Registered number: 10637354

# ATLAS ACQUISITION CORP. LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2019



## **COMPANY INFORMATION**

**Directors** A Porter (resigned 6 December 2018)

J Janik (appointed 7 December 2018)

**Company secretary** L Fese (appointed 7 December 2018)

Registered number 10637354

Registered office 100 New Bridge Street

London EC4V 6JA

Independent auditor Grant Thornton UK LLP

Chartered Accountants & Statutory Auditor

Benham 5

Southampton Science Park

Chilworth Southampton Hampshire SO16 7QJ

## **CONTENTS**

Strategic report	Page 1	
Directors' report	2 - 3	
Independent auditor's report	4 - 6	Ġ.
Statement of income and retained earnings	7	
Statement of financial position	8	
Notes to the financial statements	9 - 16	

## STRATEGIC REPORT FOR THE YEAR ENDED 31 JULY 2019

Introduction

The strategic report for the year ended 31 July 2019 is set out below.

#### Future developments & basis of preparation of the financial statements

Effective 31 July 2020, Atlas Acquisition Corp. Limited sold its shares in its subsidiaries, the Avantida Group of companies to Inttra International Inc for cash consideration of \$6,259,322. This happened subsequent to the year end reported in these financial statements and is therefore reported as a post balance sheet event.

Following this transaction the Directors have reviewed the operations of the Company and plan on liquidating the Company. As such, these financial statements are prepared on a basis other than that of a going concern. There are no accounting adjustments as a result of preparing these financial statements on a break-up basis.

#### **Business review**

The Group's ultimate parent undertaking changed on 27 November 2018 following the acquisition of Inttra LLC by E2Open LLC; the largest cloud-based provider of networked supply chain solutions, offering a complete portfolio of intelligent applications that enables the world's most complex supply chains to better plan, collaborate, and execute their end-to-end operations - from procurement to manufacturing to distribution and fulfilment.

The Company set up a new subsidiary located in Chennai, India during October 2018. The purpose of the facility was to host a client services department to service customers for Inttra Inc. The costs for setting up this subsidiary were initially capitalised, however have been fully impaired due to the fact the operation was not revenue generating and was subsequently closed before the year end.

## Principal risks and uncertainties

The biggest risk is Covid-19 as a worldwide pandemic has not been experienced in recent times and the long term impacts in a modern globalized environment are unknown. Covid-19 had slowed the revenue streams of Avantida but they appear to be returning to pre Covid-19 levels; the E2Open Group continue to monitor closely trading and cashflows as well as the external situation. The E2Open Group have taken steps to ensure the safety of its employees and continuity of service for its customers and despite Covid-19 is gaining new contracts and feels it is in a strong position globally.

Avantida has one carrier as a client in the UK and as that carrier does not provide significant revenue any form of Brexit is not considered to be a principal risk to the Avantida business.

# Financial key performance indicators

The loss for the year before tax is \$351,640 (2018 \$137,589), which is in part attributable to the impairment of the Indian branch together with intra group interest payable to Inttra International Inc. The amount owed to Intrra was repaid when the shares in its subsidiary Avantida Group were sold on 31 July 2020.

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

J Janik Director

market and

Date: 26/11/2020

Page 1

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2019

The directors present their report and the financial statements for the year ended 31 July 2019.

## **Principal activity**

Atlas Acquisition Corp. Limited is a holding company for the Avantida Group of companies which are detailed in note 8 to the financial statements. Subsequent to the year end these shares were sold to Inttra International Inc. and the Directors plan to liquidate this company.

#### Results and dividends

The loss for the year, after taxation, amounted to \$375,840 (2018 - loss \$137,589).

No dividends have been paid or declared during the period (2018: Nil).

#### **Directors**

The directors who served during the year were:

A Porter (resigned 6 December 2018) J Janik (appointed 7 December 2018)

## Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Post balance sheet events

Effective 31 July 2020, Atlas Acquisition Corp. Limited sold its shares in its subsidiaries, the Avantida Group of companies to Inttra International Inc for cash consideration of \$6,259,322. This happened subsequent to the year end reported in these financial statements and is therefore reported as a post balance sheet event.

R:

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 JULY 2019

#### Disclosure of information to auditor

- The directors confirm that:
  - so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
  - the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## **Auditor**

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

26/11/2020

and signed on its behalf.

Tracket 2.1

J Janik Director

Ð



#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLAS ACQUISITION CORP. LIMITED

#### **Opinion**

We have audited the financial statements of Atlas Acquisition Corp. Limited (the 'Company') for the year ended 31 July 2019, which comprise the Statement of income and retained earnings, the Statement of financial position and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the 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

## The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

## Emphasis of matter - basis of preparation of the financial statements

We draw attention to note 2.2 to the financial statements, which describes the basis of preparation of the financial statements. As described in that note, the directors intend on liquidating the Company once its present obligations are fulfilled and accordingly the directors have prepared the financial statements on a break-up

£.



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLAS ACQUISITION CORP. LIMITED (CONTINUED)

basis. Our opinion is not modified in respect of this matter.

#### Other information

3

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

⊸ We have nothing to report in 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 year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

#### Matter on which we are required to report under the Companies Act 2006

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

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

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

扒.



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLAS ACQUISITION CORP. LIMITED (CONTINUED)

## Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <a href="https://www.frc.org.uk/auditorsresponsibilities">www.frc.org.uk/auditorsresponsibilities</a>. 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.

Gran Plante UL W

Amanda James FCCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Southampton
Date: 26/11/2020

Page 6

6

Ć

## ATLAS ACQUISITION CORP. LIMITED

## STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 31 JULY 2019

	Note	2019 \$	2018 \$
Administrative expenses		(84,594)	-
Operating (loss)/profit	4	(84,594)	-
Amounts written off investments		(192,775)	-
Interest payable and expenses	7	(98,471)	(137,589)
Loss before tax	•	(375,840)	(137,589)
Loss after tax		(375,840)	(137,589)
Retained earnings at the beginning of the year		(137,589)	-
Loss for the year		(375,840)	(137,589)
Retained earnings at the end of the year	•	(513,429)	(137,589)

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of income and retained earnings.

The notes on pages 9 to 16 form part of these financial statements.

# ATLAS ACQUISITION CORP. LIMITED REGISTERED NUMBER:10637354

# STATEMENT OF FINANCIAL POSITION AS AT 31 JULY 2019

	Note	2019 \$	2019 \$	2018 \$	2018 \$
Fixed assets	•				•
Investments	8		5,924,632		5,924,632
			5,924,632		5,924,632
Current assets					
Debtors: amounts falling due within one year	9	4,099		139	
Creditors: amounts falling due within one year	10	(1,209,727)		(1,121,173)	T.
Net current liabilities	k.		(1,205,628)		(1,121,034)
Total assets less current liabilities		ľ	4,719,004	,	4,803,598
Creditors: amounts falling due after more than one year	11		(5,232,294)		(4,941,048)
Net liabilities			(513,290)		(137,450)
Capital and reserves					
Called up share capital	13		139		139
Profit and loss account	14	,	(513,429)		(137,589)
			(513,290)	•	(137,450)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26/11/2020

July 21

J Janik Director

The notes on pages 9 to 16 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

#### 1. General information

Atlas Acquisition Corp. Limited is a private company limited by shares, incorporated in England and Wales. The address of its registered office is 100 New Bridge Street, London, EC4V 6JA.

## 2. Accounting policies

## 2.1 Basis of preparation of financial statements

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

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

As the investment in the Avantida Group of companies was held exclusively with a view of subsequent resale, the results of these subsidiaries have not been consolidated into these financial statements, in accordance with the exemption contained in s.405 of the Companies Act 2006.

The following principal accounting policies have been applied:

#### 2.2 Preparation of accounts on a break-up basis

Effective 31 July 2020, Atlas Acquisition Corp. Limited sold its shares in its subsidiary Avantida Group to Inttra International Inc for cash consideration of \$6,259,322. This happened subsequent to the year end reported in these financial statements and is therefore reported as a post balance sheet event.

Following this transaction the Directors have reviewed the operations of the Company and plan on liquidating the Company. As such, these financial statements are prepared on a basis other than that of a going concern. There are no accounting adjustments as a result of preparing these financial statements on a break-up basis.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

## 2. Accounting policies (continued)

## 2.3 Foreign currency translation

## Functional and presentation currency

The Company's functional and presentational currency is USD.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of income and retained earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

## 2.4 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

#### 2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.6 Debtors

Short term debtors are measured at transaction price, less any impairment.

## 2.7 Creditors

Short term creditors are measured at the transaction price.

. <del>5</del>-

٦,

Ł

رئي

#### ATLAS ACQUISITION CORP. LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

## 2. Accounting policies (continued)

#### 2.8 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

## 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of these financial statements requires management to note judgements and estimates that affect the reported amount of assets and liabilities at the balance sheet date and the reported profits during the financial year.

There are no significant judgements or estimates included within these accounts.

#### 4. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2019	2018
	\$	\$
Exchange differences	507	-
	<del></del>	

ا ليج

	NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019		څ١.
5.	Auditor's remuneration		
		2019 \$	2018 \$
	Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	18,250 ====================================	16,400
6.	Employees		
	The average monthly number of employees, including the directors, during the	ne year was as f	﴾ر follows:
		2019 No.	2018 No.
	Directors		1
7.	Interest payable and similar expenses		
		2019 \$	2018 \$
	Loans from group undertakings	98,471	137,58ॄ9

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

#### 8. Fixed asset investments

•	held for resale \$
Cost or valuation	
At 1 August 2018	5,924,632
Additions	192,775
Amounts written off	(192,775)
At 31 July 2019	5,924,632
Net book value	
At 31 July 2019	5,924,632 ——————
At 31 July 2018	5,924,632

## Subsidiary undertakings

ريم!

( E)

The Company set up a new subsidiary located in Chennai, India during October 2018. The purpose of the facility was to host a client services department to service customers for Inttra Inc. The costs for setting up this subsidiary were initially capitalised, however have been fully impaired due to the fact the operation was not revenue generating and was subsequently closed before the year end.

Investments in Avantida Group were held purely for resale purposes. Subsequent to the year end Atlas Acquisition Corp. Limited disposed of its investments in all the Avantida group of companies for consideration of \$6,259,322.

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	class of shares	Holding
Avantida NV Avantida Poland Sp Zoo Avantida e-Logistics SA Inttra Service & Support Private Limited	Belgium Poland Spain India	Online platform service Online platform service Online platform service Client services support function	Ordinary	100% 100% 100% 100%

Investments

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

9.	Debtors		
		2019 \$	2018 \$
	Other debtors	4,099	139

Included within other debtors is \$100 (2018: £100) of unpaid share capital, which has been translated to US Dollars on 24 February 2017 to \$139.

# 10. Creditors: Amounts falling due within one year

	2019 \$	2018 \$
Amounts owed to group undertakings	1,167,727	1,121,173
Accruals and deferred income	42,000	. <b>-</b>
	1,209,727	1,121,173
•		

## 11. Creditors: Amounts falling due after more than one year

2019 \$	2018 \$⊃∕₁
5,232,294	4,941,048
	\$

The principle value of the loan provided by Inttra International Inc is \$4,803,459 (2018: \$4,803,459). Interest accrues annually at a rate of 2.05% and the loan is due to mature on 8 March 2022. The loan was fully repaid following the sale of the Avantida shares on 31 July 2020..

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

#### 12. Financial instruments

Financial instruments		
	2019 \$	2018 . \$
Financial assets		
Financial assets that are debt instruments measured at amortised cost	4,099	139
Financial liabilities		
Financial liabilities measured at amortised cost	(6,442,021)	(6,062,221)

Financial assets that are debt instruments measured at amortised cost comprise other debtors.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings and accruals and deferred income.

#### 13. Share capital

1

4

X,

	2019	2018
Allotted, called up and fully paid	Ψ	Ψ
100 (2018 - 100) Ordinary shares of \$1.39 each	139	139
	=======================================	=======================================

There is a single class of ordinary shares. There are no restrictions on dividends and the repayment of capital.

#### 14. Reserves

### Profit and loss account

Includes all current and prior period retained profits and losses.

## 15. Related party transactions

At 31 July 2019 there is an amount owed to Inttra Inc of \$6,160,692 (2018: \$6,055,707).

## 16. Post balance sheet events

Effective 31 July 2020, Atlas Acquisition Corp. Limited sold its shares in its subsidiary Avantida Group to Inttra International Inc for cash consideration of \$6,259,322. This happened subsequent to the year end reported in these financial statements and is therefore reported as a post balance sheet event.

Covid-19 impacts have been identified as a non adjusting post balance sheet event. The main impacts of Covid-19 are forward looking, and Covid-19 is not expected to have any additional impact to the post balance sheet events already reported above.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019

## 17. Controlling party

The Company's immediate parent undertaking and controlling party is Inttra International Inc. The ultimate parent undertaking and controlling party is E2open LLC following the acquisition of Inttra Inc on 27 November 2018.

Inttra International Inc is the smallest group to consolidate, E2open LLC is the largest group to consolidate Atlas Acquisition Corp. Limited.

Ģ

`Æ