Strategic Report, Report of the Directors and

Financial Statements

for the Year Ended 31 December 2018

for

Aurelius Sigma Limited

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Aurelius Sigma Limited

Company Information for the Year Ended 31 December 2018

DIRECTORS: M Taeubl

T Nagler

REGISTERED OFFICE: 6th Floor

33 Glasshouse Street

London W1B 5DG

REGISTERED NUMBER: 10198559 (England and Wales)

AUDITORS: Silbury Business Advisers Limited

Chartered Accountants and

Statutory Auditors Venture House Calne Road Lyneham Chippenham SN15 4PP

Strategic Report for the Year Ended 31 December 2018

The directors present their strategic report for the year ended 31 December 2018.

Review of Business

The company is a holding company. It also received and granted loans within the Aurelius Group.

In September 2018 the loan to Working Links (Employment) Limited was assigned to Symbiont Facility Services Ltd.

In February 2019 Aurelius Group announced that in a transfer process agreed in advance with the Ministry of Justice, the social reintegration service provided to the British authorities, were transferred to the service provider Seetec.

Subsequent to this transfer Working Links (Employment) Limited was placed in the hands of an administrator on 14 February 2019.

As a result of these post balance sheet events assets and liabilities related to the Working Links (Employment) Limited investment have been written down to nil.

It is the intention of the directors that the company will cease to trade. The accounts have therefore not been drawn up on a going concern basis.

ON BEHALF OF THE BOARD:

M Taeubl - Director

18 September 2019

Report of the Directors for the Year Ended 31 December 2018

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

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2018.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

M Taeubl

T Nagler

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD:

M Taeubl - Director

18 September 2019

Report of the Independent Auditors to the Members of Aurelius Sigma Limited

Opinion

We have audited the financial statements of Aurelius Sigma Limited (the 'company') for the year ended 31 December 2018 which comprise the Income Statement, Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Aurelius Sigma Limited

Matters on which we are required to report by exception

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 material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 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.

Auditors' 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 a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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 a Report of the Auditors 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.

Christopher Baylis (Senior Statutory Auditor) for and on behalf of Silbury Business Advisers Limited Chartered Accountants and Statutory Auditors Venture House Calne Road Lyneham Chippenham SN15 4PP

24 September 2019

Income Statement for the Year Ended 31 December 2018

	Notes	31.12.18 Continuing £	31.12.18 Discontinued £	31.12.18 Total £
REVENUE Cost of sales GROSS LOSS	3	- - -	734,219 (922,146) (187,927)	734,219 (922,146) (187,927)
Administrative expenses			(26,434)	(26,434)
OPERATING LOSS	5	-	(214,361)	(214,361)
Cost of fundamental reorg Profit/loss on sale of invest	6 6	<u>-</u>	(6,856,011) 612,446 (6,457,926)	(6,856,011) 612,446 (6,457,926)
Interest receivable and similar income Amounts written off investments Interest payable and similar expenses LOSS BEFORE TAXATION	7	- - -	276,232 (653,990) (6,835,684)	276,232 (653,990) (6,835,684)
Tax on loss LOSS FOR THE FINANCIAL YEAR	8		(51,000) (6,886,684)	(51,000) (6,886,684)

Income Statement for the Year Ended 31 December 2018

		31.12.17	31.12.17	31.12.17
	Notes	Continuing £	Discontinued £	Total £
REVENUE	3	_	730,346	730,346
Cost of sales	J	-	(682,419)	(682,419)
GROSS PROFIT			47,927	47,927
Administrative expenses		-	(17,364)	(17,364)
OPERATING PROFIT	5	-	30,563	30,563
Interest receivable and similar income		-	300,000	300,000
Amounts written off investments	7	-	(004.404)	(004 404)
Interest payable and similar expenses	1		(604,491)	(604,491)
LOSS BEFORE TAXATION		-	(273,928)	(273,928)
Tax on loss	8	_	<u>51,000</u>	<u>51,000</u>
LOSS FOR THE FINANCIAL YEAR			(222,928)	(222,928)

Other Comprehensive Income for the Year Ended 31 December 2018

	Notes	31.12.18 £	31.12.17 £
LOSS FOR THE YEAR		(6,886,684)	(222,928)
OTHER COMPREHENSIVE INCOME TOTAL COMPREHENSIVE INCOME FOR THE YEAR		_	

Statement of Financial Position

31 December 2018

		31.12	2.18	31.12	2.17
	Notes	£	£	£	£
FIXED ASSETS					
Investments	9		-		12,968,710
CURRENT ASSETS					
Debtors	10	7,276,072		558,264	
Cash at bank		138,298		53,517	
		7,414,370		611,781	
CREDITORS					
Amounts falling due within one year	11	14,090,066		13,369,503	
NET CURRENT LIABILITIES			(6,675,696)		(12,757,722)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(6,675,696)		210,988
CAPITAL AND RESERVES					
Called up share capital	13		704,062		704,062
Retained earnings	14		(7,379,758)		(493,074)
SHAREHOLDERS' FUNDS			<u>(6,675,696</u>)		210,988

The financial statements were approved by the Board of Directors on 18 September 2019 and were signed on its behalf by:

M Taeubl - Director

Statement of Changes in Equity for the Year Ended 31 December 2018

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2017	704,062	(270,146)	433,916
Changes in equity Total comprehensive income Balance at 31 December 2017	704,062	(222,928) (493,074)	(222,928) 210,988
Changes in equity Total comprehensive income Balance at 31 December 2018	704,062	(6,886,684) (7,379,758)	(6,886,684) (6,675,696)

Notes to the Financial Statements for the Year Ended 31 December 2018

1. STATUTORY INFORMATION

Aurelius Sigma Limited is a private company, limited by shares , registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

· the requirements of Section 7 Statement of Cash Flows.

Preparation of consolidated financial statements

The financial statements contain information about Aurelius Sigma Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Aurelius Equity Opportunities SE & Co. KGaA, Ludwig-Ganghofer-Straße 6, 82031 Grünwald, Germany.

Significant judgements and estimates

The deferred consideration on the assignment of the loan was £7,273,034. Most of this amount has been received and the director is confident all of the outstanding balance as at 19 September 2019 of £137,370 will be received. Should this not be the case then the profit on the assignment of the loan would be reduced by this amount.

Turnover

Turnover during the year was management fees charges to Working Links (Employment) Limited and was recognised on date of invoice.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

2. ACCOUNTING POLICIES - continued Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

3. **REVENUE**

The revenue and loss before taxation are attributable to the one principal activity of the company.

4. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 December 2018 nor for the year ended 31 December 2017.

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

The average number of employees during the year was as follows.	31.12.18	31.12.17
	2	1
	31.12.18 £	31.12.17 £
Directors' remuneration		

5. OPERATING (LOSS)/PROFIT

The operating loss (2017 - operating profit) is stated after charging:

	31.12.18	31.12.17
	£	£
Other operating leases	1,200	1,200
Auditors' remuneration	4,350	2,250
Auditors' remuneration for non audit work	<u>3,750</u>	<u>3,750</u>

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

6. EXCEPTIONAL ITEMS

	31.12.18	31.12.17
	£	£
Cost of fundamental reorg	(6,856,011)	-
Profit/loss on sale of invest	612,446	-
	(6,243,565)	-

Cost of fundamental reorganization

In February 2019 Aurelius Group announced that in a transfer process agreed in advance with the Ministry of Justice, the social reintegration service provided to the British authorities, were transferred to the service provider Seetec.

Subsequent to this transfer Working Links (Employment) Limited was placed in the hands of an administrator on 14 February 2019.

As a result of these post balance sheet events assets and liabilities related to the Working Links (Employment) Limited investment have been written down to nil.

Profit on sale of investment

In September 2018 the loan to Working Links (Employment) Limited was assigned to Symbiont Facility Services Ltd. The above value is the profit on the assignment. At the year end deferred consideration shown in note 10 was outstanding.

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	31.12.18	31.12.17
	£	£
Loan	_653,990	604,491

8. TAXATION

Analysis of the tax charge/(credit)

The tax charge/(credit) on the loss for the year was as follows:

	31.12.18	31.12.17
	£	£
Deferred tax	_ 51,000	(51,000)
Tax on loss	51,000	(51,000)

Reconciliation of total tax charge/(credit) included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Loss before tax	£ (6,835,684)	£ (273,928)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19%)	(1,298,780)	(52,046)
Effects of: Deferred Tax written off	51,000	-
Deferred tax on losses not provided Total tax charge/(credit)	1,298,780 51,000	1,046 (51,000)

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

9. FIXED ASSET INVESTMENTS

	31.12.18	31.12.17
	£	£
Shares in group undertakings	-	6,968,710
Loans to group undertakings		6,000,000
	<u> </u>	12,968,710
		· · · · · · · · · · · · · · · · · · ·

Additional information is as follows:

Shares in group undertakings £

6,968,710

COST

At 1 January 2018 6,968,710
Impairments (6,968,710)
At 31 December 2018

NET BOOK VALUE

At 31 December 2018

At 31 December 2017

The company's investments at the Statement of Financial Position date in the share capital of

Working Links (Employment) Limited

companies include the following:

Registered office: Sun Alliance House, 16 - 26 Albert Road, Middlesbrough, England, TS1 1PR

Nature of business: Employment placement agency

Class of shares: holding Ordinary 100.00

The Wales Community Rehabilitation Company Ltd

Registered office: Queensway House, The Hedges, St Georges, Weston Super Mare, Avon BS22 7BB

Nature of business: Rehabilitation services

Class of shares: holding Ordinary 100.00

The Devon Dorset Cornwall Community Rehabilitation Company Ltd

Registered office: Queensway House, The Hedges, St Georges, Weston Super Mare, Avon BS22 7BB

Nature of business: Rehabilitation services

Class of shares: holding Ordinary 100.00

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

9. FIXED ASSET INVESTMENTS - continued

The Bristol Gloucester Somerset & Wilts Community Rehabilitation Co.

Registered office: Queensway House, The Hedges, St Georges, Weston Super Mare, Avon BS22 7BB Nature of business: Rehabilitation services

Class of shares: % holding Ordinary 100.00

In February 2019 Aurelius Group announced that in a transfer process agreed in advance with the Ministry of Justice, the social reintegration service provided to the British authorities, were transferred to the service provider Seetec.

Subsequent to this transfer Working Links (Employment) Limited was placed in the hands of an administrator on 14 February 2019.

As a result of these post balance sheet events assets related to the Working Links (Employment) Limited investment have been written down to nil.

Loans to group undertakings £ 6,000,000 (6,000,000)

At 1 January 2018 Repayment in year At 31 December 2018

Shares in group undertakings

In February 2019 Aurelius Group announced that in a transfer process agreed in advance with the Ministry of Justice, the social reintegration service provided to the British authorities, were transferred to the service provider Seetec.

Subsequent to this transfer Working Links (Employment) Limited was placed in the hands of an administrator on 14 February 2019.

As a result of these post balance sheet events assets and liabilities related to the Working Links (Employment) Limited investment have been written down to nil.

Loans to group undertalkings

In September 2018 the loan to Working Links (Employment) Limited was assigned to Symbiont Facility Services Ltd. The above value is the profit on the asignment. At the year end deferred consideration shown in note 10 was oustanding.

10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.18 £	31.12.17 £
Amounts owed by group undertakings	-	507,226
Deferred Consideration	7,273,034	-
VAT	3,038	38
Deferred tax asset	<u> </u>	51,000
	7,276,072	558,264

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

11.	CREDITORS:	AMOUNTS	FALLING	DUE WITHIN	ONE YEAR
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	31.12.18	31.12.17
	£	£
Trade creditors	3,459	72
Amounts owed to group undertakings	14,079,108	13,363,431
Accrued expenses	7,499	6,000
	14,090,066	13,369,503

12. **DEFERRED TAX**

	-
Balance at 1 January 2018	(51,000)
Charge to Income Statement during year	51,000
Balance at 31 December 2018	<u>-</u> _

13. **CALLED UP SHARE CAPITAL**

Allotted, issued	and fully paid:			
Number:	Class:	Nominal	31.12.18	31.12.17
		value:	£	£
704,062	ordinary	£1	704,062	704,062

14. **RESERVES**

	Retained earnings £
At 1 January 2018	(493,074)
Deficit for the year	(6,886,684)
At 31 December 2018	(7,379,758)

15. **ULTIMATE PARENT COMPANY**

Aurelius Equity Opportunities SE & Co KGaA (incorporated in Germany) is regarded by the directors as being the company's ultimate parent company.

RELATED PARTY DISCLOSURES 16.

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

Other related parties

Related Party	Nature of transaction	Amount
•		£
Aurelius Equity Opportunities SE		
& Co	Loan from	123,336,547
KGaA	Management charge to	922,146
	Intercompany balance to	1,742,561
	Loan interest paid	653,990
The loan is repayable on demand an	d has an interest rate of 4.9%.	
Other group companies	Sublease	1,200
Working Links (Employment) Ltd	Loan to	nil
	Loan interest from	276,232
	Management charge from	734,219
	Intercompany balance from	nil

The loan is repayable on demand and has an interest rate of 4.9%. There is a Fixed and floating charge over all of the property or undertakings of the company. The tranactions set out in note 6 are also with related parties.

17. POST BALANCE SHEET EVENTS AND GOING CONCERN

In February 2019 Aurelius Group announced that in a transfer process agreed in advance with the Ministry of Justice, the social reintegration service provided to the British authorities, were transferred to the service provider Seetec.

Subsequent to this transfer Working Links (Employment) Limited was placed in the hands of an administrator on 14 February 2019.

As a result of these post balance sheet events assets and liabilities related to the Working Links (Employment) Limited investment have been written down to nil.

It is the intention of the directors that the company will cease to trade. The accounts have therefore not been drawn up on a going concern basis.

All items in the accounts are therefore related to discontinued activities.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.