

Overture Topco Limited

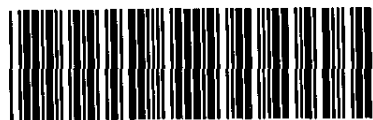
Annual Report and Financial Statements

For the year ended

31 December 2021

Company Number 10429491

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Overture Topco Limited

Annual Report and financial statements for the year ended 31 December 2021

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Directors

T S Dobmeyer
J W S Jeffery
M I Rese

Registered office

Chesham House, Deansway, Chesham, England, HP5 2FW

Company number

10429491

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Overture Topco Limited

Strategic report for the year ended 31 December 2021

The directors present their strategic report together with the audited consolidated financial statements for the year ended 31 December 2021.

Principal activities

The principal activity of the company in the year under audit was that of an ultimate holding company for the Phlexglobal Group of companies. The principal activity of the Phlexglobal Group in the year under was that of providing support services to the clinical research industry.

Review of the business and future developments

The Group continued to focus on both the product and services, with further expansion in Poland and India and enhancing its product offering to new and existing customers. The Group has seen growth in revenue from 2020, which shows the strength in the Groups offering to the marketplace and the sector in which we operate. The Group has benefitted from the acquisition of Cunesoft GmbH by increasing its product offering across the value chain, including, but not limited to PhlexRIM. The Group was acquired by the PharmaLex Group in January 2022. The directors of the company are confident that this will bring further synergies in terms of global footprint and coordinated efforts to expand and cross sell within the existing customer base.

Financial and other key performance indicators

The Group uses a range of performance measures to monitor and manage its business and that of its subsidiaries effectively. These are both financial and non-financial, and the most significant of these are the key performance indicators (KPIs).

The key financial indicators are turnover, gross profit, operating loss, Adjusted EBITDA (EBITDA before one off costs, foreign exchange and board costs) and cash. These KPIs indicate the volume of business the Group has undertaken as well as the efficiency and profitability of this business. The key non-financial performance indicator is the number of employees.

KPIs for the year ended 31 December 2021 are set out below:

| | 2021 £'000 | 2020 £'000 |
|--------------------------------------|---------------|---------------|
| Turnover | 33,993 | 32,507 |
| Gross profit | 24,935 | 24,602 |
| Operating loss | 8,458 | 3,228 |
| Cash | 2,971 | 8,532 |
| EBITDA (before exceptional expenses) | 13,265 | 11,895 |
| Number of employees | 440 | 380 |
| Gross profit (%) | 73.4% | 75.7% |

Overture Topco Limited

Strategic report for the year ended 31 December 2021 (*continued*)

Principal risks and uncertainties

The principal risks and uncertainties that the Group could encounter include risks from: the war in Ukraine, the continued impact of COVID-19, operational risk of losing key customer contracts, liquidity risk and foreign exchange exposures.

One of the group companies is located in Poland close to the border with Ukraine. The war in Ukraine has not had a direct impact on revenue or safety of its employees. Nevertheless the Group continues to actively monitor the situation with local management and support any local charities at the border

Our employees have all been working from home since Covid-19 in the countries we operate. We have seen no loss in productivity and have increased pro-active employee engagement over this time. This has also allowed the Group to review its office locations and make strategic cost savings. Many of our employees are informing us they prefer a more flexible working pattern, which we believe will result in continuation of working from home and therefore we expect productivity to remain at or near current levels.

The Group is also confident that clinical trial delays experienced as a result of Covid-19 are not expected to persist and clinical trials have returned to normal levels, with site increases of 10-15% representing normal levels.

The Group's business could be negatively affected by the loss of key customer contracts. We have not seen and do not expect the coming year to have an impact on our customers' viability.

The main financial risks arising from the Group's activities are liquidity risk and foreign exchange risk. These are monitored by the board of directors and the finance team.

The Group's policy in respect of liquidity risk is to maintain readily accessible bank deposit accounts to ensure the Group has sufficient funds for operations. The cash deposits are held in a mixture of short-term deposits and current accounts which earn interest at a floating rate.

The Group's policy in respect of foreign exchange risk is to match, where possible, the currency of revenue and costs, to closely monitor foreign exchange movements and to incorporate the ability, in contracts, to renegotiate rates if foreign exchange rates move by more than a certain percentage.

Research and development

From the continued development of PhlexTMF and the other solutions offered by the Group, the average number of staff employed by the Group for research and development continues to increase. The main research and development projects involve improved functionality and further version enhancements or upgrades to the Group's core software offerings.

Section 172 Statement

From 1 January 2019 legislation was introduced requiring companies to include a statement pursuant to section 172 of the Companies Act 2006.

The Board recognises the importance of the Group's wider stakeholders when performing their duties under Section 172(1) of the Companies Act and their duties to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- (a) the likely consequences of any decision in the long term;
- (b) the interests of the company's employees;
- (c) the need to foster the company's business relationships with suppliers, customers and others;
- (d) the impact of the company's operations on the community and the environment;
- (e) the desirability of the company maintaining a reputation for high standards of business conduct and
- (f) the need to act fairly as between members of the company.

Overture Topco Limited

Strategic report for the year ended 31 December 2021 (continued)

Section 172 Statement (continued)

The Board considers that all their decisions are taken with the long-term in mind, understanding that these decisions need to regard the interests of the company's employees, its relationships with suppliers, customers, the communities and the environment in which it operates.

For the purpose of this statement detailed descriptions of the decisions taken are limited to those of strategic importance. The Board believes that three decisions taken during the year fall into this category and were made with full consideration of both internal and external stakeholders.

- The integration of the Group with PharmaLex was key in 2022 as it significantly complemented and broadened the software and services that the Group can offer to existing and potential customers as they manage the clinical trial lifecycle from filing clinical trial applications through to the recording of clinical trial data within the trial master file and then to the filing of new drug or marketing authorisation application. The integration of the Group and PharmaLex Group with AmerisourceBergen will be important in 2023 to enhance the wider Groups global portfolio of solutions to support biopharmaceutical manufacturer partners across the pharmaceutical development and commercialisation journey. These acquisitions will also enable employees to become part of a more diversified group thereby offering more opportunities for career development.
- Following the decision to move all employees to working from home since Covid -19, we expect to maintain and develop a flexible working approach through 2022 and 2023, which will enable the company to continue to operate optimally whilst allowing for a healthy work life balance for our employees. This aligns with the wider views of PharmaLex and AmerisourceBergen.
- The decision to launch a broader range of eTMF solutions to enable sales of eTMF to a larger market. The multi-tenant version of the eTMF has required significant investment in the short term and we have as a result been able to rapidly implement solution to support customers with their Covid clinical trials.

Approval

This strategic report was approved on behalf of the Board on 28 February 2023.

Monika Rese

M I Rese

Director

Overture Topco Limited

Directors' report for the year ended 31 December 2021

The directors present their report together with the audited financial statements for the year ended 31 December 2021.

Results and dividends

The consolidated income statement is set out on page 10 and shows a turnover of £33,993,000 (2020: £32,507,000) and gross profit of £24,935,000 (2020: £24,602,000). The Group made a loss before tax of £21,330,000 (2020: £11,453,000) for the year to 31 December 2021.

The directors do not recommend the payment of a dividend (2020 - £Nil).

Directors

The directors of the company who were in office during the year and up to the date of signing of the financial statements were:

J McNeill (resigned on 11 February 2022)
K J Roy (resigned on 11 February 2022)
R J Riegel (resigned on 24 January 2022)
S W J Kent (resigned on 24 January 2022)
Vitruvian Directors I Limited (resigned on 24 January 2022)
Vitruvian Directors II Limited (resigned on 24 January 2022)
T S Dobmeyer (appointed on 24 January 2022)
A D Johnson (appointed on 24 January 2022, resigned on 15 July 2022)
J W S Jeffery (appointed on 24 January 2022)
M I Rese (appointed on 24 January 2022)

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

This report was approved by the board and signed on its behalf on 28 February 2023.

Monika Rese

M I Rese
Director

Overture Topco Limited

Directors' responsibilities statement for the year ended 31 December 2021

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group and company 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 Group and company and of the profit or loss of the Group and company for that year.

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 Group and company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Overture Topco Limited

Independent auditor's report for the year ended 31 December 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OVERTURE TOPCO LIMITED

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2021 and of the Group's 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.

We have audited the financial statements of Overture Topco Limited ("the Parent Company") and its subsidiaries ("the Group") for the year ended 31 December 2021 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company balance sheets, the consolidated and company statements of changes in equity, the consolidated statement of cash flows 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).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group or Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

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.

Overture Topco Limited

Independent auditor's report for the year ended 31 December 2021 *(continued)*

Other information (continued)

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

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

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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 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 Group's and the Parent 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 Group or the Parent 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.

Overture Topco Limited

Independent auditor's report for the year ended 31 December 2021 (*continued*)

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and Parent Company and determined that the most significant frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework, the Companies Act 2006 and relevant tax compliance regulations;
- We understood how the Group and Parent Company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures;
- We assessed the susceptibility of the Group's and the Parent Company's financial statements to material misstatement, including how fraud might occur, by meeting with management to understand where they considered there was a susceptibility to fraud;
- Our audit planning identified fraud risks in relation to management override and inappropriate or incorrect recognition of revenue. We obtained an understanding of the processes and controls that the Group has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors those processes and controls;
- With regards to the fraud risk in management override, our procedures included journal transaction testing, with a focus on large or unusual transactions based on our knowledge of the business. We also performed an assessment of the appropriateness of key judgements and estimates, which are subject to managements' judgement and estimation, and could be subject to potential bias; and
- We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Julian Frost

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Julian Frost (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor
London, UK

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

02 March 2023

Overture Topco Limited

Consolidated income statement for the year ended 31 December 2021

| | Note | 2021 £'000 | 2020 £'000 |
|--|------|-----------------|---------------|
| Turnover | 2 | 33,993 | 32,507 |
| Cost of sales | | (9,058) | (7,905) |
| Gross profit | | 24,935 | 24,602 |
| Administrative expenses | | (33,552) | (27,830) |
| Other income | | 159 | - |
| Operating loss | 3 | (8,458) | (3,228) |
| Other income | 6 | - | 6,260 |
| Interest payable and similar charges | 7 | (13,312) | (14,485) |
| Interest receivable and similar income | 8 | 440 | - |
| Loss on ordinary activities before taxation | | (21,330) | (11,453) |
| Taxation | 9 | (1,728) | (1,304) |
| Loss for the financial year | | (23,058) | (12,757) |

All amounts relate to continuing activities.

The notes on pages 17 to 33 form part of these financial statements.

Overture Topco Limited

Consolidated statement of comprehensive income for the year ended 31 December 2021

| | 2021 £'000 | 2020 £'000 |
|---|-----------------|-----------------|
| Loss for the financial year | (23,058) | (12,757) |
| Other comprehensive income/(loss) for the year | | |
| Exchange difference on the retranslation of subsidiary undertakings | 423 | (985) |
| | <hr/> | <hr/> |
| Total comprehensive loss for the year | (22,635) | (13,742) |
| | <hr/> | <hr/> |

The notes on pages 17 to 33 form part of these financial statements.

Overture Topco Limited

Consolidated balance sheet at 31 December 2021

Company Registration number: 10429491

| | Note | 2021 £'000 | 2020 £'000 |
|--|------|------------------|------------------|
| Fixed assets | | | |
| Intangible assets | 10 | 75,749 | 88,564 |
| Tangible assets | 11 | 265 | 270 |
| | | <u>76,014</u> | <u>88,834</u> |
| Current assets | | | |
| Debtors | 13 | 11,888 | 9,397 |
| Cash at bank and in hand | | 2,971 | 8,532 |
| | | <u>14,859</u> | <u>17,929</u> |
| Creditors: amounts falling due within one year | 14 | (9,188) | (6,910) |
| Net current assets | | <u>5,671</u> | <u>11,019</u> |
| Total assets less current liabilities | | <u>81,685</u> | <u>99,853</u> |
| Creditors: amounts falling due after more than one year | 15 | (166,132) | (162,510) |
| Provisions for liabilities | 17 | (5,578) | (4,733) |
| Total non-current liabilities | | <u>(171,710)</u> | <u>(167,243)</u> |
| Net liabilities | | <u>(90,025)</u> | <u>(67,390)</u> |
| Capital and reserves | | | |
| Called up share capital | 19 | 1 | 1 |
| Share premium account | | 99 | 99 |
| Profit and loss account | | (90,125) | (67,490) |
| Shareholders' deficit | | <u>(90,025)</u> | <u>(67,390)</u> |

The notes on pages 17 to 33 form part of these financial statements

The financial statements on pages 10 to 33 were approved by the Board of Directors and authorised for issue on 28 February 2023.

Monika Rese

M I Rese
Director

Overture Topco Limited

Consolidated statement of changes in equity for the year ended 31 December 2021

| | Called up share capital £'000 | Share premium £'000 | Profit and loss account £'000 | Total £'000 |
|--|--|---------------------------|--|-----------------|
| 1 January 2020: | 1 | 99 | (53,748) | (53,648) |
| <i>Comprehensive loss for the year:</i> | | | | |
| Loss for the year | - | - | (12,757) | (12,757) |
| Exchange difference on the retranslation of subsidiary undertakings | - | - | (985) | (985) |
| Total comprehensive loss for the year | - | - | (13,742) | (13,742) |
| <i>Contributions by owners:</i> | - | - | - | - |
| Total contributions by owners | - | - | - | - |
| 31 December 2020: | 1 | 99 | (67,490) | (67,390) |
| <i>Comprehensive loss for the year:</i> | | | | |
| Loss for the year | - | - | (23,058) | (23,058) |
| Exchange difference on the retranslation of subsidiary undertakings | - | - | 423 | 423 |
| Total comprehensive loss for the year | - | - | (22,635) | (22,635) |
| <i>Contributions by owners:</i> | - | - | - | - |
| Total contributions by owners | - | - | - | - |
| 31 December 2021 | 1 | 99 | (90,125) | (90,025) |

The notes on pages 17 to 33 form part of these financial statements.

Overture Topco Limited

Consolidated statement of cash flows for the year ended 31 December 2021

| | Note | 2021 £'000 | 2020 £'000 |
|---|------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| Loss for the financial year before taxation | | (21,330) | (11,453) |
| Adjustments for: | | | |
| Depreciation of fixed assets | 11 | 179 | 180 |
| Amortisation of goodwill and other acquired intangible fixed assets | 10 | 13,531 | 13,577 |
| Amortisation of capitalised software development | 10 | 3,208 | 2,416 |
| Interest payable | 7&8 | 12,872 | 14,485 |
| Increase in trade and other debtors | 13 | (2,491) | (625) |
| Other Income | 6 | - | (6,260) |
| Increase/(decrease) in trade creditors and other creditors | 14 | 3,105 | (2,685) |
| Loss/(gain) on foreign exchange | | 450 | (1,208) |
| Cash from operations | | 9,524 | 8,427 |
| Other Income | 6 | - | 6,260 |
| Taxation paid | | (1,270) | (217) |
| Net cash generated from operating activities | | 8,254 | 14,470 |
| Cash flows used in investing activities | | | |
| Purchases of tangible fixed assets | 11 | (185) | (13) |
| Purchases of intangible fixed assets | 10 | (4,410) | (3,714) |
| Net cash used in investing activities | | (4,595) | (3,727) |
| Cash flows from financing activities | | | |
| Proceeds from debt | | 31,189 | 6,950 |
| Repayment of debt | | - | (11,960) |
| Capital return amount | | (38,662) | - |
| Interest paid | 7 | (1,747) | (2,748) |
| Net cash used in financing activities | | (9,220) | (7,758) |
| Net (decrease)/increase in cash and cash equivalents | | (5,561) | 2,985 |
| Cash and cash equivalents at beginning of year | | 8,532 | 5,547 |
| Cash and cash equivalents at end of year | | 2,971 | 8,532 |
| Cash and cash equivalents comprise: | | | |
| Cash at bank and in hand | | 2,971 | 8,532 |

The notes on pages 17 to 33 form part of these financial statements.

Overture Topco Limited

Company balance sheet at 31 December 2021

Company Registration number: 10429491

| | Note | 2021 £'000 | 2020 £'000 |
|---|------|---------------|---------------|
| Fixed assets | | | |
| Fixed asset investments | 12 | 83,409 | 83,409 |
| Current assets | | | |
| Debtors | 13 | 159 | 515 |
| Creditors: amounts falling due within one year | 14 | (498) | (66) |
| Net current (liabilities)/assets | | (339) | 449 |
| Total assets less current liabilities | | 83,070 | 83,858 |
| Creditors: amounts falling due after one year | 15 | (95,760) | (122,857) |
| Net liabilities | | (12,690) | (38,999) |
| Capital and reserves | | | |
| Called up share capital | 19 | 1 | 1 |
| Share premium | | 99 | 99 |
| Profit and loss account | | (12,790) | (39,099) |
| Shareholders' deficit | | (12,690) | (38,999) |

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own income statement in these financial statements. The Group loss for the year includes a profit after tax in relation to the company of £26,309,000 (2020: £11,004,000 loss).

The notes on pages 17 to 33 form part of these financial statements

The financial statements were approved by the Board of Directors and authorised for issue on 28 February 2023.

Monika Rese

M I Rese
Director

Overture Topco Limited

Company statement of changes in equity for the year ended 31 December 2021

| | Called up share capital £'000 | Share premium £'000 | Profit and loss Account £'000 | Total £'000 |
|--|--|---------------------------|--|-----------------|
| Balance as at 1 January 2020 | 1 | 99 | (28,095) | (27,995) |
| <i>Comprehensive loss for the year:</i> | | | | |
| Loss for the year | - | - | (11,004) | (11,004) |
| Total comprehensive loss for the year | - | - | (11,004) | (11,004) |
| <i>Contributions by owners:</i> | - | - | - | - |
| Total contributions by owners | - | - | - | - |
| Balance as at 31 December 2020 | 1 | 99 | (39,099) | (38,999) |
| <i>Comprehensive profit for the year:</i> | | | | |
| Profit for the year | - | - | 26,309 | 26,309 |
| Total comprehensive profit for the year | - | - | 26,309 | 26,309 |
| <i>Contributions by owners:</i> | - | - | - | - |
| Total contributions by owners | - | - | - | - |
| Balance as at 31 December 2021 | 1 | 99 | (12,790) | (12,690) |

The notes on pages 17 to 33 form part of these financial statements.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021

1 Accounting policies

Overture Topco Limited is a private company limited by shares incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the Group's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard ('FRS 102') the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires the Group management to exercise judgement in applying the Group's accounting policies. These critical accounting estimates and judgements are discussed in more detail below.

The following principal accounting policies have been applied:

Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- only one reconciliation of the number of shares outstanding at the beginning and end of the period has been presented as the reconciliations for the Group and the parent company would be identical;
- no cash flow statement has been presented for the parent company;
- disclosures in respect of the parent company's financial instruments have not been presented as equivalent disclosures have been provided in respect of the Group as a whole; and
- no disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the Group as a whole.

Audit of individual subsidiary financial statements

Under section 479a the listed subsidiaries are exempt from the requirements relating to the audit of individual accounts for a financial year - Overture Midco Limited, Overture Midco II Limited, Emerald Topco Limited, Emerald Midco 2 Limited, Emerald Midco 1 Limited and Emerald Bidco Limited.

Basis of consolidation

The consolidated income statement and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 December 2021 on the acquisition accounting basis. The results of subsidiaries sold or acquired are included in the income statement up to, or from the date control passes. Intra-Group sales and profits are eliminated fully on consolidation.

Going concern

The directors consider that the Group has access to sufficient funding to meet its financial obligations as they fall due. The Group also has a sufficient cash holding position at year end, and at the time of signing these financial statements. In addition, the Group is expected to continue to generate positive cash flows on its own account for the foreseeable future based upon a detailed budget prepared for 2023 and a forecast for 2024. As a result, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Turnover and revenue recognition

Turnover represents revenue (excluding VAT) earned under a wide variety of contracts to provide a range of different professional services. Revenue is generally recognised as contract activity progresses so that for incomplete contracts it reflects the partial performance of the contractual obligations. For such contracts the amount of revenue reflects the accrual of the right to consideration by reference to the value of work performed. Revenue not billed to clients is included in debtors as accrued revenue and invoices on account in excess of the relevant amount of revenue are included in creditors as deferred revenue.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Software development

Software development costs are recognised as an intangible asset when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development. Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised evenly over the period of expected future benefit. During the period of development the asset is tested for impairment annually.

All costs that the directors consider relate to the ongoing maintenance of the underlying platform are expensed directly to the income statement.

Intangible assets acquired in a business combination - Customer relationships and Brand

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives at the following rates:

| | |
|----------------------------------|----------------------|
| Customer relationships | - over 10 years |
| Technology | - over 5 to 10 years |
| Trade Name | - over 10 years |
| Trademarks and licences | - over 10 years |
| Capitalised software development | - over 3 years |

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing the excess of the fair value of the consideration over the fair value of the identifiable assets and liabilities acquired is capitalised and amortised through the income statement over its economic life which is considered to be 10 years. Impairment tests on the carrying value of goodwill are undertaken:

- at the end of the first full financial period following acquisition; and
- in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

| | |
|----------------------------------|----------------------------------|
| Leasehold land and buildings | - life of the lease |
| Computer equipment | - 33% on the straight line basis |
| Fixtures, fittings and equipment | - 25% on the straight line basis |

Leases

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the term of the lease.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the group can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the income statement in the year they are payable.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the income statement.

The results of overseas operations are translated at the average rate of exchange during the year and the balance sheet translated into sterling at the rate of exchange ruling on the balance sheet date.

Exchange differences which arise from transactions of the opening net assets and results of foreign subsidiary undertakings are taken to reserves.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Financial instruments

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors, accrued income, interest rate swap and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to exercise judgement in applying the Group's accounting policies. Estimates and assumptions used in the preparation of the financial statements are continually reviewed and revised as necessary.

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the Group's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset.
- Determine whether there are indicators of impairment of the company's investments in subsidiaries. Factors taken into consideration in reaching such a decision include the financial position and expected future financial performance of the investment.

Other key sources of estimation uncertainty

- *Intangible fixed assets (note 10)*

Intangible fixed assets, including goodwill are amortised over their estimated useful lives, with no residual value. The actual lives of the assets are assessed annually and may vary depending on a number of factors.

- *Tangible fixed assets (see note 11)*

Tangible fixed assets are depreciated over their estimated useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors.

- *Deferred tax liability (note 18)*

A deferred tax liability has been recognised in relation to the separately identifiable intangible assets. This deferred tax liability has been recognised with reference to tax rates enacted as at 31 December 2021, at which the liability is expected to unwind.

- *Development expenditure (note 10)*

Development expenditure is capitalised in accordance with the accounting policy in note 1. Initial capitalisation of costs is based on management's judgement that technical and economic feasibility is confirmed. In determining the amounts to be capitalised management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

2 Rendering of services

The Group has one class of business and in the year to 31 December 2021 96% (2020: 96%) of the group's services were rendered to markets outside the United Kingdom.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

3 Operating loss

| | 2021 £'000 | 2020 £'000 |
|---|---------------|---------------|
| This is arrived at after charging/(crediting): | | |
| Hire of other assets - operating leases | 932 | 801 |
| Amortisation of goodwill and other acquired intangible fixed assets | 13,531 | 13,577 |
| Amortisation of capitalised software development | 3,208 | 2,416 |
| Depreciation of tangible fixed assets | 179 | 180 |
| Defined contribution pension cost | 573 | 530 |
| Loss/(gain) on foreign exchange transactions | 1,862 | (1,889) |
| Auditor's remuneration for statutory audit services – company | 2 | 2 |
| Auditor's remuneration for statutory audit services – Group companies | 115 | 90 |
| Auditor's remuneration for taxation services | 78 | 47 |
| | <hr/> | <hr/> |

4 Employees

| | 2021 £'000 | 2020 £'000 |
|---|---------------|---------------|
| Staff costs (including directors) consist of: | | |
| Wages and salaries | 15,556 | 15,067 |
| Social security costs | 1,748 | 1,252 |
| Other post retirement benefit costs (note 23) | 573 | 530 |
| | <hr/> | <hr/> |
| | 17,877 | 16,849 |
| | <hr/> | <hr/> |

The average number of employees (including directors) during the year was as follows:

| | Number | Number |
|-------------------------|--------|--------|
| Clinical services staff | 286 | 238 |
| Administration | 154 | 142 |
| | <hr/> | <hr/> |
| | 440 | 380 |
| | <hr/> | <hr/> |

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

5 Key management personnel

The directors are considered to be the key management personnel and their remuneration is set out below:

| | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| Directors' emoluments | 840 | 746 |
| Company contributions to pension schemes | 17 | 9 |
| | <u>857</u> | <u>755</u> |

The total amount payable to the highest paid director during the year was £240,000 (2020 - £240,000). Company contributions to the defined contribution scheme for the highest paid director amounted to £7,826 (2020 - £6,700).

There were 2 (2020 - 2) directors in the company's defined contribution scheme during the year.

6 Other income

Other income in the year of £nil (2020: £6,260,000).

During 2020 other income related to settlement of a legal claim.

7 Interest payable and similar charges

| | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| Bank loans and overdrafts | 1,747 | 2,748 |
| Movement on fair value of interest rate swap | - | 763 |
| Preference share interest | 11,565 | 10,974 |
| | <u>13,312</u> | <u>14,485</u> |

8 Interest receivable and similar income

| | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| Movement on fair value of interest rate swap | (440) | - |
| | <u>(440)</u> | <u>-</u> |

Overture Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2021 (*continued*)

9 Taxation

| | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| <i>UK corporation tax</i> | | |
| Current tax for the year | 572 | 1,124 |
| Adjustments to tax charge in respect of previous periods | (55) | (209) |
| Double tax relief | (572) | (426) |
| Foreign taxation | 809 | 601 |
| Prior year adjustment on foreign taxation | 129 | 25 |
| | <hr/> | <hr/> |
| Total current tax | 883 | 1,115 |
| <i>Deferred tax</i> | | |
| Origination and reversal of timing differences | (339) | (650) |
| Adjustments to previous periods | (46) | 392 |
| Effect of change in tax rate for opening balances | 1,230 | 447 |
| | <hr/> | <hr/> |
| Taxation on ordinary activities | 1,728 | 1,304 |

The tax assessed for the year differs to the standard rate of corporation tax in the UK applied to the result before tax. The differences are explained below:

| | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| Loss on ordinary activities before tax | (21,330) | (11,453) |
| | <hr/> | <hr/> |
| Loss on ordinary activities at the standard rate of corporation tax in the UK of 19% (2020 - 19%) | (4,053) | (2,176) |
| Effects of: | | |
| Fixed asset differences | 19 | 7 |
| Additional foreign tax suffered | 209 | 169 |
| Expenses not deductible for tax purposes | 4,105 | 2,576 |
| Adjustments to tax charge in respect of previous periods | 26 | 303 |
| Differences in tax rates | 1,295 | 448 |
| Deferred tax not recognised | 127 | (23) |
| | <hr/> | <hr/> |
| Total tax for the year | 1,728 | 1,304 |

The deferred tax balances comprise:

| | Group deferred tax liability £'000 |
|--|---|
| At 1 January 2020 | 4,678 |
| Credited to the income statement in the year | (339) |
| Prior year adjustment | (46) |
| Differences in tax rates | 1,230 |
| | <hr/> |
| At 31 December 2021 | 5,523 |

There were no unrecognised losses for the year.

Overture Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2021 (*continued*)

10 Intangible fixed assets

| Group | Goodwill £'000 | Technology £'000 | Customer relationships £'000 | Trade name £'000 | Trademarks and licences £'000 | Capitalised software development £'000 | Total £'000 |
|-----------------------|-------------------|---------------------|------------------------------------|------------------------|--|---|----------------|
| <i>Cost</i> | | | | | | | |
| At 31 December 2020 | 96,215 | 16,022 | 17,656 | 4,060 | 1,898 | 11,303 | 147,154 |
| Foreign exchange | (576) | - | - | - | - | 90 | (486) |
| Additions | 30 | - | - | - | - | 4,380 | 4,410 |
| At 31 December 2021 | 95,669 | 16,022 | 17,656 | 4,060 | 1,898 | 15,773 | 151,078 |
| <i>Amortisation</i> | | | | | | | |
| At 31 December 2020 | 36,230 | 6,120 | 7,170 | 1,648 | 771 | 6,651 | 58,590 |
| Charge for the year | 9,567 | 1,602 | 1,766 | 406 | 190 | 3,208 | 16,739 |
| 31 December 2021 | 45,797 | 7,722 | 8,936 | 2,054 | 961 | 9,859 | 75,329 |
| <i>Net book value</i> | | | | | | | |
| At 31 December 2021 | 49,872 | 8,300 | 8,720 | 2,006 | 937 | 5,914 | 75,749 |
| At 31 December 2020 | 59,985 | 9,902 | 10,486 | 2,412 | 1,127 | 4,652 | 88,564 |

There were no intangible fixed assets held by the company.

The acquisition of technology intangible assets relates to artificial intelligence technology which the Group has determined as separable from goodwill based upon contractual and legal rights.

Overture Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2021 (*continued*)

11 Tangible assets

| Group | Leasehold land and buildings £'000 | Computer equipment £'000 | Fixtures, fittings and equipment £'000 | Total £'000 |
|-----------------------|---|--------------------------------|---|----------------|
| <i>Cost</i> | | | | |
| At 1 January 2020 | 632 | 2,597 | 599 | 3,828 |
| Foreign exchange | (15) | (11) | 15 | (11) |
| Additions | - | 185 | - | 185 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31 December 2021 | 617 | 2,771 | 614 | 4,002 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| <i>Depreciation</i> | | | | |
| At 1 January 2020 | 530 | 2,473 | 555 | 3,558 |
| Charge for the year | 39 | 115 | 25 | 179 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31 December 2021 | 569 | 2,588 | 580 | 3,737 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| <i>Net book value</i> | | | | |
| At 31 December 2021 | 48 | 183 | 34 | 265 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31 December 2020 | 102 | 124 | 44 | 270 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

The company has no tangible fixed assets.

12 Fixed asset investments

| Company | Subsidiary undertakings £'000 |
|---|-------------------------------------|
| <i>Cost</i> | |
| At 31 December 2020 and at 31 December 2021 | 83,409 |
| | <hr/> |

Overture Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2021 (continued)

12 Fixed asset investments (continued)

The company has the following subsidiary undertakings:

| Name | Address and country of incorporation or registration | Proportion of voting rights and ordinary share capital held | Nature of business |
|--------------------------------|---|---|---|
| <i>Subsidiary undertakings</i> | | | |
| Overture Midco Limited | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Overture Midco II Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Overture Bidco Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Emerald Topco Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Emerald Midco 1 Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Emerald Midco 2 Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Emerald Bidco Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | Holding company |
| Phlexglobal Limited * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | The provision of clinical research services |
| Phlexglobal Poland SP Zoo * | 4th Floor, Building A, 6 Szeligowskiego St., Lublin, Poland | Ordinary, 100% | The provision of clinical research services |
| Phlexglobal Inc * | 200 Lindenwood Drive Malvern, PA 19355, USA | Ordinary, 100% | The provision of clinical research services |
| Net Solutions Europe Ltd * | Chesham House, Deansway, Chesham, England, HP5 2FW | Ordinary, 100% | The provision of clinical research services |
| Phlexglobal GmbH* | Luise-Ullrich-Strasse 20 80636 Munich, Germany | Ordinary, 100% | Holding company |
| Cunesoft GmbH* | Luise-Ullrich-Strasse 20 80636 Munich, Germany | Ordinary, 100% | The provision of clinical regulatory operations platforms |
| Cunesoft Inc* | 200 Lindenwood Drive Malvern, PA 19355, USA | Ordinary, 100% | The provision of clinical regulatory operations platforms |
| Cunesoft Pvt. Limited* | Unit 104/105/106/107, A Wing, Mittal Towers, M.G. Road, 560 001, Bangalore, India | Ordinary, 100% | The provision of clinical regulatory operations platforms |

* held indirectly

All subsidiaries will be preparing individual financial statements.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

13 Debtors

| | Group 2021 £'000 | Group 2020 £'000 | Company 2021 £'000 | Company 2020 £'000 |
|----------------------------------|------------------------|------------------------|--------------------------|--------------------------|
| Trade debtors | 9,002 | 7,755 | 1 | - |
| Other debtors | 142 | 142 | - | - |
| Amounts due from group companies | - | - | - | 515 |
| Prepayments and accrued income | 867 | 847 | - | - |
| Taxation and social security | 1,877 | 653 | 158 | - |
| | <u>11,888</u> | <u>9,397</u> | <u>159</u> | <u>515</u> |

All amounts fall due in less than one year.

During 2020 and 2021 the Group purchased interest rate swaps to manage interest rate risk volatility. These assets and liabilities are held at fair value through the profit and loss (refer to note 16).

14 Creditors: amounts falling due within one year

| | Group 2021 £'000 | Group 2020 £'000 | Company 2021 £'000 | Company 2020 £'000 |
|----------------------------------|------------------------|------------------------|--------------------------|--------------------------|
| Trade creditors | 742 | 223 | - | - |
| Fair value of interest rate swap | 137 | 265 | - | - |
| Corporation tax | 748 | 1,135 | - | - |
| Amounts due to Group companies | - | - | 498 | 63 |
| Other creditors | 219 | 229 | - | 3 |
| Accruals and deferred income | 5,480 | 4,119 | - | - |
| Taxation and social security | 1,862 | 939 | - | - |
| | <u>9,188</u> | <u>6,910</u> | <u>498</u> | <u>66</u> |

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

15 Creditors: amounts falling due after more than one year

| | Group 2021 £'000 | Group 2020 £'000 | Company 2021 £'000 | Company 2020 £'000 |
|---|------------------------|------------------------|--------------------------|--------------------------|
| Bank loans falling due after more than one year | 70,372 | 39,183 | - | - |
| Fair value of interest rate swap | - | 470 | - | - |
| Preference share capital | 45,420 | 84,082 | 45,420 | 84,082 |
| Accrued interest | 50,340 | 38,775 | 50,340 | 38,775 |
| | <u>166,132</u> | <u>162,510</u> | <u>95,760</u> | <u>122,857</u> |

The preference shares carry a coupon of 10% and are repayable upon an exit.

In October 2021 the Group cancelled preference share premium of £80m by way of a capital reduction in accordance with sections 644 of the Companies Act 2006. The articles of Overture Topco Limited were amended and adopted by special resolution. This provided a legal surplus to return £38.7m to the preference shareholders during the year (2020: £nil). The return of capital was taken to preference share capital.

Maturity of debt:

| | Preference share capital and accrued interest 2021 £'000 | Bank Loans 2021 £'000 |
|---|---|--------------------------------|
| In more than two years but not more than five years | 95,760 | 70,372 |
| | <u>95,760</u> | <u>70,372</u> |
| | Preference share capital and accrued interest 2020 £'000 | Bank Loans 2020 £'000 |
| In more than two years but not more than five years | 122,857 | 39,183 |
| | <u>122,857</u> | <u>39,183</u> |

The group also refinanced its bank loans falling due after more than one year by replacing 2 facilities during October 2021. The company's bank loan is repayable on 15 December 2026 and is denominated in US dollars. Interest is compounded annually at a rate of 4% above the Bank of England base rate.

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

16 Financial instruments

The Group financial instruments may be analysed as follows:

| | 2021 £'000 | 2020 £'000 |
|--|----------------|----------------|
| Financial assets | | |
| Financial assets measured at cost less any impairment | 12,982 | 16,429 |
| Financial assets measured at fair value through the profit & loss | 440 | - |
| | <u>13,422</u> | <u>16,429</u> |
| | | |
| | 2021 £'000 | 2020 £'000 |
| Financial liabilities | | |
| Financial liabilities measured at amortised cost | 173,458 | 171,976 |
| Financial liabilities measured at fair value through the profit & loss | - | 764 |
| | <u>173,458</u> | <u>172,740</u> |

The company had no financial instruments.

Group Financial assets comprise cash, trade debtors, other debtors, interest rate swaps and amounts owed by Group companies.

Group Financial liabilities measured at amortised cost comprise trade creditors, interest rate swap, other creditors, accruals and provisions, bank loans and amounts due to Group companies.

The Group holds or issues financial instruments to finance its operations.

The Group and company do not trade financial instruments other than the interest rate swap as noted. Long term loans are at fixed rates and are used in order to secure funding for the future developments of the Group as a whole.

In 2020 the Group replaced an existing interest rate swap with a new swap to manage interest rate volatility risk. These assets and liabilities are held at fair value through the profit and loss. At 31 December a liability was recognised for the fair value amount (note 14 & 15).

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

17 Provisions for liabilities

| Group | Property provisions £'000 | Deferred tax liability £'000 | Total £'000 |
|---|------------------------------|---------------------------------|----------------|
| At 1 January 2021 | 55 | 4,678 | 4,733 |
| Charged to the income statement in the year | - | (385) | (385) |
| Other timing differences | - | 1,230 | 1,230 |
| | <hr/> | <hr/> | <hr/> |
| At 31 December 2021 | 55 | 5,523 | 5,578 |
| | <hr/> | <hr/> | <hr/> |

Property provisions relate to the directors' estimate of dilapidations payable on expiry of property leases held by the Group.

Deferred tax is detailed in note 18.

The company has no provisions.

18 Deferred taxation

| | 2021 £'000 | 2020 £'000 |
|----------------------------------|---------------|---------------|
| Group | | |
| At beginning of the period | 4,678 | 4,490 |
| Differences in tax rates | 1,230 | 446 |
| Credited to the income statement | (385) | (258) |
| | <hr/> | <hr/> |
| At 31 December | 5,523 | 4,678 |
| | <hr/> | <hr/> |

The deferred tax liability relates to short term timing differences on separately identifiable intangible assets, temporary differences on fixed assets book value over tax values and to assessed losses expected to be used in future years.

The following are the major deferred tax (liabilities)/assets recognised by the Group and movements thereon:

| | (Liability)/Asset 2021 £'000 | (Liability)/Asset 2020 £'000 |
|---|------------------------------------|------------------------------------|
| Fixed asset differences | (648) | (142) |
| Separately identifiable intangible assets | (4,991) | (4,547) |
| Other timing differences | 15 | 11 |
| Losses and other deductions | 101 | - |
| | <hr/> | <hr/> |
| | (5,523) | (4,678) |
| | <hr/> | <hr/> |

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

19 Called up share capital

| | Allotted, called up and fully paid | |
|---|---------------------------------------|----------|
| | 2021 | 2020 |
| | £'000 | £'000 |
| 71,545 (2020: 71,545) - Ordinary A shares of £0.01 each | 1 | 1 |
| 8,555 (2020: 8,555) - Ordinary B shares of £0.01 each | - | - |
| 19,796 (2020: 19,796) - Ordinary C shares of £0.01 each | - | - |
| 716 (2020: 716) - Ordinary D shares of £1 each | - | - |
| 6,666 (2020: 6,149) - Ordinary E shares of £0.01 each | - | - |
| | <u>1</u> | <u>1</u> |

A shares have a right to vote. B, C and E shares are non-voting shares. D shares have 25 votes per share.

20 Reserves

The Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Share premium reserve represents the amount paid above the nominal value of the shares issued less amounts cancelled and transferred to distributable reserves.
- Profit and loss account represents cumulative profits or losses.

21 Commitments under operating leases

The fair value of minimum lease payments payable on the Group's operating leases are as follows:

| | Land and Buildings | Land and buildings |
|-------------------------|-----------------------|-----------------------|
| | 2021 | 2020 |
| | £'000 | £'000 |
| Within one year | 355 | 851 |
| In two to five years | 210 | 879 |
| In more than five years | 29 | 265 |
| | <u>594</u> | <u>1,995</u> |

The company had no commitments (2020: none).

Overture Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

22 Related party transactions and ultimate controlling party

The company has taken advantage of the exemption not to disclose transactions with wholly owned subsidiaries within the Group.

The ultimate controlling party of the Group and Company at the balance sheet date was certain funds advised by Vitruvian Partners. Since the year end, the Group and Company were acquired by PharmaLex GmbH, which was the ultimate controlling party from 24 January 2022 to 31 December 2022. On 1 January 2023 the PharmaLex Group were acquired by AmerisourceBergen Corporation, which is now the ultimate controlling party (refer to note 24).

23 Post retirement benefit costs

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £572,875 (2020: £529,749). Contributions totalling £162,497 (2020: £50,403) were payable to the fund at the year end and are included in creditors.

24 Post balance sheet events

On 24 January 2022, Overture Topco Limited and its subsidiaries were acquired by PharmaLex UK Bidco Limited. PharmaLex Group are a leading provider of specialized services for the pharma, biotech and medtech industries worldwide.

As part of the acquisition, the external bank loans which were refinanced during October 2021 were settled in full and replaced with an intercompany loan payable to PharmaLex UK Bidco Limited. The interest is compounded annually at a rate of 6% and is repayable on 31 December 2026.

As part of the acquisition by the PharmaLex group of the Overture Topco Group, the rights attached to preference shares were varied. In particular, the holders of preference shares are no longer entitled to any future preferential dividends and rank pari-passu with other share classes. The redemption feature related to these shares has been cancelled.

On 12 September 2022, the PharmaLex Group announced that AmerisourceBergen Corporation has signed a definitive agreement to acquire the Group. The transaction will advance AmerisourceBergen's role as partner of choice for biopharmaceutical manufacturers by enhancing AmerisourceBergen's global portfolio of solutions to support manufacturer partners across the pharmaceutical development and commercialisation journey. The transaction was closed on 1 January 2023.