

Company number: 11953467

Parent for.  
10609715

## **Acuris Holdings Limited**

Strategic Report, Directors' Report and consolidated financial  
statements for the period ended 31 December 2019



**STRATEGIC REPORT, DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL  
STATEMENTS**  
**for the period ended 31 December 2019**

<b>TABLE OF CONTENTS</b>	<b>PAGE</b>
COMPANY INFORMATION	2
STRATEGIC REPORT	3
DIRECTORS' REPORT	5
INDEPENDENT AUDITOR'S REPORT	8
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	11
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	12
COMPANY STATEMENT OF FINANCIAL POSITION	13
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	14
COMPANY STATEMENT OF CHANGES IN EQUITY	15
CONSOLIDATED CASH FLOW STATEMENT	16
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	17

**COMPANY INFORMATION**

**DIRECTORS**

C. Clinch (Appointed 18 April 2019, Resigned 12 July 2019)  
J. Drulard (Appointed 12 July 2019)  
K. Gullapalli (Appointed 12 July 2019)  
H. Matthews (Appointed 12 July 2019, Resigned 31 January 2020)  
A. Pignataro (Appointed 12 July 2019)  
N. Stathopoulos (Appointed 12 July 2019, Resigned 27 October 2020)  
A. Triplett (Appointed 12 July 2019)  
A. Woods (Appointed 18 April 2019, Resigned 12 July 2019)

**SECRETARY**

A. Woods (Appointed 18 April 2019)

**REGISTERED OFFICE**

10 Queen Street Place,  
2<sup>nd</sup> Floor,  
London,  
EC4R 1BE,  
United Kingdom

**REGISTERED NUMBER OF INCORPORATION** 11953467

**AUDITOR**

Ernst & Young,  
Chartered Accountants,  
The Atrium,  
Maritana Gate,  
Canada Street,  
Waterford,  
Ireland

**STRATEGIC REPORT**  
**for the period ended 31 December 2019**

The directors present herewith the Strategic Report, the Directors' Report and the audited consolidated financial statements ("financial statements" or "consolidated financial statements") for the period ended 31 December 2019.

*PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS*

The principal activity of Acuris Holdings Limited (the "Company") and its subsidiaries (the "Group") is to provide financial information services, analysis and data to the advisory, corporate and financial communities. The Group primarily generates revenue from subscription services and expects to continue to provide these services in the future.

The Company was incorporated on 18 April 2019 and through its subsidiaries acquired Mergermarket Topco Limited, the holding company of the Acuris Group on 11 July 2019.

*Financial Performance Indicators*

The Group's key measures of financial performance are Revenue, EBITDA (earnings before interest, taxation, depreciation and amortisation) and Profit on Ordinary Activities after Taxation.

*Revenue*

The Group's total revenue was \$136.2 million for the period and includes Acuris Group revenue from 11 July 2019.

*EBITDA*

Earnings before interest, taxation, depreciation and amortisation was \$29.4 million in the period.

*Loss on Ordinary Activities after Taxation*

Loss on ordinary activities after taxation for the period ended 31 December 2019 was \$82.0 million.

*PRINCIPAL RISKS AND UNCERTAINTIES*

The principal risks and uncertainties which the Group faces are:

- The Group derives the majority of its revenues from customers in the financial services industry. The Group's business, financial condition and operating results could be adversely affected by significant changes in that industry as well as consolidation amongst the Group's customers.
- Failure to provide services to the Group's customers could cause the Group's revenue to decrease, cause the Group to lose customers and damage the Group's reputation;
- The Group has a limited ability to protect its intellectual property rights, and others could obtain and use the Group's technology without authorisation;
- The Group may be exposed to significant liability if it infringes the intellectual property or proprietary rights of others;

**STRATEGIC REPORT**

**for the year ended 31 December 2019 (Continued)**

*PRINCIPAL RISKS AND UNCERTAINTIES (Continued)*

- The Group has funded its activities through operating cash flows and bank borrowings. The Group expects that the proceeds of bank borrowings, current working capital and sales revenues will fund its existing operations and payment obligations. However, if the Group's capital requirements are greater than expected, or if revenues are not sufficient to fund operations, the Group may need to find additional financing which may not be available on attractive terms or at all. The Group's use of financial instruments is discussed in note 15.

The Group has insurances, business policies and organisational structures to limit these risks and uncertainties. The Board of Directors and management regularly review, reassess and proactively limit the associated risks.

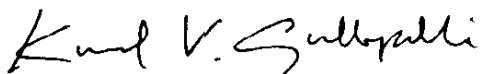
**SECTION 172 STATEMENT**

The Directors are aware of their duty under s.172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members and key stakeholders. The directors when making key decisions for the Company have had considered the impact of their decisions to the Company's key stakeholders and to wider society by continuing to facilitate the critical processes within our clients' businesses, and by focusing on innovation in the capital markets in order to contribute to continuous process improvement for our clients.

One of Group's core values is to long term thinking and building long-term sustainable relationships with customers. Acuris's offerings help our customers to find business opportunities, improve decision-making, increase efficiency and empower their people. This is achieved by partnering with our customers to enable them to find insights that lead to business opportunities as well as strengthen compliance and risk management with in-depth regulatory insights.

The Company recognises its employees are a critical success factor for the Company and seeks to assist employees to succeed through a positive culture and continuous improvement. There are a number of measures in place to keep employees up to date on recent developments of the company and allow employee engagement with senior management, through face to face meetings and electronic media.

On behalf of the Directors



Kunal Gullapalli  
Director

16 December 2020

**DIRECTORS' REPORT**

**for the period ended 31 December 2019**

The directors present herewith their report and the audited consolidated financial statements ("financial statements" or "consolidated financial statements") for the period ended 31 December 2019.

***DIRECTORS AND THEIR INTERESTS***

The names of the directors who served at any time during the financial year are as listed on page 2.

The interests of the directors and company secretary in shares of the company or other group companies are set out in note 24 to the financial statements.

***DIVIDENDS***

No dividends were declared in the year.

***RESEARCH AND DEVELOPMENT***

The Group has invested in the development of new and existing products with considerable effort applied by the technical and software development teams. As set out in note 1(f), when certain criteria are met the costs are capitalised as intangible assets and amortised over the useful life of the asset, currently considered to be 3 years. These capitalised development costs are shown in note 9. All other development costs are expensed as incurred.

***GOING CONCERN***

Having reviewed the future plans and projections for the business, including the expected impact of COVID-19, and its current financial position, the directors are satisfied that the Group has adequate financial resources to continue to manage its business risks successfully and to remain in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the report and accounts.

***FINANCIAL INSTRUMENTS***

The Group's financial risk management objective is to identify financial risks and implement suitable risk reducing measures where appropriate.

In implementing this objective, Group policy aims to ensure that sufficient cash amounts are held to meet all working capital requirements and sufficient committed borrowing facilities are available to meet longer term requirements.

The Group is exposed to foreign currency, interest rate, liquidity and credit risks. For information on these risks please refer to note 15.

***EVENTS SINCE THE STATEMENT OF FINANCIAL POSITION DATE***

Subsequent to the year end, the COVID-19 outbreak developed rapidly, which is causing economic disruptions in most countries. Various measures have been taken by Governments around the world to contain the virus which have had a significant impact on global economic activity.

The Group's products are primarily delivered by electronic means enabling it to continue to service its customers in the current climate. The Group has moved to remote working arrangements which are running smoothly, to ensure the safety of staff and to enable the business to operate with minimal impact.

**DIRECTORS' REPORT**

**for the period ended 31 December 2019 (Continued)**

*EVENTS SINCE THE STATEMENT OF FINANCIAL POSITION DATE (Continued)*

A significant portion of the Group's revenue is derived from multiyear contracts with customers with the services provided being critical to our customers' operations, hence limited immediate impact is expected on the Group's revenue stream. Given the nature of the outbreak and the on-going developments, at this time it is not possible to estimate the overall future impact to the Group.

In October 2020, the Company's intermediate parent company, ION Analytics Topco Limited acquired all ordinary shares and loan note from the holder of B Ordinary shares that were previously classified as a liability. As a result of this purchase, the Company no longer has an obligation to deliver cash to the shareholders, hence the carrying value of the liability was reclassified to equity.

*DISCLOSURE OF INFORMATION TO THE AUDITOR*

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing their report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

*DIRECTORS' RESPONSIBILITIES STATEMENT*

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

Company law requires the directors to prepare Group and Company financial statements for each financial year. Under that law they have elected to prepare the Group financial statements in accordance with IFRSs as adopted by the EU and applicable law, and have elected to prepare the Company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

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 their profit or loss for that year. In preparing each of the Group and Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the Company financial statements, state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

**DIRECTORS' REPORT**

**for the period ended 31 December 2019 (Continued)**

*DIRECTORS' RESPONSIBILITIES STATEMENT (Continued)*

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

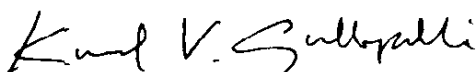
*ENVIRONMENTAL MATTERS*

The Company will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations.

*AUDITOR*

Ernst & Young, Chartered Accountants and Statutory Audit Firm, were appointed as auditor and have signified their willingness to continue in office in accordance with section 487 of the Companies Act 2006.

On behalf of the Directors



Kunal Gullapalli  
Director

16 December 2020





**Building a better  
working world**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACURIS HOLDINGS LIMITED**

### **Opinion**

We have audited the financial statements of Acuris Holdings Limited ('the parent company') and its subsidiaries (the 'group') for the period ended 31 December 2019 which comprise Consolidated Statement Of Comprehensive Income, Consolidated Statement Of Financial Position, Company Statement Of Financial Position, Consolidated Statement Of Changes In Equity, Company Statement Of Changes In Equity, Consolidated Cash Flow Statement and the related notes 1 to 28, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 December 2019 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance in with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements 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 Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the group and 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.

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 group's or the parent 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the 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 directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

## **Matters on which we are required to report by exception**

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 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 set out on page 6, 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.



**Building a better  
working world**

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.

A further description of our responsibilities for the audit of the financial statements is located 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 company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink, appearing to read 'Ronan Clinton'.

*Ronan Clinton (Senior statutory auditor)*

*for and on behalf of*

*Ernst & Young Chartered Accountants and Statutory Audit Firm*

*Waterford*

*Date: 17 December 2020*

**ACURIS HOLDINGS LIMITED**

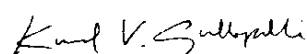
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**for the period ended 31 December 2019**

	<i>Note</i>	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Revenue	2	136,153
Operating expenses		(106,786)
Amortisation of intangible assets	9	(39,653)
Depreciation of property, plant and equipment	11	(5,376)
Operating loss	3	(15,662)
Finance income		6
Finance expenses	7	(72,391)
Loss on ordinary activities before taxation		(88,047)
Tax benefit on ordinary activities	8	6,086
Loss for the period		(81,961)
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Exchange difference on translation of foreign operations		(4,351)
Total comprehensive loss		(86,312)

**ACURIS HOLDINGS LIMITED****CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
at 31 December 2019**

	<i>Note</i>	<i>2019 \$'000</i>
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Intangible assets	9	2,010,599
Property, plant and equipment	11	33,525
Deferred tax asset	8	4,072
		<hr/> 2,048,196
<b>CURRENT ASSETS</b>		
Trade and other receivables	12	73,186
Cash at bank and in hand		14,194
		<hr/> 87,380
<b>TOTAL ASSETS</b>		<hr/> <b>2,135,576</b> <hr/>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Called up share capital	13	3,550
Share premium	13	351,450
Foreign currency translation reserve		(4,351)
Retained earnings		(81,961)
		<hr/> 268,688
<b>NON-CURRENT LIABILITIES</b>		
Trade and other payables	18	21,695
Deferred tax liability	8	194,910
Provisions	14	12,844
Interest bearing loans and borrowings	15	1,195,464
Other long-term liabilities	16	203,643
		<hr/> 1,628,556
<b>CURRENT LIABILITIES</b>		
Trade and other payables	18	238,332
		<hr/> 238,332
<b>TOTAL LIABILITIES</b>		<hr/> <b>1,866,888</b> <hr/>
<b>TOTAL LIABILITIES AND EQUITY</b>		<hr/> <b>2,135,576</b> <hr/>

The financial statements were approved by the Board of Directors and authorised for issue on 16 December 2020. They were signed on its behalf by:



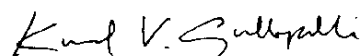
Kunal Gullapalli  
Director

**ACURIS HOLDINGS LIMITED****COMPANY STATEMENT OF FINANCIAL POSITION  
at 31 December 2019**

	<i>Note</i>	<i>2019 \$'000</i>
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Financial assets	10	538,716
		<hr/> 538,716
<b>CURRENT ASSETS</b>		
Cash at bank and in hand		10
		<hr/> 10
<b>TOTAL ASSETS</b>		<hr/> <b>538,726</b> <hr/>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Called up share capital	13	3,550
Share premium	13	351,450
Retained earnings		(19,917)
		<hr/>
<b>TOTAL EQUITY</b>		<b>335,083</b> <hr/>
<b>NON-CURRENT LIABILITIES</b>		
Other long-term liabilities	16	203,643
		<hr/>
<b>TOTAL LIABILITIES</b>		<b>203,643</b> <hr/>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>538,726</b> <hr/>

The net loss of the Company for the period from 18 April 2019 (date of incorporation) to 31 December 2019 was \$19.9m.

The financial statements were approved by the Board of Directors and authorised for issue on 16 December 2020. They were signed on its behalf by:



Kunal Gullapalli  
Director

ACURIS HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
for the period ended 31 December 2019

	Share capital \$'000	Share premium \$'000	Foreign currency translation reserve \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 18 April 2019	-	-	-	-	-
Loss for the period	-	-	-	(81,961)	(81,961)
Other comprehensive loss for the period	-	-	(4,351)	-	(4,351)
Total comprehensive loss for the period	-	-	(4,351)	(81,961)	(86,312)
Share issued in the period	3,550	351,450	-	-	355,000
Balance at 31 December 2019	3,550	351,450	(4,351)	(81,961)	268,688

ACURIS HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY  
for the period ended 31 December 2019

	<i>Share capital \$'000</i>	<i>Share Premium \$'000</i>	<i>Retained earnings \$'000</i>	<i>Total equity \$'000</i>
Balance at 18 April 2019	-	-	-	-
Loss for the period	-	-	(19,917)	(19,917)
Other comprehensive loss for the period	-	-	-	-
Total comprehensive loss for the period	-	-	(19,917)	(19,917)
Shares issued in the period	3,550	351,450	-	355,000
Balance at 31 December 2019	3,550	351,450	(19,917)	335,083



**ACURIS HOLDINGS LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT**  
for the period ended 31 December 2019

		18 Apr 2019 to 31 Dec 2019 \$'000
	Note	
<b>Cash flows from operating activities</b>		
Loss before tax		(88,047)
<i>Adjustments for:</i>		
Amortisation of intangible fixed assets	3	39,653
Depreciation of property, plant and equipment	3	5,376
Employment related share expense		2,534
Finance expenses	7	72,391
Finance income	3	(6)
Foreign exchange gain	3	(6,562)
<i>Movements in working capital:</i>		
Increase in trade and other receivables		(31,623)
Increase in trade and other payables		60,960
Income tax refunded		184
Net cash flow from operating activities		54,860
<b>Cash flows from investing activities</b>		
Payments for tangible fixed assets	11	(2,130)
Payments for intangible assets	9	(19,086)
Acquisition of subsidiary net of cash acquired	25	(820,744)
Net cash flows used in investing activities		(841,960)
<b>Cash flows from financing activities</b>		
Proceeds from borrowings		1,423,347
Repayment of borrowings		(882,534)
Interest paid		(51,662)
Payment for debt issue costs		(39,784)
Payment of lease liabilities		(2,922)
Issue of share capital	13	355,000
Net cash flows from financing activities		801,445
Net increase in cash and cash equivalents		14,345
Cash and cash equivalents at 18 April		-
Net foreign exchange difference		(151)
Cash and cash equivalents at 31 December		14,194

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES

(a) *General information*

The financial statements for the Group were authorised for issue by the directors on 16 December 2020. Acuris Holdings Limited is a private limited company incorporated in England and Wales. The registered office address is 10 Queen Street Place, 2<sup>nd</sup> Floor, London, EC4R 1BE, United Kingdom. The principal activities of the Company and its subsidiaries are described in the Strategic Report. The ultimate parent undertaking is disclosed in note 24.

(b) *Basis of preparation*

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ('IFRS'), as adopted by the EU. IFRS as adopted by the EU differs in certain respects from IFRS issued by the IASB. References to IFRS hereafter refer to IFRS as adopted by the EU.

The Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Statement of Cash Flows;
- Disclosures in respect of transactions with wholly-owned subsidiaries;
- Certain requirements of IAS 1 Presentation of Financial Statements;
- Disclosures required by IFRS 7 Financial Instrument Disclosures;
- Disclosures required by IFRS 13 Fair Value Measurement; and
- The effects of new but not yet effective IFRSs.

The Company has availed of the exemption in Section 408 of the Companies Act 2006 from presenting their Statement of Comprehensive Income.

The accounting policies described below apply equally to the consolidated financial statements and the Company financial statements.

The consolidated and Company financial statements have been prepared on a historical cost basis except for derivative financial instruments which are carried at fair value. The consolidated financial statements are presented in US Dollars, which is also the Company's functional currency. All values are rounded to the nearest thousand (\$'000), except where otherwise indicated.

The financial statements have been prepared on a going concern basis, as the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, considering the below.

A significant portion of the Group's revenue is derived from subscription contracts with customers, which gives a highly visible income stream for the Group. The Group's forecasts and projections, including reasonably expected sensitivities from COVID-19, show that the Group will continue to generate positive operating cash flows to fund both operations and financing requirements of the Group.

The Company was incorporated on 18 April 2019 and for this reason no comparative information is presented.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(c) *Basis of consolidation*

The Group financial statements consolidate the financial statements of the company and all of its subsidiary undertakings prepared to 31 December 2019.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary, except for common control transactions as detailed below. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Upon the acquisition of a business, fair values are attributed to the identifiable net assets acquired.

Where the financial statements of subsidiary undertakings are prepared to a year end that differs from that of the company, the amounts included in the consolidated financial statements in respect of these subsidiary undertakings are represented by their latest financial statements prepared to their respective year ends, together with management accounts for the intervening periods to 31 December 2019. Financial statements of subsidiaries are prepared using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full on consolidation.

The Group accounts for group reconstructions and common control transactions under the principle of predecessor accounting, and the comparative periods are represented as if the entities had been part of the same group from the earliest date they were under common control. On consolidation, any difference (merger adjustment) between the carrying value of the investment in the subsidiary and the aggregate of the nominal value of the subsidiary's shares, together with any share premium account and capital redemption reserve of the subsidiary is taken to other reserves.

(d) *Judgements and key sources of estimation uncertainty*

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of Financial Position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

- (i) *Development costs:* The Group capitalises development costs for development projects in accordance with their accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, and the expected period of benefits.
- (ii) *Tax provisions:* The determination of the Group's provision for income tax requires certain judgements and estimates in relation to matters where the ultimate tax outcome may not be certain.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(d) *Judgements and key sources of estimation uncertainty (Continued)*

The recognition or non-recognition of deferred tax assets as appropriate also requires judgement as it involves an assessment of the future recoverability of those assets. Although management believes that the estimates included in the consolidated financial statements are reasonable, there is no certainty that the final outcome of these matters will not be different than that which is reflected in the Group's income tax provisions and accruals.

- (iii) *Provisions and accruals:* In determining the fair value of the provision, assumptions and estimates are made in relation to the expected cost to settle the obligation and the expected timing of those costs. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.
- (iv) *Provision for doubtful debts:* For trade receivables, the Group uses a provision matrix to calculate the expected credit loss (ECL). The provision matrix is based on days past due, initially based on the Group's historical observed default rates by customer segment. In determining the provision matrix, a significant judgement exists in determining the correlation between historically observed default rates, current and future economic conditions. The Group's historical observed default rates as adjusted by future economic conditions may not be representative of the future actual default rates. Please see note 12 for further detail.
- (v) *Business combinations:* As part of a business combination the assets and liabilities of the acquired group are brought onto the Consolidated Statement of Financial position at their fair values. There are a number of significant judgements used in determining the fair value of the identifiable net assets acquired. Business combinations may also result in intangible benefits being brought into the Group, some of which qualify for recognition as intangible assets while other such benefits do not meet the recognition requirements of IFRS and therefore form part of goodwill. Judgement is required in the assessment and valuation of these intangible assets, including assumptions on the timing and amount of future cash flows generated by the assets and the selection of an appropriate discount rate. In subsequent periods after the fair values have been finalised, these assets are subject to annual impairment testing. Please see note 10 and 25 for further details.
- (vi) *Discount rates used in measurement of lease liabilities:* In determining the initial measurement of the lease liability, the group discounts lease payments using the lessee's incremental borrowing rate (IBR), where the interest rate implicit in the lease cannot be readily determined. The IBR is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. In determining the IBR, the group makes judgement on the selection of appropriate benchmark rates and necessary adjustments to reflect the specific circumstances of the lease, as set out above.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(e) *Intangible assets*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition, if they satisfy the separation criteria. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Statement of Comprehensive Income in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Comprehensive Income when the asset is derecognised. The useful economic life of intangible assets is between 1 and 25 years.

(f) *Research and development costs*

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when all of the following criteria are satisfied:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

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, currently considered to be 3 years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 1. ACCOUNTING POLICIES (Continued)

(g) *Goodwill*

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the Statement of Comprehensive Income. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units (CGUs), or groups of CGUs that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

(h) *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's (or cash-generating unit) fair value less costs to sell and its value in use and is determined at the individual asset level, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

(i) *Property, plant and equipment*

Property, plant and equipment are stated at historical cost or valuation less accumulated depreciation and impairment losses. Cost comprises the amount paid and the costs directly attributable to making the asset capable of operating as intended. Depreciation is provided on all property, plant and equipment, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset, evenly over its expected useful life, as follows:

Computer equipment	3 years
Right of use assets	Over the period of the lease
Fixtures and fittings	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Any gain or loss arising from the derecognition of the asset is included in the Statement of Comprehensive Income in the period of derecognition.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(j) *Leases*

*Leases as a lessee* - the Group accounts for a contract or a part of a contract as a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

On the commencement of a lease, the Group recognises a right-of-use asset and a lease liability for all leases except short term leases that have a lease term of 12 month or less and leases of low-value assets.

The right-of-use asset is initially measured at the amount of the lease liability plus any initial direct costs incurred, any initial payments which have already been made but are not included in the lease liability and an estimate of the restoration costs required under the terms of the lease less any lease incentives received. Depreciation on the right-of-use asset is charged to the Statement of Comprehensive Income on a straight-line basis over the shorter of the asset's useful life and the lease term. For purposes of subsequent measurement of the right-of-use asset the Group follows the policy of property, plant and equipment, being cost less accumulated depreciation and accumulated impairment losses.

The Group initially measures the lease liability at the present value of the lease payments over the lease term that are not paid at commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest rate basis. It is remeasured when there is a change in future lease payments with a corresponding adjustment made to the carrying amount of right-of-use asset unless the carrying value of right-of-use asset is reduced to zero.

The Group has elected to account for short-term leases in profit or loss on a straight line basis over the lease term.

*Leases as a lessor* - when the Group is a lessor, the Group accounts for the leases as a finance lease when the Group transfers substantially all the risks and rewards of ownership of the underlying asset, otherwise the lease is accounted for as an operating lease on a straight line basis through profit or loss.

When the Group is an intermediate lessor, the sub-leases are classified with reference to the underlying asset and it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.,

(k) *Pension costs*

The Group operates defined contribution pension schemes. Contributions are charged to the Statement of Comprehensive Income and recognised as employee benefit expenses as they become payable in accordance with the rules of the scheme.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(l) *Provisions for liabilities*

A provision is recognised when the Group has a legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect is material, expected future cash flows are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability.

(m) *Financial assets*

*Initial recognition and measurement* - the Group determines the classification of its financial assets on initial recognition. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

*Subsequent measurement* - for purposes of subsequent measurement, financial assets held by the Group are classified in the following categories:

- Financial assets at amortised costs – the Group measures financial assets at amortised cost if both of the following conditions are met; (i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) based on the contractual terms the expected cashflows are solely payments of principal and interest on the outstanding principal. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.
- Financial assets at fair value through profit or loss - these include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Derivatives, including embedded derivatives which are accounted for as separate derivatives other than those designated at fair value through profit or loss; are classified as held for trading. Financial assets at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value presented in the Statement of Comprehensive Income.

*Impairment of financial assets* - the Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(m) *Financial assets (Continued)*

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the trade receivable and the economic environment.

The Group considers default to occur when contractual payments are outstanding greater than 360 days past due based on historical experience, however given the Group applies a simplified approach in calculating ECLs for trade receivables and contract assets, the definition of default has no impact on the quantification of the provision. Trade receivables are written off when there is no reasonable expectation of recovering the contractual cashflows, which is based on an assessment of the Group's intention and ability to successfully recover balances through enforcement activities.

*Derecognition* - a financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated Statement of Financial Position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(n) *Financial liabilities*

*Initial recognition and measurement* - the Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

*Subsequent measurement* - the measurement of financial liabilities depends on their classification, as described below:

- Loans and borrowings - after initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Comprehensive Income.
- Financial liabilities at fair value through profit or loss - these include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This includes derivatives not in a hedging relationship and embedded derivatives that meet the separation criteria in IFRS 9, as outlined above. Financial liabilities at fair value through profit or loss are carried

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(n) *Financial liabilities (Continued)*

in the Statement of Financial Position at fair value with net changes in fair value presented in the Statement of Comprehensive Income.

*Derecognition of financial liabilities* - a liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in the Statement of Comprehensive Income.

(o) *Classification of financial instruments*

An instrument or its components, are classified on initial recognition as a financial asset, financial liability or equity in accordance with the substance of the contractual arrangements and the requirements of IAS 32. The initial carrying value of a compound instruments are allocated between the financial liability components and equity components, by first valuing the financial liability on a stand-alone basis and allocating the residual value to the equity component. Transaction costs are allocated between the components on a relative fair value basis.

(p) *Foreign currency translation*

Items included in the financial statements of each individual Group entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. On consolidation, the assets and liabilities of foreign operations are translated into dollars at the rate of exchange prevailing at the reporting date and their statements of comprehensive income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in the Statement of Comprehensive Income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

1. ACCOUNTING POLICIES (Continued)

(q) *Taxation*

The tax expense for the period comprises current and deferred tax. Current tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, current tax is charged or credited to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in profit or loss.

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

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except for deferred tax assets which are only recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date. Deferred tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Group to make a single net payment.

(r) *Revenue recognition*

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue comprises subscriptions to information products, and research report and event revenues.

*Subscription revenues*

Revenue from subscription services is recognised evenly over the period of the subscription.

*Research report and event revenues*

Revenue from research reports and events is recognised in the same accounting period in which the report is published or event is held.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 1. ACCOUNTING POLICIES (Continued)

(s) *New standards and interpretations*

Relevant standards and interpretations issued but not yet effective up to the date of issuance of the Group's financial statements are listed below. The Group intends to adopt these standards when they become effective.

## Amendments to IFRS 3 Business Combinations

1 January 2020

Amendments to IFRS 3 - In October 2018, the IASB issued amendments to the definition of a business in IFRS 3 Business Combinations to help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test. New illustrative examples were provided along with the amendments.

The Group intends to adopt the amendments to IFRS 3 when they become effective. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

## 2. REVENUE

The revenue for the period was derived from the Group's principal activity and is attributable to geographical markets as follows:

	Subscription revenue	Research and report and event revenue	Total
	18 Apr 2019 to 31 Dec 2019 \$'000	18 Apr 2019 to 31 Dec 2019 \$'000	18 Apr 2019 to 31 Dec 2019 \$'000
EMEA	54,127	4,774	58,901
Americas	46,489	767	47,256
Asia Pacific	18,721	11,275	29,996
	<u>119,337</u>	<u>16,816</u>	<u>136,153</u>

The Group typically invoices customers annually in advance for all subscription revenue streams. As such, substantially all deferred revenue at the end of an accounting year will be recognised in the following year.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 2. REVENUE (Continued)

	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Deferred revenue at the beginning of the period	-
Deferred revenue on acquisition of subsidiary	(121,804)
Invoices raised in the period	(163,753)
<i>Revenue recognised in the period:</i>	
Relating to performance obligations satisfied in the current period	52,887
Included in the contract liability acquired during the period	83,266
Foreign exchange	(2,712)
Deferred revenue at the end of the period	<u>(152,116)</u>

The Group does not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the Group expects to recognise that amount as revenue in accordance with paragraph 121 and B16 of IFRS 15.

## 3. OPERATING LOSS

	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
<i>Operating loss is stated after charging / (crediting):</i>	
Depreciation of property, plant and equipment	5,376
Amortisation of intangible fixed assets	39,653
Short-term lease expenses	351
Foreign exchange gains	(6,562)
Interest income	(6)

## 4. AUDITOR'S REMUNERATION

	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Audit of Group accounts	<u>305</u>
	<u>305</u>

## 5. DIRECTORS' REMUNERATION

A single Director received remuneration from a subsidiary for qualifying services to the Group amounting to \$196,348 and comprising emoluments of \$192,171 and pension contributions of \$4,177.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

**6. STAFF COSTS**

	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Wages and salaries	60,001
Social welfare costs	3,561
Other pension costs	2,569
Other staff costs	2,151
	<hr/> 68,282 <hr/>
	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
<i>Staff costs are split as follows:</i>	
Expensed in the period	61,901
Capitalised in the period	6,381
	<hr/> 68,282 <hr/>

The average number of employees, including directors, during the period ended 31 December 2019 was as follows:

	<i>No.</i>
Content and product development	1,123
Sales and support	303
Central services and management	92
	<hr/> 1,518 <hr/>

**7. FINANCE EXPENSES**

	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Interest on debt facilities	67,930
Amortisation of debt issuance costs	2,660
Interest on lease liabilities	1,139
Finance charge on deferred consideration	662
	<hr/> 72,391 <hr/>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 8. TAX

18 Apr 2019 to  
31 Dec 2019  
\$'000

(a) *Tax on loss on ordinary activities*

The tax credit is made up as follows:

*Current tax:*

UK corporation tax	198
Foreign tax	30

Total current tax	228
-------------------	-----

*Deferred tax:*

Origination and reversal of temporary differences	(6,314)
---	---------

	(6,314)
--	---------

Tax on loss on ordinary activities ( <i>note 8 (b)</i> )	(6,086)
--	---------

(b) *Factors affecting tax charge for the year:*

The tax assessed for the year differs from that calculated by applying the standard rate of corporation tax in the UK of 19%. The differences are explained below:

18 Apr 2019 to  
31 Dec 2019  
\$'000

Accounting loss before tax	(88,047)
----------------------------	----------

Accounting loss before tax multiplied by the standard rate of corporation tax in the UK of 19%	(16,729)
--	----------

*Effects of:*

Differences in overseas effective tax rates	(53)
---	------

Expenses not deductible for tax purposes	6,628
--	-------

Deferred tax asset not recognised	5,878
-----------------------------------	-------

Utilisation of interest deduction	(1,810)
-----------------------------------	---------

Tax credit on loss on ordinary activities ( <i>note 8 (a)</i> )	(6,086)
---	---------

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 8. TAX (Continued)

(c) <i>Deferred tax asset / (liability)</i>	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Included in non-current assets	4,072
Included in non-current liabilities	(194,910)
	<hr/> (190,838) <hr/>
	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
Intangible assets	(195,175)
Accelerated capital allowances	672
Tax losses carried forward	240
Other short term temporary differences	3,425
	<hr/> (190,838) <hr/>
	<i>18 Apr 2019 to 31 Dec 2019 \$'000</i>
At 18 April	-
On acquisition of subsidiary	(197,152)
Recognised in Group Statement of Comprehensive Income	6,314
	<hr/> (190,838) <hr/>

The Group had unrecognised deferred tax assets as at 31 December 2019 of \$10.8m. These primarily relate to operations in the UK.

- (d) *Circumstances affecting future tax changes:*  
The tax charge in future periods will be impacted by any changes to the corporation tax rate in force in the countries in which the Group operates. There is a degree of uncertainty over the level of the future tax rate, due to a combination of factors including US tax reform, future BEPS (Base Erosion and Profit Shifting) actions and the potential impact of Covid-19 on tax rates internationally.



ACURIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
31 December 2019 (Continued)

9. INTANGIBLE ASSETS

	<i>Goodwill</i> \$'000	<i>Databases</i> \$'000	<i>Technology</i> \$'000	<i>Customer relationships</i> \$'000	<i>Trade names</i> \$'000	<i>Development costs</i> \$'000	<i>Other intangibles</i> \$'000	<i>Total</i> \$'000
<b>Group</b>								
<i>Cost</i>								
At 18 April 2019	-	-	-	-	-	-	-	-
Acquired assets	1,040,667	137,908	110,931	539,921	202,100	-	-	<b>2,031,527</b>
Additions	-	-	-	-	-	11,838	7,248	<b>19,086</b>
Exchange differences	-	-	-	-	-	-	-	-
At 31 December 2019	<b>1,040,667</b>	<b>137,908</b>	<b>110,931</b>	<b>539,921</b>	<b>202,100</b>	<b>11,838</b>	<b>7,248</b>	<b>2,050,613</b>
<i>Amortisation</i>								
At 18 April 2019	-	-	-	-	-	-	-	-
Charge for the period	-	13,073	8,763	10,236	4,789	1,105	1,687	<b>39,653</b>
Exchange differences	-	-	-	-	-	300	61	<b>361</b>
At 31 December 2019	-	<b>13,073</b>	<b>8,763</b>	<b>10,236</b>	<b>4,789</b>	<b>1,405</b>	<b>1,748</b>	<b>40,014</b>
Net book value at 31 December 2019	<b>1,040,667</b>	<b>124,835</b>	<b>102,168</b>	<b>529,685</b>	<b>197,311</b>	<b>10,433</b>	<b>5,500</b>	<b>2,010,599</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 9. INTANGIBLE FIXED ASSETS (Continued)

*Goodwill and intangible assets with indefinite lives impairment review*

Goodwill relates to the acquisition of Acuris on 11 July 2019. Having considered the short ownership period since the date of the transaction and performance of the business in the period to 31 December 2019 there was no reason for the directors to conclude that an impairment of the asset was required.

## 10. FINANCIAL ASSETS

	Company 2019 \$'000
<i>Investments</i>	
At 18 April	-
Additions during the period	538,716
At 31 December	538,716

The carrying value of the Company's investment represents its directly held subsidiary undertakings. Additions during the period represent the investment made as part of the Company's acquisition of the Acuris Group.

## 11. PROPERTY, PLANT AND EQUIPMENT

Group	Computer equipment \$'000	Fixtures and fittings \$'000	Right-of use asset \$'000	Total \$'000
<i>Cost</i>				
At 18 April 2019	-	-	-	-
On acquisition	3,514	3,217	30,460	37,191
Additions	1,488	642	-	2,130
Exchange difference	123	70	-	193
At 31 December 2019	5,125	3,929	30,460	39,514
<i>Amortisation</i>				
At 18 April 2019				
Charge for the period	1,043	821	3,512	5,376
Exchange difference	401	212	-	613
At 31 December 2019	1,444	1,033	3,512	5,989
Net book value at 31 December 2019	3,681	2,896	26,948	33,525

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 12. TRADE AND OTHER RECEIVABLES

	Group 2019 \$'000
Trade receivables	65,035
Prepayments	3,679
Other debtors	4,472
	<hr/> 73,186 <hr/>

*Expected credit losses on trade receivables*

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables and contract assets are regularly monitored. Trade receivables are non-interest bearing and are generally issued with credit terms of 0 – 30 days.

An impairment analysis is performed at each reporting date using the provision matrix below to measure the ECL. The provision rates are based on days past due and the calculation of the ECL reflects reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Loss rates are based on actual credit loss experience over a period of 2 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

As at 31 December 2019:	<i>Current</i>	<i>30-360</i>	<i>Over 360</i>	<i>Total</i>
Expected credit loss rate %	0.20%	0.70%	75.43%	2.18%
Gross carrying amount	39,180	25,728	1,575	66,483
Expected credit loss	(79)	(181)	(1,188)	(1,448)
	<hr/> 39,101	<hr/> 25,547	<hr/> 387	<hr/> 65,035 <hr/>
Net carrying amount				
Past due but not impaired	<hr/> -	<hr/> 25,547	<hr/> 387	<hr/> 25,934 <hr/>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 December 2019 (Continued)

#### 12. TRADE AND OTHER RECEIVABLES (Continued)

Expected credit losses on trade receivables:

	2019 \$'000
As at 18 April	-
Acquisition in period	1,448
Provision for expected credit losses	-
As at 31 December	<u>1,448</u>

#### 13. SHARE CAPITAL

	2019 \$'000
<b>Group and Company</b>	
<i>Allotted, called up and fully paid</i>	
3,550,000 Ordinary Shares of \$1 each	<u>3,550</u>

The Company was incorporated on 18 April 2019 and issued 1 Ordinary share of \$1. On 11 July 2019, the Company issued 3,549,999 Ordinary Shares of \$1 for an aggregate subscription price of \$355,000,000 giving rise to a share premium of \$351,450,000.

#### *SHARE PREMIUM ACCOUNT*

This reserve records the amount above the nominal value received for shares sold.

#### *RIGHTS OF SHARES*

All Ordinary shares have full voting rights and dividend rights and a right to return of capital being the surplus of assets after payment of all liabilities upon liquidation, reduction in capital or otherwise.

#### *CAPITAL MANAGEMENT*

For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value. The Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 14. PROVISIONS

	Earnout payments 2019 \$'000	Total 2019 \$'000
<b>Group</b>		
At 18 April	-	-
On acquisition	12,106	12,106
Accreted during the period	738	738
As at 31 December	12,844	12,844

*Earnout payments*

Earnout payments relate to acquisitions made by Acuris and are payable to the vendors of the acquired businesses contingent on meeting certain revenue and earnings targets. These obligations are expected to be satisfied in 2021.

## 15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

*Debt*

The debt and key terms of the debt facilities available to the Group are set out below.

Facility	Issued	Amortisation	Maturity	Interest Rate	2019 \$'m
\$490.0m	2019	None	Jul 2026	US Libor + 7.75%	490.0
€662.5m	2019	None	Jul 2026	Euribor + 7.75%	742.3
Available but not drawn					
\$20.0m	N/A	None	Jan 2026	US Libor + 5.00%	-
Less: Debt issuance costs					(36.8)
					1,195.5

	2019 \$'000
Maturity of loans - <i>amounts repayable:</i>	
Within one year	-
In more than one year but not more than two years	-
In more than two years but not more than five years	-
In more than five years	1,232,263
Less: debt issuance costs	(36,799)
Total non-current loans	1,195,464

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (Continued)

*Financial risk*

The Group's multinational operations expose it to various financial risks that include credit risk, liquidity risk, currency risk and interest rate risk. The Group has a risk management program in place which seeks to limit the impact of these risks on the financial performance of the Group. This note presents information about the Group's exposure to each of the above risks and the Group's objectives, policies and processes for measuring and managing the risk.

The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Board has reviewed the process for identifying and evaluating the significant risks affecting the business and the policies and procedures by which these risks will be managed effectively.

(i) Credit risk

*Exposure to credit risk*

Credit risk arises from credit extended to customers and associates arising on outstanding receivables and outstanding transactions as well as cash and cash equivalents and deposits with banks and financial institutions.

*Trade and other receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. There is no significant concentration of credit risk by dependence on individual customers or geographically. The Group has a large exposure to the financial services industry and the credit risk profile of the Group could be adversely affected by significant changes in that industry.

The Group has detailed procedures for assessing and managing the credit risk related to its trade receivables based on experience, customer's track record and historic default rates. The Group actively follows up on all overdue debtors. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses, as described in note 1(m) and in note 12 to the financial statements. The aging profile and the details of the provision are given in note 12 to the financial statements.

*Financial instruments, cash and short-term bank deposits*

Financial instruments, cash and short-term bank deposits are invested with institutions with the highest credit rating with limits on amounts held with individual banks or institutions at any one time. The carrying amount of financial assets, net of impairment provisions represents the Group's maximum credit exposure. The maximum exposure to credit risk at year end is the carrying value of the assets.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure as far as possible that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking damage to the Group's reputation.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**
**15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (Continued)**
**(ii) Liquidity risk (Continued)**

It is the policy of the Group to have adequate committed undrawn facilities available at all times to cover unanticipated financing requirements.

The following are the contractual maturities of the financial liabilities and long term employment benefits, including estimated interest payments excluding the impact of netting agreements:

At 31 December 2019:	Carrying value \$'000	No set maturity \$'000	Less than one year \$'000	One to five years \$'000	Over five years \$'000
Accounts payable and other payables	30,394	-	30,394	-	-
Lease liabilities	27,538	-	8,160	24,441	7
Loans and related interest payable	1,232,263	-	101,961	509,808	1,283,244
Other long-term liabilities	203,643	-	-	429,968	-
	<u>1,493,838</u>	<u>-</u>	<u>140,515</u>	<u>964,217</u>	<u>1,283,251</u>

**(iii) Market risk**

Market risk is the risk that the fair value of future cashflows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, and interest rates. It will affect the Group's income or the value of its holdings of financial instruments. The objective of the Group's risk management strategy is to manage and control market risk exposures within acceptable parameters, while optimising the return earned by the Group. The Group has two types of market risk namely currency risk and interest rate risk each of which are dealt with as follows:

**Currency risk**

Foreign exchange risk arises from assets and liabilities denominated in foreign currencies. Management requires all Group entities to manage their foreign exchange risk against their functional currency.

The Group is exposed to the risk of changes in foreign exchange rates arising from financing activities, where debt is not in the functional currency of the entity and no hedging arrangements have been put in place.

The Group is also exposed to the risk of changes in foreign exchange rates on the Group's operating activities when revenue is denominated in a foreign currency and the Group's net investments in foreign subsidiaries. Overall the Group seeks to hedge its operating foreign exchange exposure by matching the income and liabilities in each currency.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (Continued)

## (iii) Market risk (Continued)

Currency risk (Continued)

The Group's material exposures to foreign currency risk for amounts not denominated in the functional currency of the relevant entities at the Statement of Financial Position date were as follows:

	USD \$'000	GBP \$'000	EUR \$'000
At 31 December 2019			
Cash and cash equivalents	3,097	1,593	110
Trade and other receivables	4,531	493	496
Debt	-	-	(753,803)
Gross Statement of Financial Position exposure	7,628	2,086	(753,197)

A 5% strengthening or weakening of the exchange rates in respect of the translation of amounts not denominated in the functional currency of relevant entities into the functional currency would impact on the profit or loss over a one year period by the amounts shown below. This assumes that all other variables remain constant.

	USD \$'000	GBP \$'000	EUR \$'000
Impact on profit before tax:			
Impact of 5% strengthening	401	110	(39,642)
Impact of 5% weakening	(363)	(99)	35,867

Interest rate risk

The Group has exposure to interest rate risk on the external borrowings. At 31 December 2019, the interest on the USD external borrowings was based on USD Libor plus a margin of 7.75% and the interest on EUR external borrowings was based on Euribor plus a margin of 7.75%. The interest rate profile of the borrowings is:

	Floating Interest Rate \$'m	Fixed Interest Rate \$'m
External borrowings: 2019	1,232.3	-

During the period, the Euribor rate remained at 0% on the Group's EUR denominated debt.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 December 2019 (Continued)

#### 15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (Continued)

##### (iii) Market risk (Continued)

###### Interest rate risk (Continued)

During the period, the USD Libor rate ranged from 2% to 2.3% on the Group's US Dollar denominated debt. The table below examines the effect that a 50-basis point increase or decrease in Libor would have on profit before tax over a one year period:

	\$'000
Increase/(decrease) on profit before tax:	
Impact of a 50-basis point increase in LIBOR	(6.2)
Impact of a 50-basis point decrease in LIBOR	6.2

###### Fair values and levelling

For all material categories of financial assets and liabilities the carrying amounts are reasonable approximations of fair values. Management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Management assessed that the fair value of long-term variable-rate borrowings are determined to approximate their carrying amounts largely due to the floating interest rate repricing to market and there being no change in either the credit or liquidity risk of the external borrowings.

#### 16. OTHER LONG-TERM LIABILITIES

	Group 2019 \$'000	Company 2019 \$'000
Shares presented as liabilities	203,643	203,643
	<u>203,643</u>	<u>203,643</u>

In connection with the acquisition of Acuris, certain investors and managers in Acuris subscribed for shares in the Company. The B & C Ordinary Shares issued in connection with the Acuris acquisition, have been accounted for as a liability under IAS 32.

The B Ordinary shares were initially recognised at fair value and subsequently measured at amortised cost using the Effective Interest Rate method. The C Ordinary Shares issued to managers are initially recognised at the value of the cash alternative, and subsequently the increase in the value up to the redemption amount is recognised as employment costs over the period of required service under IAS 19.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 December 2019 (Continued)

#### 17. LEASES

The Group leases land and buildings for its office space. The leases of office space typically run for a period between 1 and 10 years.

Refer to note 15(ii) for maturity analysis of lease liabilities and to note 11 for roll forward of right-of-use asset.

#### 18. TRADE AND OTHER PAYABLES

	Group 2019 \$'000
<i>Current:</i>	
Trade creditors	15,834
Accruals	40,800
Deferred income	152,116
Amounts owed to fellow group undertakings	13,432
Loan interest payable	294
Lease liabilities (note 15)	5,843
Other creditors	10,013
	238,332
<i>Non-current:</i>	
Lease liabilities (note 15)	21,695

Trade creditors and amounts due to fellow subsidiary undertakings are stated at amortised cost, which approximates fair value given the short-term nature of these liabilities. Trade and other payables are due within one year, unsecured and interest free.

Lease liabilities relate to the recognition, over the lease term, of future lease payments discounted using the Group's incremental borrowing rate.

#### 19. DIVIDENDS

No dividends were paid during the period ended 31 December 2019 and none have been announced as at the date of signing these financial statements.

#### 20. SIGNIFICANT SUBSIDIARY COMPANIES

The significant subsidiary undertakings of the Company all of which are 100% directly or indirectly owned unless otherwise stated, as at 31 December 2019, are set out below. All shareholdings are in ordinary shares:

<i>Name</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Acuris Bidco Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Acuris Finance SARL	Finance company	63-65 Rue de Merl, L-2146 Luxembourg

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 20. SIGNIFICANT SUBSIDIARY COMPANIES (Continued)

<i>Name</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Acuris Finance US Inc.	Finance company	The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, USA
Acuris Inc.	Provider of information services	National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, USA
Acuris International Limited	Holding Company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Acuris Risk Intelligence Holdings Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Acuris Risk Intelligence Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Acuris RMN SRL	Provider of information technology services	4D Gara Herastrau St, Building C, 5th floor, Office 9, 2nd District, Bucharest, Romania
ARI Enhanced Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Blackpeak (Hong Kong) Limited	Provider of business support services	4/F & 11/F, 20 Stanley Street, Hong Kong
Blackpeak Japan KK	Provider of business support services	5 <sup>th</sup> Floor, Daisan Daiei Building, 7-18-8 Roppongi, Minato-ku, Tokyo, 106-0032, Japan
Blackpeak (Singapore) Pte Limited	Provider of business support services	63 Market Street, #06-02 Bank of Singapore Centre, Singapore, 048942
Blackpeak (Shanghai) Business Consulting Company Limited	Provider of business support services	26F, Hang Seng Bank Tower, 1000 Lujiazui Ring Road, Pudong New Area, Shanghai, 200120, PR China
Blackpeak Inc.	Provider of business support services	1750 K St NW, Suite 450, Washington DC, 20006, USA
Credit Rubric Limited*	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Creditflux Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**
**20. SIGNIFICANT SUBSIDIARY COMPANIES (Continued)**

<i>Name</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Great North Road Media Inc	Provider of business support services	1501 Broadway, 8 <sup>th</sup> Floor, New York, NY 10036, USA
Hoxton Holdings Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Identity Theft Prevention Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
InfraAmericas Inc.	Provider of information services	National Registered Agents Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, USA
Inframation Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket USA Inc.	Holding company	2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808, USA
Mergermarket (India) Private Limited	Provider of information services	13 <sup>th</sup> Floor, India Bulls Finance Centre, Tower 3, Senapati Bapat Marg, Elphinstone West, Mumbai, 40013, India
Mergermarket (Overseas) Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket (US) Limited	Provider of information services	1501 Broadway, 8 <sup>th</sup> Floor, New York, NY 10036, USA
Mergermarket Bidco Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket Brasil Consultoria Ltda	Provider of information services	Avianda Paulista 453, Conjunto 71 Edificio Olivetti, Sao Paulo, SP 01311-000, Brazil
Mergermarket Consulting (Australia) Pty Limited	Provider of information services	Level 2, 40 King Street, Sydney, NSW 2000, Australia
Mergermarket Consulting (Singapore) Pte Ltd	Provider of information services	30 Cecil Street, #19-08 Prudential Tower, Singapore 049712
Mergermarket Consulting Limited	Provider of information services	Suite 1602-06, 181 Queen's Road Central, Hong Kong

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 20. SIGNIFICANT SUBSIDIARY COMPANIES (Continued)

<i>Name</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Mergermarket FZ LLC	Provider of information services	1405, Floor 14, Aurora Tower, Dubai, UAE
Mergermarket Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket Midco 1 Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket Midco 2 Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Mergermarket Topco Limited	Holding company	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
Perfect Information (Asia Pacific) Limited	Dormant	601 Prince's Building, Chater Road, Central Hong Kong
Perfect Information Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK
youDevise (Hong Kong) Limited	Provider of information services	Suite 1602-06, 181 Queen's Road Central, Hong Kong
youDevise Inc.	Provider of information services	160 Greentree Drive, Suite 101, Dover, Delaware, 19904, USA
youDevise Limited	Provider of information services	C/O Ion, 10 Queen St Place, 2nd Floor, London, EC4R 1BE, UK

\*Owns 73% of the Ordinary shares of Credit Rubric Limited

## 21. COMMITMENTS

There is a charge over the assets of the Company and over those of certain subsidiary undertakings in favour of Wilmington Trust, National Association, in its role as Collateral Agent.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2019 (Continued)

## 22. RELATED PARTY TRANSACTIONS

Key management and the directors of the entity, received the following remuneration:

	2019 \$'000
Emoluments	1,505
Pension contributions	49
	<hr/>
	1,554

*Transactions with subsidiaries*

The Group and the Company has availed of the exemption provided in International Accounting Standard 24 "Related Party Disclosures" for wholly owned subsidiary undertakings from the requirements to give details of transactions with entities that are part of the Group or investees of the group qualifying as related parties.

The parent undertaking of the largest group of undertakings for which consolidated financial statements are prepared and of which the Company is a member is ION Investment Group Limited, a company incorporated in the Republic of Ireland. Copies of consolidated financial statements are available from the Companies Registration Office, Parnell Square, Dublin 1, Ireland.

## 23. PENSION COMMITMENTS

The Group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. Contributions payable to the funds at the year-end amounted to \$0.5 million

## 24. PARENT UNDERTAKINGS, CONTROLLING PARTIES, DIRECTORS' AND SECRETARY'S INTERESTS

The Company's immediate parent undertaking is Acuris Investment Group Limited, a company incorporated in Ireland.

The Company's ultimate parent undertaking and controlling party is Bessel Capital S.à.r.l., a company incorporated in Luxembourg.

At the year end, neither the directors, nor the company secretary, their spouses or minor children, held any interests in the shares of the Company, its parent undertaking or any other group undertaking, except as follows:

Mr. A. Pignataro owned directly 100% of Bessel Capital S.à.r.l.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 December 2019 (Continued)

#### 25. BUSINESS COMBINATIONS

On 11 July 2019, the Group acquired a controlling interest in Mergermarket Topco Limited ("Acuris") for total consideration of \$847.2m.

The identifiable net assets have been included in the Consolidated Statement of Financial Position at their provisional acquisition date fair value. The initial assignment of fair value to identifiable net assets acquired and the consideration paid has been performed on a provisional basis given the timing of closure of these transactions. Any amendments to these fair values within the twelve month timeframe from the date of acquisition will be disclosable in the 2020 Annual Report as stipulated by IFRS 3.

Transaction expenses related to the acquisition were charged in the Consolidated Income Statement in the period. In valuing the net assets of Acuris on acquisition the Group has utilised market standard valuation techniques, specifically:

1. Relief-from-royalty method, which considers the discounted estimated royalty payments that are expected to be avoided as a result of the trademarks and Information Technology being owned.
2. Multi-period excess earnings method, which considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.
3. Replacement Cost, which considers the value of databases owned by estimating the costs that a market participant would incur to replace the asset.
4. Bottom up valuation of deferred income, which considers the value of deferred income to be the cost to fulfil the obligation plus a market participants profit margin.

*Recognised amounts of identifiable assets and liabilities acquired:*

	Fair value of net assets acquired \$'000
<b>Assets:</b>	
Cash	26,435
Other current assets	37,076
Deferred tax asset	4,959
Property, plant and equipment	37,191
Intangible assets	990,860
<b>Liabilities:</b>	
Trade and other payables	(236,865)
Deferred tax liability	(202,111)
Interest bearing loans	(838,927)
Provisions	(12,106)
<b>Total identifiable assets acquired</b>	<b>(193,488)</b>
<b>Goodwill</b>	<b>1,040,667</b>
<b>Total consideration paid</b>	<b>847,179</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)**

## 25. BUSINESS COMBINATIONS (Continued)

	<i>\$'000</i>
<i>Satisfied by:</i>	
Cash	847,179
Total consideration	847,179
Net cash outflow on acquisition	847,179
Cash balance at acquisition	(26,435)
	820,744

If the acquisition had occurred on 1 January 2019, management estimate that consolidated revenue would have been \$265.4m and consolidated loss before tax for the year would have been \$136.7m. In determining these amounts management has assumed that the fair value adjustments that arose on the date of the acquisition would have been the same if the acquisition had occurred on 1 January 2019.

## 26. EVENTS SINCE THE STATEMENT OF FINANCIAL POSITION DATE

Subsequent to the year end, the COVID-19 outbreak developed rapidly, which is causing economic disruptions in most countries. Various measures have been taken by Governments around the world to contain the virus which have had a significant impact on global economic activity.

The Group's products are primarily delivered by electronic means enabling it to continue to service its customers in the current climate. The Group has moved to remote working arrangements which are running smoothly, to ensure the safety of staff and to enable the business to operate with minimal impact.

A significant portion of the Group's revenue is derived from multiyear contracts with customers with the services provided being critical to our customers' operations, hence limited immediate impact is expected on the Group's revenue stream. Given the nature of the outbreak and the on-going developments, at this time it is not possible to estimate the overall future impact to the Group.

In October 2020, the Company's intermediate parent company, ION Analytics Topco Limited acquired all ordinary shares and loan note from the holder of B Ordinary shares that were previously classified as a liability. As a result of this purchase, the Company no longer has an obligation to deliver cash to the shareholders, hence the carrying value of the liability was reclassified to equity.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**31 December 2019 (Continued)****27. FINANCIAL STATEMENTS AND AUDIT EXEMPTIONS**

The Acuris Holdings Limited subsidiary companies listed below are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A:

<i>Name</i>	<i>Company Registration Number</i>
Acuris Risk Intelligence Holdings Limited (formerly C6 Data Intelligence Limited)	08926950
Acuris Risk Intelligence Limited (formerly C6 Intelligence Information Systems Limited)	05048084
ARI Enhanced Limited (formerly C6 Enhanced Intelligence Limited)	08928795
Creditflux Limited	04252806
Credit Rubric Limited	10609715
Hoxton Holdings Limited	05052993
Identity Theft Prevention Limited	09088791
Inframation Limited	04581107
Mergermarket Bidco Limited	08743375
Mergermarket Limited	03879547
Mergermarket Midco 1 Limited	08743363
Mergermarket Midco 2 Limited	08743372
Mergermarket (Overseas) Limited	08694431
Mergermarket Topco Limited	08816656
Perfect Information Limited	02758652
youDevise Limited	03331176

**28. APPROVAL OF FINANCIAL STATEMENTS**

*The Board of Directors approved and authorised for issue the financial statements in respect of the period ended 31 December 2019 on 16 December 2020.*