \$12.9 is included in other non-current liabilities and \$17.2 is recorded net against deferred tax assets in the consolidated balance sheet. The amount of unrecognized tax benefits at December 31, 2019 that would affect the effective tax rate, if recognized, was \$17.4.

The Company recognizes any interest and penalties related to unrecognized tax benefits in income tax expense. At December 31, 2019, in addition to the unrecognized tax benefits above, the Company has a balance of \$4.7 for the potential payment of interest and penalties (December 31, 2018 – \$3.4). For the year ended December 31, 2019, the Company expensed \$1.3 for the potential payment of interest and penalties (period ended December 31, 2018 – \$0.6).

The Company routinely engages in discussions and negotiations with tax authorities regarding tax matters in various jurisdictions throughout the year. The Company believes it is reasonably possible that certain federal, foreign, and state tax matters may be concluded in the next 12 months. The Company estimates that the unrecognized tax benefits inclusive of interest at December 31, 2019 are expected to be reduced by approximately \$1.1 in the next 12 months.

The Company or its subsidiaries file income tax returns in a significant number of countries. These tax returns are subject to examination by local taxing authorities. The following summarizes the open years by major jurisdiction: Canada — 2015 to 2019 and for specific types of transactions from 2011 to 2012; the U.S. — 2017 to 2019; Germany — 2013 to 2019; France — 2017 to 2019; Sweden — 2014 to 2019; Switzerland — 2015 to 2019; and the U.K. — 2016 to 2019.

At December 31, 2019, the Company is presently under audit in France for the 2012 and 2013 tax years, Germany for the 2014-2017 years, India for the 2017 and 2018 years, Canada for the 2011 through 2017 tax years and in the U.S. for 2015 and 2016. The resolution of tax matters in these jurisdictions is not expected to be material to the Consolidated Financial Statements.

16. PENSION PLANS

The Company maintains defined contribution pension plans or defined benefit plans that cover a significant portion of its employees.

Defined Contribution Plans

The Company contributes to defined contribution pension plans on the basis of the percentage specified in each plan. The costs of the defined contribution plans are expensed as incurred. For the year ended December 31, 2019, the Company made contributions to these plans of \$11.2 (period ended December 31, 2018 – \$0.9).

Defined Benefit Plans

Description of defined benefit plans

The Company's projected benefit obligation and plan assets, by defined benefit plan, at December 31, 2019 were as follows:

	U.K. Plan	Switzerland Plan	All Other	Total
Projected benefit obligation.....	\$ 285.4	\$ 91.4	\$ 17.3	\$ 394.1
Plan assets	235.4	84.4	—	319.8
Pension liability	\$ 50.0	\$ 7.0	\$ 17.3	\$ 74.3

The Company's projected benefit obligation and plan assets, by defined benefit plan, at December 31, 2018 were as follows:

	U.K. Plan	Switzerland Plan	All Other	Total
Projected benefit obligation.....	\$ 260.6	\$ 89.6	\$ 16.1	\$ 366.3
Plan assets	193.1	77.1	—	270.2
Pension liability	\$ 67.5	\$ 12.5	\$ 16.1	\$ 96.1

U.K. Plan

The Company operates a partially funded defined benefit plan in the U.K. ("U.K. Plan"), which was closed to new members in 2001 and was closed to new service in 2012.

Switzerland Plan

The Company operates a partially funded multiple-employer pension plan in Switzerland (“Switzerland Plan”). Under the Switzerland Plan, retirees generally benefit from the receipt of a perpetual annuity at retirement based on an accrued value at the date of retirement. The accrued value is related to the actual returns on contributions during the working period. As the plan is a multiple-employer plan, the Consolidated Financial Statements include the Company’s pro-rata share of assets, projected benefit obligation and pension benefit cost.

Other

The Company operates unfunded defined benefit plans related to France, Italy and Germany (“France Plan”, “Italy Plan” and “Germany Plan”, respectively). Under the France Plan and Italy Plan, retirees generally benefit from a lump sum payment upon retirement or departure. Under the Germany Plan, retirees generally benefit from the receipt of a perpetual annuity at retirement based on their years of service and ending salary.

The defined benefit plan disclosures below are provided in aggregate for all defined benefit plans, unless otherwise noted.

Plan assets and projected benefit obligation information

The change in aggregate projected benefit obligation and plan assets was as follows:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Change in projected benefit obligation:		
Benefit obligation, opening	\$ 366.3	\$ —
Benefit obligation from acquisition	—	363.3
Service cost	1.2	0.1
Interest cost	8.6	0.8
Employee contributions	0.8	0.1
Actuarial loss (gain)	24.4	4.8
Benefits paid	(8.8)	(2.0)
Curtailments	(6.1)	—
Settlements	(3.1)	—
Foreign exchange	10.8	(0.8)
Benefit obligation, closing	\$ 394.1	\$ 366.3
	Year Ended December 31, 2019	Period Ended December 31, 2018
Change in plan assets:		
Fair value of plan assets, opening	\$ 270.2	\$ —
Fair value of plan assets from acquisition	—	271.4
Actual return on plan assets	43.2	0.2
Employer contributions	8.0	0.7
Employee contributions	0.8	0.1
Benefits paid	(8.5)	(1.9)
Settlements	(3.1)	—
Foreign exchange	9.2	(0.3)
Fair value of plan assets, closing	\$ 319.8	\$ 270.2
Net pension liability	\$ 74.3	\$ 96.1

The following table provides the Company's aggregate accumulated benefit obligation:

	December 31, 2019	December 31, 2018
Accumulated benefit obligation.....	390.9	361.5

Periodic benefit cost

The aggregate net periodic benefit cost was as follows:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Current service cost — defined benefit.....	\$ 1.2	\$ 0.1
Interest cost.....	8.6	0.8
Expected return on plan assets.....	(9.4)	(0.8)
Curtailment	(2.8)	—
Net periodic defined benefit cost (recovery).....	\$ (2.4)	\$ 0.1

Assumptions

The following assumptions were used to determine the periodic pension expense for the U.K. Plan:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Discount rate	2.95%	3.05%
Inflation rate.....	3.20%	3.25%
Investment returns assumption	4.01%	4.29%

The following assumptions were used to determine the net present value of the projected pension obligation for the U.K. Plan:

	December 31, 2019	December 31, 2018
Discount rate	2.05%	2.95%
Inflation rate.....	2.80%	3.20%

- (1) As a result of the U.K. Plan's November 2012 pension curtailment, members no longer earn benefits for current service and therefore the compensation rate increase and average remaining service life are not factors in determining the net present value of accrued pension benefits.

The following assumptions were used to determine the periodic pension expense for the Switzerland Plan:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Discount rate	0.80%	0.95%
Inflation rate.....	1.00%	1.00%
Investment returns assumption	2.10%	2.20%

The following assumptions were used to determine the net present value of the projected pension obligation for the Switzerland Plan:

	Year Ended December 31, 2019	Period Ended December 31, 2018
Discount rate	0.10%	0.80%
Inflation rate.....	1.00%	1.00%
Compensation increase rate	1.50%	1.50%
Average remaining service life of employees.....	8 years	9 years

Estimated future benefit payments

The table below reflects the total benefits expected to be paid in each of the next five years and in the aggregate for the subsequent five years.

	Benefit Payments
2020	8.6
2021	8.9
2022	9.2
2023	9.2
2024	9.6
2025-2029	51.1

Contributions

The Company expects to make annual employer contributions of approximately \$8.9 (£6.8) to fund the U.K. Plan deficit in 2020, 2021 and 2022. The amount of annual employer contributions required to fund the pension deficit is determined every three years in accordance with U.K. regulations. The Company expects to make employer contributions of \$0.5 to fund the Switzerland Plan in 2020.

Plan assets

The Company's target allocation and actual pension plan asset allocation by asset category for the U.K. Plan were as follows:

	December 31, 2019 Actual	December 31, 2019 Target (1)	December 31, 2018 Actual	December 31, 2018 Target (1)
Cash	9%	0%	0%	0%
Equities	44%	58%	56%	58%
Debt securities.....	47%	42%	44%	42%

- (1) Under the current statement of investment principles of the plan, the target allocation includes a 25% allocation to liability-driven investments ("LDI" funds) and 30% to diversified target return funds. These allocations have been assigned to the equity and debt security targets based on the investments held at December 31, 2019.

The Company's target allocation and actual pension plan asset allocation by asset category for the Switzerland Plan were as follows:

	December 31, 2019 Actual	December 31, 2019 Target	December 31, 2018 Actual	December 31, 2018 Target
Cash	14%	5%	11%	5%
Debt securities	20%	27%	19%	27%
Real estate.....	34%	37%	37%	37%
Equities	26%	24%	25%	24%
Other	6%	7%	8%	7%

The investment objectives of the pension portfolio of assets are designed to generate returns that will enable the fund to meet its future obligations. The performance benchmark for the investment managers is to earn in excess of the index return in those asset categories, which are actively managed.

The long-term return assumption at December 31, 2019 is 3.5% for the U.K. Plan and 2.2% for the Switzerland Plan. In setting the overall expected rate of return, the various percentages of assets held in each asset class together with the investment return expected from that class are taken into account. A consistent approach is used to develop the investment return assumptions. The approach considers various factors, including historical and expected inflation, bond yields, and returns from specific asset classes. The assumption is based on consideration of all inputs, with a focus on long-term trends to avoid short-term market influences.

The following table discloses the major category of fair value (as described in note 18):

Fair Value Measurement at December 31, 2019				
	Quoted Price in Active Markets for Identical Instruments	Significant Other Observable Inputs	Significant Unobservable Inputs	Total
	Level 1	Level 2	Level 3	
Assets				
Cash.....	\$ 33.2	\$ —	\$ —	\$ 33.2
Equities.....	—	126.2	—	126.2
Bonds.....	—	126.7	—	126.7
Real estate	—	—	28.7	28.7
Other.....	—	—	5.0	5.0
	<u>\$ 33.2</u>	<u>\$ 252.9</u>	<u>\$ 33.7</u>	<u>\$ 319.8</u>

Fair Value Measurement at December 31, 2018				
	Quoted Price in Active Markets for Identical Instruments	Significant Other Observable Inputs	Significant Unobservable Inputs	Total
	Level 1	Level 2	Level 3	
Assets				
Cash.....	\$ 9.0	\$ —	\$ —	\$ 9.0
Equities.....	—	126.1	—	126.1
Bonds.....	—	100.4	—	100.4
Real estate	—	—	28.5	28.5
Other.....	—	—	6.2	6.2
	<u>\$ 9.0</u>	<u>\$ 226.5</u>	<u>\$ 34.7</u>	<u>\$ 270.2</u>

17. FOREIGN CURRENCY, CREDIT, INTEREST RATE AND CONCENTRATION RISK

Foreign currency risk

The Company operates globally, and therefore incurs expenses in currencies other than its various functional currencies and its U.S. dollar reporting currency. The Company has used, and may use in the future, foreign currency forward contracts to hedge the fair value of certain assets and liabilities as well as to hedge likely future cash flows denominated in a currency other than the functional currency of the entity. The Company does not enter into forward contracts for speculative purposes.

Fair value hedging

The Company has used, and may use in the future, foreign currency forward contracts to minimize the short-term impact of currency fluctuations on foreign currency receivables, payables and intercompany balances. Foreign currency contracts used to hedge the fair value of foreign currency receivables, payables and intercompany balances are recorded at fair value, with changes in the fair value recorded as other income (expense) in the consolidated statements of operations. At December 31, 2019, all of the Company's outstanding foreign currency forward contracts had a term of 35 days or less. At December 31, 2018, the Company did not have any outstanding forward contracts used for fair value hedging.

Cash flow hedging

The Company has used, and may use in the future, foreign currency forward contracts to hedge probable future cash flows. Cash flow hedges are assessed for effectiveness at the time of inception and again at each reporting period. Foreign currency forward contracts that are assessed as effective are recorded at fair value at each reporting period, with changes in the fair value recorded through other comprehensive income (loss) in the consolidated statements of operations, net of tax. When foreign currency forward contracts are settled, the unrealized gain or loss is removed from accumulated other comprehensive income (loss) and recorded as an increase or decrease to the hedged transaction.

For the year ended December 31, 2019 and period ended December 31, 2018 the Company did not enter into any forward contracts for foreign currency cash flow hedging purposes.

On October 25, 2018, the Company entered into an interest rate swap agreement contingent on the closing of the acquisition of Mitel. On November 30, 2018, the Company completed the acquisition of Mitel, as described in note 3. The interest rate swap agreement effectively fixes the LIBOR portion of the interest expense to be approximately 3.1%, on approximately 70% of the term loans outstanding under the 2018 Credit Facilities for the period from April 2019 to February 2024. As the interest rate swap agreement was entered into prior to the borrowings under the 2018 Credit Facilities, the change in fair value from the swap agreement date (October 25, 2018) up to the date of the borrowings (November 30, 2018) of \$10.9 was recorded as an expense in the consolidated statement of operations. Once the borrowings under the 2018 Credit Facilities were completed on November 30, 2018, the hedge was determined to be effective and continued to be effective through the year ended December 31, 2019. For the year ended December 31, 2019, a loss of \$26.3 was recorded in other comprehensive income (loss) to reflect the change in fair value during the year (period ended December 31, 2018 – loss of \$16.0 was recorded in other comprehensive income(loss)). The interest rate swap agreement had a fair value of negative \$53.2 at December 31, 2019 (December 31, 2018 – fair value of negative \$26.9).

Interest rate risk

As described in note 10, the Company is exposed to interest rate risk primarily on its credit facilities which bear interest at LIBOR. The Company has effectively fixed its interest rate on approximately 70% of its term loans outstanding at December 31, 2019 by entering into an interest rate swap agreement, as described above. As a result, the Company's interest expense is exposed to changes in interest rates on the remaining 30% of its outstanding debt. The Company periodically reviews its exposure to interest rate risk and determines what actions, if any, should be taken to mitigate the risk.

In addition, the Company's defined benefit plans, as described in note 16, are exposed to changes in interest rate risk through their investment in bonds and the discount rate assumptions on the projected benefit obligation. The Company is not exposed to any other significant interest rate risk due to the short-term maturity of its monetary assets and current liabilities.

Credit risk

The Company's financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, restricted cash, accounts receivable, other receivables, and assets held by the defined benefit pension plan. Cash is generally held in banks with an investment grade rating. Cash equivalents are invested in government and commercial paper with investment grade credit rating. The Company is exposed to normal credit risk from customers. However, the Company has a large number of diverse customers, which minimizes concentrations of credit risk. As at and for the year ended December 31, 2019, the Company had a single distributor in the U.S. that accounted for 15.2% of the Company's revenues and 14.3% of the Company's accounts receivable (as at and for the period ended December 31, 2018 – single distributor accounted for 18.9% of revenues and 11.5% of the accounts receivable). As at and for the year ended December 31, 2019 and period ended December 31, 2018, no other single customer accounted for more than 10 percent of the Company's revenues or accounts receivable.

Concentration risk

The Company sells its products and services to a broad set of enterprises ranging from large, multinational enterprises, to small and mid-sized enterprises. Management believes that the Company's concentration risk is limited by the geographic and industry characteristics of its customers. The Company performs periodic credit evaluations of its significant customers' financial condition and generally does not require collateral for its accounts receivable although, in some cases, the Company will require payment in advance or security in the form of letters of credit or third-party guarantees. Only one customer accounted for more than 10 percent of the Company's revenues or accounts receivable, as described above.

Four independent suppliers manufacture a significant portion of the Company's products. The Company is not obligated to purchase products from these specific suppliers in any specific quantity, except as the Company outlines in forecasts or orders for products required to be manufactured by these companies. The Company's supply agreements with these suppliers results in a concentration that, if suddenly eliminated, could have an adverse effect on the Company's operations. While the Company believes that alternative sources of supply would be available, disruption of its primary sources of supply could create a temporary, adverse effect on product shipments.

18. FAIR VALUE MEASUREMENTS

The Company's financial assets and liabilities carried at fair value are measured using one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Assets/Liabilities Measured at Fair Value on a Recurring Basis

The Company's cash equivalents, as described in note 2, are valued using the category Level 2. In addition, the Company's interest rate swap, as described in note 17, is valued using the category Level 2. The Company does not have any other significant financial assets or liabilities measured at fair value on a recurring basis, other than the investments held by defined benefit pension plans, as described in note 16.

Fair Value of Financial Instruments

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts receivable, accounts payable, long-term debt and the interest rate swap. Due to the short-term maturity of cash, restricted cash, accounts receivable and accounts payable, the carrying value of these instruments is a reasonable estimate of their fair value. The interest rate swap is recorded at fair value at each reporting period. At December 31, 2019, the fair value of the first lien term loan and second lien term loan, as described in note 10, was approximately 95% and 76% of their respective principal balances.

19. RELATED PARTY TRANSACTIONS

On November 30, 2018, the Company paid a \$10.0 fee to Searchlight Capital Partners LP, an affiliate of shareholders of its parent entity, for advisory services in relation to the acquisition of Mitel, as described in note 3. The advisory fee was recorded as a restructuring, integration and acquisition-related cost on the consolidated statement of operations.

On November 27, 2018, the Company entered into a management consulting agreement with certain affiliates of shareholders of its parent entity. The consulting agreement requires quarterly payments of \$0.5 and terminates after eight years, or at the time of transaction that results in 80% of the parent entity's equity being held by new shareholders. The Company expensed \$2.0 in relation to this agreement in the year ended December 31, 2019 (period ended December 31, 2018 – \$0.2).

20. SUBSEQUENT EVENTS

In January 2020, the World Health Organization (the "WHO") declared the outbreak of a novel strain of Coronavirus disease ("COVID-19") a "Public Health Emergency of International Concern." In February 2020, the WHO raised the COVID-19 threat level from high to very high at a global level and in March 2020, the WHO characterized the COVID-19 as a pandemic.

The worldwide spread of COVID-19 has resulted in authorities implementing numerous measures to contain the virus, including travel bans and restrictions, quarantines, shelter-in-place orders, and business limitations and shutdowns. The COVID-19 pandemic has created a global slowdown of economic activity, which has, and will likely continue to decrease demand for a broad variety of goods and services, while also disrupting sales channels and marketing activities until the disease is contained.

As of the date of this report, the extent to which the COVID-19 pandemic may impact the Company's financial condition and results of operations remains highly uncertain. While the initial effect of the pandemic did not materially affect the Company's financial results, the effect of the COVID-19 pandemic may not be fully reflected in the Company's results of operations and overall financial performance until future periods. The extent of the impact of the COVID-19 pandemic on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, actions taken to contain the virus or its impact and impact on the Company's suppliers, customers, partners, resellers and employees, all of which are uncertain and cannot be predicted.

The financial statements have been prepared based upon conditions existing at December 31, 2019. As the outbreak of COVID-19 occurred after December 31, 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at December 31, 2019 for the impacts of COVID-19.

Subsequent events have been evaluated up to June 29, 2020, the date the financial statements were issued.