

Company No: 13638689 (England and Wales)

ATLAS TOPCO 1 LIMITED

**Annual Report and Consolidated Financial Statements
For the financial period from 23 September 2021 (date of incorporation)
to 31 December 2022**



ATLAS TOPCO 1 LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

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ATLAS TOPCO 1 LIMITED
DIRECTORS AND OTHER INFORMATION
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

DIRECTORS

Andrew Blayze
Colin Brown
Chris Carter
Michiel De Jong
Robert Doherty
Michael England
Anastasia Kovaleva
Hugo Strachan

REGISTERED OFFICE

Ropemaker Place
28 Ropemaker Street
London
EC2Y 9HD
United Kingdom

COMPANY NUMBER

13638689 (England and Wales)

AUDITOR

Deloitte Ireland LLP
Chartered Accountants & Statutory Audit Firm
Deloitte & Touche House
Earlsfort Terrace
Dublin 2
Ireland

BANKERS

Allied Irish Banks, p.l.c.
10 Molesworth Street
Dublin 2
Ireland

Permira Credit Limited
100 Paul Mall
London
SW1Y 5NQ
United Kingdom

National Westminster Bank p.l.c
9th floor, 250 Bishopsgate
London
EC2M 4RB
United Kingdom

ATLAS TOPCO 1 LIMITED
DIRECTORS AND OTHER INFORMATION
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

SOLICITORS

Eversheds Sutherland (International) LLP
1 Callaghan Square
Cardiff
CF105BT
United Kingdom

McCann Fitzgerald LLP
Riverside One
Sir John Rogerson's Quay
Dublin 2
Ireland

ATLAS TOPCO 1 LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

The directors present their Strategic Report for the financial period from 23 September 2021 (date of incorporation) to 31 December 2022. This is in accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Atlas Topco 1 Limited ("the Group") is an international technology group that provides advanced software solutions, dedicated to helping our customers and partners to create and deliver solutions that improve the financial health and lives of millions of people worldwide.

The Group provides software solutions for all stages of the Lending & Debt Cycles including:

- Credit application
- Loan management
- Arrears processing
- Collections
- Debt Advice & Referral
- Insolvency

The Group's customers include participants across the credit value chain, including banks, alternative lenders, debt purchasers, debt collection agencies, insolvency administrators, public sector, and utilities.

The Group's solutions automate a wide range of back and middle office activities including customer data collection, administration, and payment processing, covering every stage of the debt cycle. Its scalable technology platform is capable of meeting high volume, high complexity needs and helps customers significantly increase efficiency while ensuring compliance with local legislation.

In 2022 the Group operated in the UK, Ireland, Canada, Australia, New Zealand, Mauritius and in March 2022 the group expanded its operations into the German, Dutch and Belgian markets through the acquisition of the Collenda Group.

REVIEW OF THE BUSINESS

The Group's global footprint spans 9 countries across 3 continents. With a current dedicated team of over 430 professionals, operating at the intersection of finance and technology, the Group serves a diverse client base of 1,200+ enterprises and SMEs. A comprehensive portfolio of products covers the entire credit lifecycle, providing tailored solutions to meet the evolving needs of an international customer base.

The Group continuously enhances its suite of end-to-end products and services. Investing in research and development ensures that solutions remain cutting-edge and adaptable. The directors seek out software solutions that resonate with our existing clients and extend our geographical reach. Rigorous research and meticulous due diligence guide Group acquisition decisions. The Directors recognise the critical importance of seamless integration for newly acquired businesses. By effectively assimilating these entities into existing operations, synergies are unlocked which maximises value. The ability to cross-sell products to both new customers and diverse geographies underscores the Group's commitment to delivering an end-to-end offering that empowers clients. While navigating the dynamic landscape of financial technology, the Group remains agile, adaptive, and customer centric. Its continued commitment to innovation, coupled with strategic acquisitions, positions the Group for sustained success and significant growth.

On 4th March 2022, the group acquired Aryza Holdings Limited which is the holding company of the Aryza Group through Atlas Bidco 1 Limited, which is a 100% owned subsidiary of Atlas Midco 1 Limited and in turn is wholly owned by Atlas Topco 1 Limited – a company which is jointly owned by MPRC Europe Limited ("Macquarie Capital Principal Finance"), PSC III Pooling, LP, Ocorian Corporate Services (Mauritius) Limited and members of Aryza Management.

Macquarie Capital Principal Finance brings substantial institutional expertise and operational experience, as well as an extensive network in Australia, New Zealand, US and Asia and flexible capital to support the continued growth of the Group.

As part of the acquisition of the Aryza Group, the group completed a further refinancing of its loan facilities. On 4th March 2022, the Company signed a new term loan facility agreement, along with an acquisition facility to fund future M&A, with Global Loan Agency Services Limited acting as agent for certain Permira Credit Solutions entities. The Group also secured a revolving credit facility with National Westminster Bank plc.

On 18th March 2022 the Group acquired Saturn Topco S.a.r.l. which is the holding company of the Collenda Group, a lending and collections software business serving the DACH and Benelux countries. This strategic acquisition enhances the Group's product set and accelerates geographical expansion and will enable significant cross-sell opportunities over time.

ATLAS TOPCO 1 LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

KEY PERFORMANCE INDICATORS ('KPIs')

The Directors are pleased that the Group has had a successful period delivering strong revenue and adjusted EBITDA¹ performance through a combination of organic and acquisitive growth for the 10 months of trading post the acquisition of the Aryza group. The Group's financial key performance indicators are revenue growth and adjusted EBITDA.

The Board utilises adjusted EBITDA as a key KPI for the Group. Adjusted EBITDA is defined as earnings from operations before (i) net interest costs (interest income and interest expense), (ii) tax expense, (iii) depreciation and amortisation charge, (iv) share-based payment cost and (v) non-trading and non-recurring items including non-capitalised M&A related costs.

KEY PERFORMANCE INDICATORS ("KPIs")	2022
	£'000
Turnover	46,553
Operating loss	(40,532)
Add Back:	
Net interest costs	17,557
Tax expense	887
Depreciation	596
Amortisation	34,023
Non-trading and non-capitalised costs	3,936
Adjusted EBITDA¹	16,467

¹ Earnings before interest, taxation, depreciation, amortisation, exceptional/ and non-recurring costs including integration, reorganisation and acquisition costs

The group remains committed to improving the operating margins of our underlying businesses by implementing best practice operating processes and standards, supported by centralised oversight and governance.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors acknowledge that the economic environment can impact the performance of the Group both in terms of underlying liquidity and market growth impacts. The Group operates in a diversified range of insolvency and lending sectors with a customer base that considers our software solutions as a critical tool leading to low levels of customer churn.

The Board of Directors remain steadfast in its commitment to safeguarding the confidentiality, integrity, and availability of all physical and electronic information assets. The Company's Information Security Management Systems (ISMS) comprehensively cover the group's information assets associated with the provision of products and services, all of which are ISO/IEC 27001:2013 certified. Additionally, the Group holds certification under Cyber Essentials Plus.

The Directors have diligently implemented a wide array of technical and organisational measures to ensure the protection of our information assets and seamless business continuity. A "Defence in Depth" Strategy means that the Company's IT infrastructure benefits from a layered defence approach. This encompasses perimeter firewalls, intrusion prevention technologies, vulnerability scanning, anti-malware solutions, and robust staff awareness training. Secure development practices and strict adherence to secure coding practices, ensures that software and applications are resilient against threats. Regular scans of our IT infrastructure and web platforms help identify and address vulnerabilities promptly. The IT teams maintain comprehensive backup and recovery solutions, including active fail-over mechanisms and diligently apply the latest security patches to fortify our systems against known and emerging threats.

The Directors closely monitored the interest rate environment in 2022 and recognise that the series of interest rate hikes during 2022 significantly impacted the company's performance. The Group's reliance on debt financing meant that higher interest rates directly impact the cost of capital. As rates climbed, the Director's closely monitored borrowing costs and adjusted the Company's financial strategies accordingly. Rigorous stress testing allowed the Directors to assess the impact of varying interest rate scenarios on the Company's financial health. Interest rate hedging was utilised to manage risk exposure.

The COVID-19 outbreak, and subsequent government measures significantly impacted businesses worldwide. Fortunately, our group experienced only a relatively minor disruption to our ability to trade and engage with clients. While some uncertainty persists, the pandemic's impact has significantly diminished. The board of directors remains confident in the wider group's growth potential, future profitability, and overall prospects.

The UK officially left the EU on January 31, 2021, and the transitional agreements have concluded, the directors are closely monitoring the evolving relationship between the UK and the EU, particularly the regulatory environment related to laws and regulations.

The Groups liquidity risk which is defined as the risk of not being able to meet its obligations as they fall due is mitigated via a combination of a) a group wide cash management process b) monitoring liquidity risk through detailed cash forecast and sensitivity analyses, and (c) having access via intragroup lending to a Group external revolving facility (RCF) which forms part of the secured debt facilities of the group.

ATLAS TOPCO 1 LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

SUBSEQUENT EVENTS

On 28 November 2023, funds managed and advised by Pollen Street Capital increased their shareholding in the group's ultimate parent entity Atlas Topco 1 Limited, leading to it now having significant control of the group.

In December 2023 the Group acquired Caswell Bay Holdings Limited, a company incorporated in the United Kingdom, a lending software group for a total purchase consideration of £20,524,733, which strengthens the Group's capability in the loan management sector, adding scale and client reach in the UK and across Europe and further enhancing the Group's position as a force in digitalising lending processes and facilitating seamless data submissions to major credit reference agencies.

RESEARCH & DEVELOPMENT

The strong performance of the Group is supported by continued investment in product development to support its strategy of providing customers with increased functionality, scalable solutions and complementary products. Development is undertaken through its own internal development team and supported through additional external development resources, with customers receiving end to end software and service provision.

The Group spent £4.1m on capitalised development costs and recognised £2.5m within the income statement on research and development costs during 2022 and 2023 saw a further increase in research and development activities. This investment has resulted in several new products and services expected to be launched in the coming years which we expect to make significant contributions to the profit of the business. The Directors regard investment in this area as a prerequisite for achievement of the Group's strategic goals in the medium to long-term.

GOING CONCERN

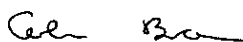
The directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements. See note 1 for further details.

RISK MANAGEMENT AND GOVERNANCE

The Board of Directors assumes ultimate responsibility for risk identification and control. The management team oversees the overall risk management approach, implementing robust processes and procedures to address identified risks. The Board conducts ongoing risk assessments, ensuring a proactive approach to risk mitigation. A dedicated risk committee operates under the Group's Risk Management Framework, providing specialised oversight.

The Group remains agile and vigilant in an ever-evolving landscape. Commitment to information security and risk management underscores the Director's dedication to delivering value to stakeholders while safeguarding our assets.

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



Colin Brown
Director


Chris Carter
Director

Ropemaker Place
28 Ropemaker Street
London
EC2Y 9HD
United Kingdom

Date: 20th March 2024

ATLAS TOPCO 1 LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

The directors present their annual report on the affairs of the Company and the Group, together with the financial statements and auditors' report, for the financial period from 23 September 2021 (date of incorporation) to 31 December 2022.

PRINCIPAL ACTIVITIES

The primary activities of the Group since incorporation to 31 December 2022 were the development and sale of software applications to customers in the UK, Canada, Ireland, Australia, New Zealand, Germany, Netherlands and Belgium.

GOING CONCERN

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements.

DIVIDENDS

No dividend was paid for the current financial period.

EVENTS AFTER THE BALANCE SHEET DATE

Details of significant events since the balance sheet date are contained in the note 23 to the financial statements.

DIRECTORS

The directors, who served during the financial period and to the date of this report except as noted, were as follows:

Andrew Blayze	(Appointed 04 March 2022)
Colin Brown	(Appointed 04 March 2022)
Chris Carter	(Appointed 01 March 2022)
Lauren Cavanagh	(Appointed 23 September 2021, Resigned 07 October 2021)
Michiel De Jong	(Appointed 31 January 2023)
Robert Doherty	(Appointed 04 March 2022)
Michael England	(Appointed 04 March 2022)
Adam Joseph	(Appointed 07 October 2021, Resigned 27 November 2023)
Anastasia Kovaleva	(Appointed 04 March 2022)
Sharand Maharaj	(Appointed 07 October 2021, Resigned 01 August 2023)
James Scott	(Appointed 04 March 2022, Resigned 31 January 2023)
Hugo Strachan	(Appointed 24 August 2023)

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES AND DEBENTURES

The directors of the company who held office at 31 December 2022 had the following interests in the shares of the Company:

Director	B Ordinary Shares £0.01	B1 Preference Shares £0.01	B2 Preference Shares £0.01	C1 Ordinary Shares £0.01	C2 Ordinary Shares £0.01
Andrew Blayze	21,516	228,415	1,980,947	49,575	49,575
Colin Brown	52,547	2,519,369	4,837,732	123,937	123,937
Chris Carter	10,443	28,802	961,488	61,969	61,968
Robert Doherty	22,430	709,728	2,065,085	61,969	61,968

POLITICAL CONTRIBUTIONS

The Company did not make any disclosable political donations in the current financial period.

ATLAS TOPCO 1 LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

EMPLOYEE ENGAGEMENT AND COMMUNICATION

The Group highly values employee involvement. Throughout the financial period, we have consistently kept our employees informed about matters directly impacting them and the various factors influencing the group's performance. To facilitate communication, we introduced a group-wide intranet that provides updates on all material developments within the organization. The CEO provides regular companywide updates to all employees that cover a wide range of topics including Group performance and matters that relate to their current and future interests. Additionally, some employees receive an annual bonus based on both business and personal performance.

Environmental Social Governance

Environmental Responsibility: We recognise the critical importance of environmental sustainability. Throughout the reporting period, we have actively managed our environmental impact by implementing measures to reduce energy consumption & minimize waste. Our commitment to responsible environmental practices includes participation in the Pollen Street Capital Scorecard, with a nominated senior executive responsible for compliance monitoring and board level KPI's.

Social Engagement: Our dedication to social responsibility extends beyond our business operations and we prioritise the well-being of our employees, customers, and communities. During the reporting period, we focused on fostering a diverse and inclusive workplace, promoting employee health and safety, and supporting local initiatives.

Governance Excellence: Strong governance is fundamental to our success. Our board of directors adheres to robust governance practices, ensuring transparency, accountability, and ethical decision-making. We maintain effective risk management processes, internal controls, and compliance frameworks. Our commitment to board diversity, independence, and stakeholder engagement enhances our governance structure.

SUBSIDIARIES

The subsidiaries of the group are disclosed within note 13 to the financial statements.

DISCLOSURE OF INFORMATION TO THE AUDITORS

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

- So far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The director has taken all the steps that they ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Deloitte Ireland LLP were appointed during the period and have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

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


Colin Brown
Director


Chris Carter
Director

Ropemaker Place
28 Ropemaker Street
London
EC2Y 9HD
United Kingdom
Date: 20th March 2024

ATLAS TOPCO 1 LIMITED
DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

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

Company law requires the directors to prepare financial statements for each financial period. Under the 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 satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with the applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Independent auditor's report to the members of Atlas TopCo 1 Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Atlas TopCo 1 Limited (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's loss for the financial period from 23 September 2021 (date of incorporation) to 31 December 2022;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated and parent company statement of financial position;
- the consolidated and parent company statements of changes in equity;
- the consolidated statement of cash flows;
- the related notes 1 to 26, including a summary of significant accounting policies in note 1.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The 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 contained within the annual report. 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.

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

We have nothing to report in this regard.

Independent auditor's report to the members of Atlas TopCo 1 Limited

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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

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

We considered the nature of the group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the group's business sector.

We obtained an understanding of the legal and regulatory framework that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation in Ireland and the UK and Irish Companies Act; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included the Group's compliance with personal insolvency legislation through its software solutions.

We discussed among the audit engagement team including significant component audit teams and relevant internal specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our procedures performed to address them are described below:

Revenue Recognition

- We assessed the design and determined the implementation of the key control over the posting of revenue at year-end; and
- We selected a sample of revenue transactions posted in December 2022 and January 2023 and traced them to relevant documentation in order to assess whether the transactions were recorded in the appropriate period.

Allowance for Doubtful Receivables

- We assessed the design and determined the implementation of the key control over the review of doubtful receivables at the year-end; and
- We assessed the judgements and estimates used by management as well as the method of calculation of the allowance, in order to assess whether the allowance was appropriately valued and calculated.

Independent auditor's report to the members of Atlas TopCo 1 Limited

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management[, internal audit] and [in-house / external] legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

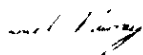
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept 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.

We have nothing to report in respect of these matters.

Use of our report

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



Daniel Murray FCA (Senior statutory auditor)
For and on behalf of Deloitte Ireland LLP
Statutory Auditor
Dublin, Ireland

20 March 2024

ATLAS TOPCO 1 LIMITED
CONSOLIDATED INCOME STATEMENT
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

	Note	Period from 23.09.2021 (date of incorporation) to 31.12.2022 £
Turnover	3	46,552,884
Cost of sales		<u>(4,291,127)</u>
Gross profit		42,261,757
Administrative expenses		(64,724,771)
Other operating income		<u>374,662</u>
Operating loss		(22,088,352)
Interest payable and similar expenses	10	<u>(17,556,756)</u>
Loss before taxation	4	(39,645,108)
Tax on loss	8	(886,619)
Loss for the financial period		<u>(40,531,727)</u>

All amounts relate to continuing operations.

The notes on pages 20 to 39 form part of these financial statements.

ATLAS TOPCO 1 LIMITED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

	Period from 23.09.2021 (date of incorporation) to 31.12.2022 £
Loss for the financial period	<u>(40,531,727)</u>
Other comprehensive loss	<u>(1,365,419)</u>
Total comprehensive loss	<u><u>(41,897,146)</u></u>

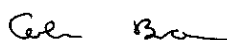
The notes on pages 20 to 39 form part of these financial statements.

ATLAS TOPCO 1 LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	31.12.2022 £
Fixed assets		
Intangible assets	11	329,881,214
Tangible assets	12	998,246
		330,879,460
Current assets		
Debtors		
- due within one year	14	14,965,250
- due after more than one year	14	605,066
Cash at bank and in hand	15	12,044,974
		27,615,290
Creditors: amounts falling due within one year	16	(18,593,102)
Net current assets		9,022,188
Total assets less current liabilities		339,901,648
Creditors: amounts falling due after more than one year	17	(337,250,940)
Provision for liabilities	18	(44,173,094)
Net liabilities		(41,522,386)
Capital and reserves		
Called-up share capital	20	18,900
Share premium account	20	355,860
Translation reserve		(1,365,419)
Profit and loss account		(10,531,727)
Total shareholders' deficit		(41,522,386)

The notes on pages 20 to 39 form part of these financial statements.

The financial statements of Atlas Topco 1 Limited (registered number: 13638689) were approved and authorised for issue by the Board of Directors on 20th March 2024. They were signed on its behalf by:



Colin Brown
Director



Chris Carter
Director

Ropemaker Place
28 Ropemaker Street
London
EC2Y 9HD
United Kingdom

Date: 20th March 2024

ATLAS TOPCO 1 LIMITED
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	31.12.2022 £
Fixed assets		
Investments	13	81,784,654
		81,784,654
Current assets		
Debtors		
- due within one year	14	91,159,139
Cash at bank and in hand	15	8,839
		91,167,978
Creditors: amounts falling due within one year	16	(49,200)
Net current assets		91,118,778
Total assets less current liabilities		172,903,432
Creditors: amounts falling due after more than one year	17	(177,205,891)
Net liabilities		(4,302,459)
Capital and reserves		
Called-up share capital	20	18,900
Share premium account	20	355,860
Profit and loss account		(4,677,219)
Total shareholders' deficit		(4,302,459)

The notes on pages 20 to 39 form part of these financial statements.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Income Statement in these financial statements. The loss of the parent company was £4,677,219 for the financial period from 23 September 2021 (date of incorporation) to 31 December 2022.

The financial statements of Atlas Topco 1 Limited (registered number: 13638689) were approved and authorised for issue by the Board of Directors on 20th March 2024. They were signed on its behalf by:



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ATLAS TOPCO 1 LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

	Called-up share capital	Share premium account	Translation reserve	Profit and loss account	Total
	£	£	£	£	£
At 23 September 2021	-	-	-	-	-
Issue of share capital	18,900	355,860	-	-	374,760
Loss for the financial period	-	-	-	(40,531,727)	(40,531,727)
Foreign currency retranslation	-	-	(1,365,419)	-	(1,365,419)
At 31 December 2022	<u>18,900</u>	<u>355,860</u>	<u>(1,365,419)</u>	<u>(40,531,727)</u>	<u>(41,522,386)</u>

The notes on pages 20 to 39 form part of these financial statements.

ATLAS TOPCO 1 LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

	Called-up share capital	Share premium account	Profit and loss account	Total
	£	£	£	£
At 23 September 2021	-	-	-	-
Loss for the financial period	-	-	(4,677,219)	(4,677,219)
Total comprehensive loss	-	-	(4,677,219)	(4,677,219)
Issue of share capital	18,900	355,860	-	374,760
At 31 December 2022	<u>18,900</u>	<u>355,860</u>	<u>(4,677,219)</u>	<u>(4,302,459)</u>

The notes on pages 20 to 39 form part of these financial statements.

ATLAS TOPCO 1 LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

	Period from 23.09.2021 (date of incorporation) to 31.12.2022
Net cash flows from operating activities (note 26)	<u>(12,447,716)</u>
Cash flows from investing activities	
Payments to acquire tangible fixed assets	(213,518)
Purchase of intangible assets	(4,079,859)
Sale of tangible fixed assets	42,644
Acquisition of subsidiary (net cash flow)	(165,052,236)
Net cash flows from investing activities	<u>(169,302,969)</u>
Cash flows from financing activities	
Repayments of borrowings	(7,937,364)
Shares issued (preference and ordinary)	169,564,761
New bank loans raised	37,037,222
Net cash flows from financing activities	<u>198,664,620</u>
Net increase in cash and cash equivalents	<u>16,913,935</u>
Effect of foreign exchange rate changes	(4,868,961)
Cash and cash equivalents at end of period	<u>12,044,974</u>
Reconciliation to cash at bank and in hand:	
Cash at bank and in hand at end of period	12,044,974
Cash and cash equivalents at end of period	<u>12,044,974</u>

The notes on pages 20 to 39 form part of these financial statements.

ATLAS TOPCO 1 LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the financial period, unless otherwise stated.

General information and basis of accounting

Atlas Topco 1 Limited (the Company) is a private company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Group's registered office is Ropemaker Place, 28 Ropemaker Street, London, England, EC2Y 9HD.

The principal activities are set out in the Strategic Report.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) applicable in the UK and Republic of Ireland issued by the Financial Reporting Council and the requirements of the Companies Act 2006.

The functional currency of Atlas Topco 1 Limited is considered to be pound and (£) sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in the pound sterling. Foreign operations are included in accordance with the policies set out below.

Atlas Topco 1 Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to financial instruments, presentation of a company cash flow statement, and remuneration of key management personnel.

For the financial period ending 31 December 2022, the following subsidiaries (with registration office number) of the Company were entitled to certain exemptions under Section 479A of the Companies Act 2006 relating to subsidiary companies.

Aryza UK Services Limited (10810071)
Samepage Group Limited (09539989)
My Money Options Limited (11855792)
Anchor Computer Systems (Holdings) Limited (05428062)
Anchor Computer Systems Group Limited (11971476)
Anchor Computer Systems Limited (01582278)
Databax Limited (04085248)
Evolve Servicing Limited (11042250)
Hubsol Limited (SC470544)
Atlas Midco1 Limited (13642101)
Atlas Bidco 1 Limited (13645130)
Aryza Holdings Limited (1102926)
Chiron Holdings Limited (13842070)

Going concern

The directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The Group's business activities, together with the factors likely to affect its future development, Performance and position are set out in the directors' report. The Group incurred a consolidated loss before tax of £39,645,108 for the financial period. The Group has net current assets of £9,022,188 and net liabilities of £41,522,386. Based on unaudited management accounts prepared for the period ended 31 December 2023, the Group has generated a positive adjusted EBITDA.

The Directors are confident that based on their future forecasts, the Group and Company will have sufficient funds to meet their financial obligations as they fall due for the foreseeable future being a period of at least 12 months from the date of approval of these financial statements. Accordingly, these financial statements have been prepared on a going-concern basis.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

Basis of consolidation

The Group financial statements consolidate the financial statements of the company and all of its subsidiary undertakings for the financial period ended 31 December 2022. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed.

Business combinations are accounted for under the purchase method. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income, and expenses are eliminated on consolidation.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are reported at the rates of exchange prevailing at that date.

Exchange differences are recognised in the Income Statement in the period in which they arise except for:

- exchange differences on transactions entered into to hedge certain foreign currency risks (see above); and
- exchange differences arising on gains or losses on non-monetary items which are recognised in the Statement of Comprehensive Income.

Turnover

Turnover is stated net of VAT and trade discounts and is recognised when the significant risks and rewards are considered to have been transferred to the buyer. Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the fair value of the consideration received or receivable. Where a contract has only been partially completed at the Statement of Financial Position date turnover represents the fair value of the service provided to date based on the stage of completion of the contract activity at the Statement of Financial Position date. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

Employee benefits

Defined contribution schemes

The Group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds.

Finance costs

Finance costs are charged to the Income Statement over the term of the debt using the effective interest method so the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the Statement of Financial Position date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the Statement of Financial Position date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment is measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to the sale of the asset.

Where items recognised in the Statement of Comprehensive Income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset only if: a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on the Group and the Group intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Intangible assets

Intangible assets are stated at cost or valuation, net of amortisation and any provision for impairment. Amortisation is provided on all intangible assets at rates to write off the cost or valuation of each asset over its expected useful life as follows:

The carrying values of intangible fixed assets are reviewed annually for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Goodwill	10 years straight line
Computer software	5 years straight line
Development costs	5 years straight line
Developed technology	10 years straight line
Other intangible assets (brand/customer contracts)	5-10 years straight line

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight-line basis over its useful economic life, which is 10 years. Provision is made for any impairment.

Negative goodwill is similarly included in the statement of financial position and is credited to the income statement in the periods in which the acquired non-monetary assets are recovered through depreciation or sale. Negative goodwill in excess of the fair values of the non-monetary assets acquired is credited to the income statement in the periods expected to benefit.

Research and development

Research expenditure is recognised as an expense when incurred. Development expenditure is also recognised as an expense, except where the Directors are satisfied with the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is capitalised as an intangible asset and amortised over the period during which the Group is expected to benefit. As these assets have not yet been brought into use the Directors have not assessed the useful life of the intangible assets.

An impairment review is performed whenever there is an indication that the recoverable value is below the carrying value of the intangible asset. If the impairment review indicates that the asset is impaired, an allowance is made for impairment.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, other than investment property and freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line or reducing balance basis over its expected useful life, as follows:

Vehicles	5 years straight line
Fixtures and fittings	5 years straight line
Office equipment	5 years straight line
Computer equipment	5 years straight line

Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each Statement of Financial Position date. If there is objective evidence of impairment, an impairment loss is recognised in the Income Statement as described below.

Non-financial assets

At each Statement of Financial Position date, the group reviews its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

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

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

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

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

Financial liability

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

Trade and other debtors

Trade and other debtors are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less impairment losses for bad and doubtful debts, except where the effect of discounting would be immaterial. In such cases the receivables are stated at cost less impairment losses for bad and doubtful debts.

Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in creditors: amounts falling due within one year.

Trade and other creditors

Trade and other creditors are initially recognised at fair value and thereafter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the Statement of Financial Position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

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

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

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

Ordinary share capital

The ordinary share capital of the Group is presented as equity.

Equity instruments

Equity instruments issued by the Group are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Group.

Loans and borrowings

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest rate method, less impairment.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial period in which the estimate is revised if the revision affects only that period, or in the financial period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

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

Critical judgement - Impairment of debtors

The directors make an assessment at the end of each financial period of whether there is objective evidence that a debtor is impaired. When assessing impairment of debtors and other amounts receivable, the directors consider factors including the nature of the debtor, the age profile of outstanding amounts receivable, recent correspondence and historical experience in cash collected from debtors.

Key source of estimation on uncertainty – useful economic lives of tangible assets

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. Determination of appropriate useful economic lives is a key judgement and the useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

Key source of estimation uncertainty – impairment of intangible assets

Determining whether intangible assets are impaired requires an estimation of their value in use to the Group. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the intangible asset and a suitable discount rate in order to calculate present value.

Key source of estimation uncertainty – breakage provision

The Group makes an estimate of the recoverable value of trade and other debtors. The Group uses estimates based on historical experience in determining the level of debts, which the Group believes will not be collected. These estimates include such factors as the current credit rating of the debtor, the aging profile of debtors, and historical experience. Any significant reduction in the level of customers that default on payments or other significant improvements that resulted in a reduction in the level of bad debt provision would have a positive impact on the operating results. The level of provision required is reviewed on an on-going basis.

Deferred Consideration

The determination of the final amount payable is based on management estimates. Payments of such consideration is usually contingent on the future performance of the acquired company. Management's estimate is based on forecasts and projections which are reviewed on an on-going basis.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

2. Critical accounting judgements and key sources of estimation uncertainty (continued)

Capitalised development costs

Distinguishing the research and development phase of new customised software projects and determining whether the recognition requirements for the capitalisation of development costs, as set out in section 27 of FRS102, have been met requires judgment. Subsequent to this initial capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

3. Turnover

Turnover represents the fair value of services provided to customers during the financial period excluding value added tax. The whole of the Group's turnover is derived from the principal activity of the development and sale of software applications.

Breakdown geographical market:

An analysis of the Group's turnover by geographical market is set out below.

	Period from 23.09.2021 to 31.12.2022
	£
Ireland	237,660
UK	26,420,462
Canada	1,808,318
Australia	1,328,542
Germany	10,983,845
Netherlands	5,774,057
	46,552,884

4. Loss before taxation

Loss before taxation is stated after charging/(crediting):

	Period from 23.09.2021 to 31.12.2022
	£
Depreciation of tangible fixed assets (note 12)	596,046
Amortisation of intangible assets (note 11)	34,023,309
Research and development	2,486,165
Government grants	(374,662)
Operating lease rentals	1,428,062
Foreign exchange losses	838,227

5. Auditor's remuneration

An analysis of the auditor's remuneration is as follows:

	Period from 23.09.2021 to 31.12.2022
	£
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements:	292,765
Total audit fees	292,765
Total non-audit services	158,566

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

6. Staff number and costs

	Group Period from 23.09.2021 to 31.12.2022 Number
The average monthly number of employees (including directors) was:	
Employees	384
Directors	9
	<u>393</u>

Their aggregate remuneration comprised:

	Group Period from 23.09.2021 to 31.12.2022 £
Wages and salaries	13,338,716
Social security costs	1,900,950
Other retirement benefit costs	343,639
	<u>15,583,305</u>
Accounted for as follows:	
Capitalised into assets	2,115,045
Expensed in financial period	13,468,260
	<u>15,583,305</u>

The Company had no employees during the period.

7. Directors' remuneration

	Group Period from 23.09.2021 to 31.12.2022 £
Aggregate emoluments paid to or receivable by directors in respect of qualifying services	764,294

	2022 Number of directors	£
Aggregate contributions paid, treated as paid or payable during the financial period to a retirement benefit scheme in respect of qualifying services of directors		
- Defined contribution schemes	4	53,373

Remuneration of the highest paid Director:

	Group Period from 23.09.2021 to 31.12.2022 £
Emoluments	246,643
Defined contribution pension schemes	12,332

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

8. Tax on loss

	Period from 23.09.2021 to 31.12.2022 £
Current tax on loss	
UK corporation tax	422,610
Foreign tax	319,945
Total current tax	742,555
Deferred tax	
Origination and reversal of timing differences	144,064
Total deferred tax	144,064
Total tax on loss	886,619

At the Balance Sheet date, it was estimated that the Group's future profits will be applicable to the small profits rate and therefore deferred tax balances as at 31 December 2022 continue to be measured at 19%.

Tax reconciliation

The tax assessed for the period is higher than the standard rate of corporation tax in the UK:

	Period from 23.09.2021 to 31.12.2022 £
Loss before taxation	(39,645,108)
Tax on loss at standard UK corporation tax rate of 19.00%	(7,532,571)
Effects of:	
- Expenses not deductible for tax purposes	1,852,359
Depreciation in excess of capital allowances	358,666
Losses carried forward	4,216,068
Loss forward utilised	2,133,104
Higher/(Lower) rates on overseas earnings	270,368
Other timing differences	4,541
R&D Tax credit	(559,980)
Total tax charge for period	742,555

9. Employee Benefit

The Group operates defined contribution retirement benefit schemes for all qualifying employees. The total expense charged to the income statement in the financial period ended 31 December 2022 was £338,733. An amount of £46,655 was outstanding as at 31 December 2022.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

10. Net Finance Cost

	Period from 23.09.2021 to 31.12.2022
	£
Interest payable on bank loans and overdrafts	8,938,995
Preference dividend payable on preference shares classified as debt	8,015,890
Arrangement fee amortised	603,791
Other interest receivable	(1,920)
	17,556,756

11. Intangible assets

Group

	Goodwill £	Computer software £	Development costs £	Developed technology £	Other intangible assets £	Total £
Cost						
At 23 September 2021	-	-	-	-	-	-
Additions on Acquisition	150,167,069	981,905	9,113,672	173,412,830	22,354,915	356,030,391
Additions	-	-	4,048,975	-	-	4,048,975
Translation adjustment	-	93,760	803,724	3,180,244	362,890	4,440,618
At 31 December 2022	150,167,069	1,075,665	13,966,371	176,593,074	22,717,805	364,519,984
Accumulated amortisation						
At 23 September 2021	-	-	-	-	-	-
Charge for the financial period	12,228,848	196,846	2,618,181	15,754,926	3,224,508	34,023,309
Translation adjustment	-	44,109	324,272	57,542	189,538	615,461
At 31 December 2022	12,228,848	240,955	2,942,453	15,812,468	3,414,046	34,638,770
Net book value						
At 31 December 2022	137,938,221	834,710	11,023,918	160,780,606	19,303,759	329,881,214

Development costs have been capitalised in accordance with the requirements of FRS 102 and are therefore not treated, for dividend purposes, as a realised loss.

Amortisation of intangible fixed assets is included in administrative expenses.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

12. Tangible assets

Group

	Vehicles	Fixtures and fittings	Office equipment	Computer equipment	Total
	£	£	£	£	£
Cost					
At 23 September 2021	-	-	-	-	-
Additions	-	3,350	169,989	40,179	213,518
Disposals	(10,266)	-	(3,731)	-	(13,997)
Additions on Acquisition	57,404	297,847	634,856	362,598	1,352,705
Translation adjustment	-	28,613	38,897	-	67,510
At 31 December 2022	<u>47,138</u>	<u>329,810</u>	<u>840,011</u>	<u>402,777</u>	<u>1,619,736</u>
Accumulated depreciation					
At 23 September 2021	-	-	-	-	-
Charge for the financial period	13,994	93,100	168,183	320,769	596,046
Disposals	-	-	(2,238)	-	(2,238)
Translation adjustment	-	8,713	18,969	-	27,682
At 31 December 2022	<u>13,994</u>	<u>101,813</u>	<u>184,914</u>	<u>320,769</u>	<u>621,490</u>
Carrying value					
At 31 December 2022	<u>33,144</u>	<u>227,997</u>	<u>655,097</u>	<u>82,008</u>	<u>998,246</u>

13. Fixed asset investments

Company

	Investments in subsidiaries	Total
	£	£
Cost or valuation before impairment		
At 23 September 2021 (date of incorporation)	-	-
Additions	<u>81,784,654</u>	<u>81,784,654</u>
At 31 December 2022	<u>81,784,654</u>	<u>81,784,654</u>
Carrying value at 31 December 2022	<u>81,784,654</u>	<u>81,784,654</u>

Atlas Topco 1 Limited obtained 100% ordinary shares of Atlas Midco Limited on 04 March 2022.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

13. Fixed asset investments (continued)

Investments in subsidiaries

The following were subsidiary undertakings of the Company:

Name of entity	Registered office	Principal activity	Class of shares	Ownership 31.12.2022
Atlas Midco 1 Limited	Ropemaker Place, 28 Ropemaker Street, London, EC2Y 9HD, United Kingdom	Holding Company	Ordinary	100%

The company has investments in the following entities via its ownership of the direct subsidiary undertakings in Atlas Midco 1 Limited:

Name of entity	Country of incorporation	Principal activity	Ownership %
Atlas Bidco 1 Limited	United Kingdom	Holding Company	100%
Aryza Holdings Limited	United Kingdom	Holding Company	100%
Aryza Ireland Limited	Ireland	Software Development	100%
Aryza UK Limited	Ireland	Software Development	100%
Aryza UK Services Limited	United Kingdom	Software Development	100%
Anchor Computer Systems Limited	United Kingdom	Software Development	100%
Anchor Computer Systems Group Limited	United Kingdom	Holding Company	100%
Anchor Computer Systems (Holdings) Limited	United Kingdom	Holding Company	100%
Databax Limited	United Kingdom	Dormant Company	100%
My Money Options Limited	United Kingdom	Software Development	100%
Evolve Servicing Limited	United Kingdom	Software Development	100%
Samepage Group Limited	United Kingdom	Software Development	100%
Hubsolv Limited	United Kingdom	Software Development	100%
Chiron Holdings Limited	United Kingdom	Holding Company	100%
Saturn Topco S.a.r.l.	Luxembourg	Holding Company	100%
Saturn F17-349 Midco GmbH	Germany	Holding Company	100%
Saturn F17-3450 Bidco GmbH	Germany	Holding Company	100%
Aryza Europe GmbH	Germany	Holding Company	100%
Aryza GmbH	Germany	Software Development	100%
Collenda NL B.V.	Netherlands	Software Development	100%
Collenda Holding B.V.	Netherlands	Software Development	100%
S4 Dunning B.V.	Netherlands	Software Development	100%
Collenda ESA B.V.	Netherlands	Software Development	100%
Collenda Cwize B.V.	Netherlands	Software Development	100%
Credibility B.V.	Netherlands	Software Development	51%
Exalt Technology Pty Ltd	Australia	Holding Company	100%
Insol6 Pty Ltd	Australia	Software Development	100%
UBERbase.com Inc.	Canada	Software Development	100%
Aryza Services (Mauritius) Limited	Mauritius	Services Company	100%
B2C Finance Limited	United Kingdom	Software Development	19%
InsureStreet Limited	United Kingdom	Software Development	3.3%

The directors are of the opinion that the recoverable value of these investments is at least equal to their carrying value at the period-end date.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

14. Debtors

	Group 31.12.2022 £	Company 31.12.2022 £
Debtors: amounts falling due within one year		
Trade debtors	10,418,386	-
Amounts owed by Group undertakings (note 21)	-	91,149,139
VAT receivable	-	10,000
Other debtors	910,898	-
Corporation Tax	1,126,502	-
Prepayments and accrued income	2,509,464	-
	<u>14,965,250</u>	<u>91,159,139</u>
Debtors: amounts falling due after more than one year		
Other debtors	605,066	-

Amounts recoverable from the group undertaking are unsecured, generally bear interest between 3.75% SONIA, 6%+SONIA, and 5%, and are repayable on demand.

15. Cash and cash equivalents

	Group 31.12.2022 £	Company 31.12.2022 £
Cash at bank and in hand	12,044,974	8,839

The cash at bank included £6,999,811 of client funds to be processed, the corresponding liability equals the amount is reported in note 16 below.

16. Creditors: amounts falling due within one year

	Group 31.12.2022 £	Company 31.12.2022 £
Trade creditors	2,744,743	49,200
Payroll taxes payable	2,825,173	-
VAT	576,264	-
Accruals and deferred income	5,384,054	-
Other creditors	7,062,868	-
	<u>18,593,102</u>	<u>49,200</u>

Other creditors above include £6,999,811 of client processed funds which is reported on a gross basis. The corresponding assets is reporting under cash and cash equivalents.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

17. Creditors: amounts falling due after more than one year

	Group 31.12.2022	Company 31.12.2022
	£	£
Bank loans	160,017,918	-
Deferred income	27,131	-
A preference shares	90,059,868	90,059,868
B preference shares	87,146,023	87,146,023
	337,250,940	177,205,891

Bank loans as at 31 December 2022 represents the term debt facility of £151,509,853 and a revolving facility of £13,000,000 netted off by transaction cost capitalised of £4,491,935 with Permira Credit Limited and National Westminster Bank plc with maturity dates of 10 November 2028 and 18 September 2028 respectively. The lenders hold fixed and floating charges on the undertaking and property of the company and the group. The interest was payable at the rate of the applicable baseline (SONIA or EUROIR) and applicable margin.

On 4th March 2022, the Company issued 82,043,978 A £0.01 Preference Shares and 87,146,023 B £0.01 Preference Shares at an issue price of £1 per share. Proceeds from the sale were used to acquire Aryza Holdings Limited, the holding company of the Aryza Group.

The A Preference Shares carry a fixed cumulative preferential dividend accruing at the rate of 0.95% per month. On a winding-up, the holders have priority before all other classes of shares to receive repayment of capital plus any arrears of dividend. The holders have no voting rights. As at 31 December 2022 the A Preference Shares inclusive of the accrued preferential dividend had a value of £90,059,868.

The B Preference Shares carry no preferential dividend rights. On a winding-up, the holders have priority before all other classes of shares after satisfaction of the preferred right of the A Preference Shares to receive repayment of capital. The holders have no voting rights. As at 31 December 2022 the B Preference Shares inclusive of the accrued preferential dividend had a value of £87,146,023.

The directors have determined that the preference shares are recognised and classified as liabilities in the balance sheet on the basis that there is an unavoidable contractual cash obligation in the event of an Exit Event. The preference shares do not carry any equity component and are classified as financial liabilities in their entirety.

Bank loans

	Group 31.12.2022	Company 31.12.2022
	£	£
Between one and two years	-	-
Between two and five years	-	-
After five years	160,017,918	-
	160,017,918	-

	Group 31.12.2022	Company 31.12.2022
	£	£
Term Loan Facility	151,509,853	-
Revolving Credit Facility	13,000,000	-
Arrangement fees capitalised	(4,491,935)	-
	160,017,918	-

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

18. Provision for liabilities

Group

	Deferred taxation	Deferred Consideration	Total
	£	£	£
At 23 September 2021	-	-	-
On Acquisition of subsidiaries	40,266,182	11,466,786	51,732,968
Charge in the period	144,063	-	144,063
Payments made during the financial period	-	(7,703,937)	(7,703,937)
At 31 December 2022	40,410,245	3,762,849	44,173,094

19. Financial instruments

The carrying values of the Group's financial assets and liabilities are summarised by category below:

	Group 31.12.2022	Company 31.12.2022
	£	£
Financial assets		
<i>Measured at undiscounted amounts receivable</i>		
Trade debtors (note 14)	10,418,386	-
Other debtors (note 14)	1,515,964	-
Amounts owed by Group undertakings (note 14)	-	91,149,139
	11,934,350	91,149,139
Financial liabilities		
<i>Measured at amortised cost</i>		
Bank loans and other loans (note 17)	(160,017,918)	-
A preference shares (note 17)	(90,059,868)	(90,059,868)
B1 & B2 preference shares (note 17)	(87,146,023)	(87,146,023)
<i>Measured at undiscounted amounts payable</i>		
Trade creditors (note 16)	(2,744,743)	(49,200)
Other payables (note 16)	(7,062,868)	-
	(347,031,420)	(177,255,091)

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

20. Called-up share capital and reserves

	31.12.2022
	£
Allotted, called-up and fully-paid	
400,000 A ordinary shares of £0.01 each	4,000
600,000 B ordinary shares of £0.01 each	6,000
445,008 C1 ordinary shares of £0.01 each	4,450
445,008 C2 ordinary shares of £0.01 each	4,450
	<u>18,900</u>

Presented as follows:

Called-up share capital presented as equity	18,900
Called-up share capital presented as liability (note 17)	177,205,891
	<u>177,224,791</u>

On 4th March 2022, the Company issued 400,000 A ordinary shares of £0.01 each and 600,000 B ordinary shares of £0.01 to acquire the Aryza Group. A ordinary shares and B ordinary shares carry a right to vote and rank equally on any return of capital or distribution of dividends.

C1 ordinary shares and C2 ordinary shares of £0.01 were issued on 15th November 2022 as part of a management incentive programme. C1 ordinary shares and C2 ordinary shares carry no right to vote or participation in distribution of dividends. The holders of C1 ordinary shares and C2 ordinary shares carry a right to a return of capital after the satisfaction of the preference shares, A ordinary shares and B ordinary shareholders.

The Company's other reserves are as follows:

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

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

The translation reserve relates to the translation of the net assets of the Group's foreign operations, which relation to subsidiaries only, from their functional currency into the group's presentational currency, being sterling.

21. Financial commitments

Commitments

Total future minimum lease payments under non-cancellable operating leases are as follows:

	Group
	31.12.2022
	£
within one year	1,134,186
between one and five years	2,931,705
after five years	2,278,628
	<u>6,344,519</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for terms of between three and ten years and rentals are fixed for that period.

Other financial commitments

The Glas Trust Corporation Limited holds a fixed and floating charge on the undertaking and assets of Atlas Bidco 1 Limited (a Company within the group) which is now, or anytime time became, due or owing to the security holders by the Company on any account and all the other liabilities whatsoever of the security holder, whether actual or contingent and whether as principal debtor, guarantor to otherwise. The Company and Group assets have been provided as a security in respect of bank debt.

The Group had no material capital commitments at the period ended 31 December 2022.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

22. Related party transactions

The Group has availed of the exemption provided in FRS 102 Section 33 Related Party Disclosures not to disclose transactions entered into with fellow group companies that are wholly owned within the group of companies of which the Group is a wholly owned member.

Key management personnel during the financial period are deemed to be the Directors and certain executive employees. The total compensation expense, comprising solely of short-term benefits, in respect of key management personnel is £1,289,715.

During the financial period, Macquarie Capital (Europe) Limited invoiced £2,500,000 in relation to the provision fees connected to the Atlas Transaction. Macquarie Capital (Europe) Limited are shareholders of Atlas Topco 1 Limited. No amounts were outstanding at the financial period-end date.

During the period, BS2 Limited (trading as Nucleo) invoiced the company £31,447 in relation to the provision of software development services. Colin Brown, a director of Aryza Ireland Limited (a group company), is also a director and shareholder of BS2 Limited. £5,241 was outstanding at the financial period-end date.

During the financial period, Aryza Ireland Limited issued invoices to Pollen Street Capital Limited of £3,500 for development services provided. James Scott & Michael England are both directors of Aryza Ireland Limited (a group company) and are also directors of Pollen Street Capital Limited, £3,500 was outstanding at period-end.

23. Events after the Balance Sheet date

On 28 November 2023, funds managed and advised by Pollen Street Capital increased their shareholding in the group's ultimate parent entity Atlas Topco 1 Limited, leading to it now having significant control of the group.

On 21 December 2023, the Company acquired 100% of the issued share capital of Caswell Bay Limited, a UK-based lending software group for the consideration of £20,024,610. Other costs capitalized and directly attributable to the acquisition amounted to £500,123. The fair value of the total consideration is £20,524,733.

There have been no other significant events affecting the Group and Company since the financial period-end.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

24. Acquisition of subsidiaries - Aryza Holdings Limited

On the 4th of March 2022, the Company acquired 100% of the issued share capital of Aryza Holdings Limited and its subsidiaries, a group whose primary activities are the development and sale of software applications, for consideration of £151,364,597. Other costs directly attributable to the acquisition amounted to £6,917,420. The fair value of the total consideration is £158,282,017.

The acquisition in the current financial period has been accounted for under the acquisition method. The following table sets the book value of the identifiable assets and liabilities acquired in the current period and their fair value to the Group:

Book Value

	31.12.2022
	£
Intangible assets	36,684,132
Tangible fixed assets	1,006,711
Receivables	10,413,844
Prepayments and accrued income	1,090,638
Other debtors	1,223,103
Cash and cash equivalents	11,716,025
Loan	(64,412,456)
Partnerlink loan note	(16,235,404)
Payables	(2,185,199)
Accruals and deferred revenue	(16,092,395)
Other creditors	(3,906,916)
Deferred consideration	(11,466,786)
Payroll and other taxes	(1,479,731)
	<u>(53,644,434)</u>

Fair value to the group

	31.12.2022
	£
Intangible assets	162,218,700
Tangible fixed assets	1,006,711
Receivables	10,413,844
Prepayments and accrued income	1,090,638
Other debtors	1,223,103
Cash and cash equivalents	11,716,025
Loan	(64,412,456)
Partnerlink loan note	(16,235,404)
Payables	(2,185,199)
Accruals and deferred revenue	(14,986,100)
Other creditors	(3,906,916)
Deferred consideration	(11,466,786)
Payroll and other taxes	(1,479,731)
Deferred tax liability	(26,516,100)
Goodwill (Note 12)	111,801,688
	<u>158,282,017</u>

Satisfied by:

	31.12.2022
	£
Cash consideration	151,364,597
Other costs directly attributable to the acquisition	6,917,420
	<u>158,282,017</u>

In the financial period ended 31 December 2022, turnover of £29,794,982 and operating loss of £23,400,877 related to the Aryza Group was included in the consolidated income statement, since the acquisition date. Fair value amounts are provisional and in accordance with FRS102, Section 19.19, may be revised over the allowed 12-month period post-acquisition.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

b. Acquisition of subsidiaries – Collenda Group

On the 18th of March 2022, the Company acquired 100% of Saturn Topco S.a.r.l. which is the holding company of the Collenda Group and its subsidiaries (see note 14), a group whose primary activities are the development and sale of software applications, for consideration of £23,516,343. Other costs directly attributable to the acquisition amounted to £1,786,017. The fair value of the total consideration is £25,302,360.

The acquisition in the current financial period has been accounted for under the acquisition method. The following table sets the book value of the identifiable assets and liabilities acquired in the current and their fair value to the Group:

Book value

	31.12.2022
	£
Intangible assets	2,510,113
Tangible assets	357,936
Receivables	947,407
Prepayments and accrued income	686,704
Cash and Cash equivalents	6,816,115
Loan	(42,356,254)
Payables	(333,009)
Accruals and deferred revenue	(6,556,500)
Payroll and other taxes	(3,767,581)
	<u>(41,695,069)</u>

Fair value to the Group

	31.12.2022
	£
Intangible assets	43,637,728
Tangible assets	357,936
Receivables	947,407
Prepayments and accrued income	686,704
Cash and Cash equivalents	6,816,115
Loan	(42,356,254)
Deferred tax liability	(12,495,569)
Payables	(333,009)
Accruals and deferred revenue	(6,556,500)
Payroll and other taxes	(3,767,581)
Goodwill (note 12)	38,365,383
	<u>25,302,360</u>

Satisfied by:

	31.12.2022
	£
Cash consideration	23,516,343
Other costs directly attributable to the acquisition	1,786,017
	<u>25,302,360</u>

In the financial period ended 31 December 2022, a turnover of £16,757,902 and operating profit of £1,312,525 related to the Collenda Group was included in the consolidated income statement, since the acquisition date. Fair value amounts are provisional and in accordance with FRS102, Section 19.19, may be revised over the allowed 12-month period post-acquisition.

25. Controlling party

As at the balance sheet date of 31 December 2022 the company regards MPRC Europe Limited as its immediate parent company and has its registered office at Ropemaker Place, 28 Ropemaker Street, London, England, EC2Y 9HD. The Ultimate controlling party is Macquarie Principal Finance Pty Ltd which has a registered office at Level 650 Martin Place, Sydney, NSW, Australia, 2000.

The largest and smallest group in which the results of the company are consolidated as at the balance sheet date is that headed by Macquarie Principal Finance Pty Ltd, a company incorporated in Australia and whose consolidated financial statements are publicly available.

ATLAS TOPCO 1 LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL PERIOD FROM 23 SEPTEMBER 2021 TO 31 DECEMBER 2022

26. Cash Flow Statement

(i) Reconciliation of operating (loss) for the financial period

	2022 £
Operating loss for the financial period	(22,088,352)
Adjustments for:	
Depreciation and amortisation	34,619,353
Operating cashflow before movement in working capital	12,531,001
Movement in working capital:	
Decrease in debtors	(101,805)
Increase/(decrease) in creditors	(14,747,388)
Cash used in operations	(2,318,192)
Tax paid	(2,013,122)
Interest paid	(8,116,402)
Net cashflow used in operating activities	(12,447,716)

(ii) Net debt reconciliation

	23 September 2021 £	Cashflows £	Acquisitions £	Changes in exchange rates £	Other non- cash changes £	31 December 2022 £
Cash at bank and in hand	-	(6,487,167)	18,532,141	-	-	12,044,974
Bank loans	-	-	(164,509,853)	-	4,491,935	(160,017,918)
Preference shares	-	(169,190,001)	-	-	(8,015,890)	(177,205,891)
Net Debt	-	(175,677,170)	(145,977,712)	-	(3,523,956)	(325,178,835)