Company No: 10810071 (England and Wales)

## **ARYZA UK SERVICES LIMITED**

Annual Report and Unaudited Financial Statements For the financial year ended 31 December 2022

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## ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

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## **DIRECTORS AND OTHER INFORMATION**

**DIRECTORS** Andrew Blazye

Colin Brown Michael England

REGISTERED OFFICE Bridgewater Place

C/O Evolve Servicing

Water Lane Leeds LS11 5DR United Kingdom

COMPANY NUMBER 10810071 (England and Wales)

BANKERS Allied Irish Banks plc.

10 Molesworth Street

Dublin 2 Ireland

**SOLICITORS** Hill Dickenson LLP

No 1 St. Paul's Square

Liverpool L3 951

## **DIRECTORS' REPORT (CONTINUED)**

The directors present their annual report on the affairs of the Company, together with the unaudited financial statements, for the financial year ended 31 December 2022.

#### PRINCIPAL ACTIVITIES

The principal activity of the Company during the financial year was the marketing and support of software applications provided to personal insolvency practitioners in the UK on behalf of other group companies in addition to the sale of software applications to the lending sector in the UK.

#### GOING CONCERN

The Company earned a profit after taxation during the financial year totaling £284,706 (2021: £164,812) and had net asset at the financial year end of £519,723 (2021: £235,017).

#### **REVIEW OF THE BUSINESS**

Turnover for the financial year amounted to £5,715,524 (2021: £5,114,097). The Company earned a profit after taxation totaling £284,706 (2021: £164,812).

The net current asset position of the Company as at the financial year end amounted to £402,393 (2021: £84,053). The net asset position of the Company as at the financial year end amounted to £519,723 (2021: £235,017).

#### **FUTURE DEVELOPMENTS**

There are no plans to materially change the Company's activities in the future.

#### **EVENTS AFTER THE BALANCE SHEET DATE**

Details of significant events since the balance sheet date are contained in the note 16 to the financial statements.

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. The principal risk facing the company is the loss of key management personnel. This risk is managed via the remuneration policies adopted in the company.

#### **DIRECTORS**

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

Andrew Blazye
Colin Brown
Michael England
James Scott (resigned 31 January 2023)

## **DIRECTORS' REPORT (CONTINUED)**

## **DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES AND DEBENTURES**

The directors and secretary of the Company who held office at 31 December 2022 had no beneficial interest in the shares of the Company at 31 December 2022 or at 1 January 2022.

The directors of the Company who held office at 31 December 2022 had the following interests in the shares of the Company's ultimate parent Atlas TopCo 1 Limited:

## Atlas TopCo 1 Limited

Director	£0.01 Ordinary Shares	£0.01 B1 Preference Shares	£0.01 B2 Preference Shares	£0.01 C1 Shares	£0.01 C2 Shares
Colin Brown	52,547	2,519,369	4,837,732	123,937	123,937
Andrew Blayze	21,516	228,415	1,980,947	49,575	49,575

## **AUDIT EXEMPTION**

For the financial year ended 31 December 2022, the company was entitled to exemption from audit under the provisions of Section 479A of the Companies Act 2006 relating to subsidiary companies.

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

Andrew Blazye

Bridgewater Place C/O Evolve Servicing Water Lane Leeds

LS11 5DR United Kingdom

14 December 2023

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under 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's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INCOME STATEMENT**

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022	2021
		£	£
Turnover	3	5,715,524	5,114,097
Cost of sales	<u></u>	(441,539)	(486,141)
Gross profit		5,273,985	4,627,956
Administrative expenses		(5,025,492)	(4,449,402)
Other operating intercompany income and expenses	4 _	30,180	3,827
Operating profit and profit before taxation	5	278,673	182,381
Tax on profit	7	6,033	(17,569)
Profit for the financial year	_	284,706	164,812

All amounts relate to continuing operations.

There were no items of other comprehensive income or losses for the current or prior year other than those included in the Income Statement, accordingly no Statement of Comprehensive Income is presented.

The notes on pages 9 to 15 form part of these financial statements.

# STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

Note	2022	2021
	£	£
8	117,330	150,964
_	117,330	150,964
9	2,871,740	2,866,819
10	185,459	182,231
	3,057,199	3,049,050
11	(2,654,806)	(2,964,997)
_	402,393	84,053
	519,723	235,017
_	519,723	235,017
12		
	100	100
_	519,623	234,917
	519,723	235,017
	8 9 10 11	8 117,330 117,330 9 2,871,740 10 185,459 3,057,199 11 (2,654,806) 402,393 519,723 519,723 12

The notes on pages 9 to 15 form part of these financial statements.

## **Subsidiary Audit Exemption**

For the financial year ended 31 December 2022, the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies. No members have required the company to obtain an audit of its accounts for the financial year in question in accordance with Section 476 of the Companies Act 2006. The directors of Aryza UK Services Limited acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements of Aryza UK Services Limited (registered number: 10810071) were approved and authorised for issue by the Board of Directors on 14 December 2023. They were signed on its behalf by:

Andrew Blazye Director Colin Brown

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# ARYZA UK SERVICES LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 01 January 2021	100	70,105	70,205
Profit for the financial year	-	164,812	164,812
Total comprehensive income		164,812	164,812
At 31 December 2021	100	234,917	235,017
At 01 January 2022	100	234,917	235,017
Profit for the financial year	_	284,706	284,706
Total comprehensive income	-	284,706	284,706
At 31 December 2022	100	519,623	519,723

The notes on pages 9 to 15 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

#### 1. Accounting policies

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

#### General information and basis of accounting

Aryza UK Services 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 Company's registered office is Bridgewater Place, C/O Evolve Servicing, Water Lane, Leeds, LS11 5DR, United Kingdom.

The principal activities are set out in the Director's 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.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it.

Exemptions have been taken in relation to share-based payments, financial instruments, presentation of a Cash Flow Statement and remuneration of key management personnel.

#### Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report.

The directors have a reasonable expectation that the 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.

## 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. License fees are recognised as a straight line basis over the term.

Where the customer has not been invoiced at the financial year end date and service delivery has occurred prior to the financial year end turnover is recorded as accrued income.

Turnover also includes amounts receivable from fellow group companies during the year for the provision of the marketing and support of software applications provided on behalf of fellow group companies.

## **Employee benefits**

## **Defined contribution schemes**

For defined contribution schemes the amounts charged to the Income Statement in respect of pension costs and other post-retirement benefits are the contributions payable in the financial year.

Differences between contributions payable in the financial year and contributions actually paid are shown as either accruals or prepayments in the Statement of Financial Position.

Other long-term employee benefits are measured at the present value of the benefit obligation at the reporting date.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

#### **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 Company'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.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company 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 Company 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 Company 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 Company and the Company 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.

#### Tangible fixed assets

Tangible fixed assets are stated at cost or valuation, net of depreciation and any allowance 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 basis over its expected useful life, as follows:

Fixtures and fittings

5 years straight line

Office 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.

## **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.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

#### Financial assets

If at the end of the reporting period, there is objective evidence of impairment (including observable data about loss events), the Company recognises an impairment loss in the Income Statement immediately. 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.

#### 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 include cash in hand, deposits held at call with banks 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.

#### Financial instruments

Financial assets and financial liabilities are recognised when the Company 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 Company after deducting all of its liabilities.

#### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company 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.

#### Ordinary share capital

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

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

#### 2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company'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 year in which the estimate is revised if the revision affects only that financial year, or in the financial year of the revision and future financial years if the revision affects both current and future financial years.

The directors do not consider that any critical judgements have been made in the application of the Company's accounting policies and no key sources of estimation uncertainty have been identified that have a significant risk of causing a material misstatement to the carrying amount of assets and liabilities within the financial year.

## Key source of estimation uncertainty

There are no key sources of estimation uncertainty in the process of applying the Company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

#### 3. Turnover

Turnover is stated net of VAT and is derived from the principal activity of the marketing and support of software applications provided on behalf of fellow group companies and the sale of software applications.

### Breakdown geographical market:

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

	2022	2021
	£	£
Ireland	1,589,442	2,516,355
United Kingdom	4,126,082	2,482,821
EU	-	114,921
	5,715,524	5,114,097
4. Other operating income		
	2022	2021
	£	£
Grant income	-	3,827
Intercompany Revenue		
• •	95,130	-
Intercompany Expense	(64,950)	_
	30,180	3,827
5. Operating profit and profit before taxation		
	2022	2021
	£	£
Operating profit and profit before taxation is stated after charging/(crediting):		
Depreciation of tangible fixed assets (note 8)	52,014	40,828
Operating lease rentals	66,591	80,275
Foreign exchange (gains)/losses	7,851	(5,796)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	2022	202:
	Number	Numbe
The average monthly number of employees (including directors) was:		
Marketing & Administration	49	46
Directors	3	3
	<b>52</b>	49
Their aggregate remuneration comprised:		
	2022	2021
	£	£
Wages and salaries	2,847,027	2,418,770
Social security costs	326,699	266,368
Other retirement benefit costs (note 14)	131,099	113,449
	3,304,825	2,798,587
7. Tax on profit		
	2022	2021
	£	£
Current tax on profit		
UK corporation tax	•	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	(6,033)	17,569
Total deferred tax	(6,033)	17,569
Total tax on profit	(6,033)	17,569
		17,309

**Tax reconciliation**The tax assessed for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK:

	2022	2021
Profit before taxation	£ 278,673	£
Profit before taxation		182,381
Tax on profit at standard UK corporation tax rate of 19.00% (2021: 19.00%)	52,948	34,652
Effects of:		
- Expenses not deductible for tax purposes	-	-
- Loss relief provided by fellow group company	(58,940)	(112,186)
- Depreciation lower than/In excess of capital allowances	(2,873)	(4,205)
- Expenses not deductible for tax purposes	8,865	78,633
-Losses forward used	-	(6,060)
Total tax credit for year		(9,166)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

12. Called-up share capital and reserves	2022	2021 £
Allotted, called-up and fully paid 100 Ordinary shares of £1.00 each	100	100
Presented as follows: Called-up share capital presented as equity	100	100

No director or the secretary had an interest in the share capital of the Company at any time during the year. The company has one class of shares which carry no right to fixed income.

#### 13. Financial commitments

#### Commitments

The company had no material capital commitments at the year ended 31 December 2022 (2021: £Nil).

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

	2022	2021
	£	£
- within one year	-	55,914
- between one and five years	<u> </u>	
		55,914

2022

The lease payments are in respect of offices in Nottingham & Leeds.

## Other financial commitments

The Company, as part of the wider group, is subject to charges as Guarantor to a loan facility agreement with Permira Credit Solutions entered into during 2021.

## 14. Retirement benefit obligations

## **Defined contribution schemes:**

The Company operates a defined contribution retirement benefit scheme for all qualifying employees. The total expense charged to profit or loss in the year ended 31 December 2022 was £131,099 (2021: £113,449). The amounts outstanding at the year-end was £620 (2021: £27,353).

## 15. Related party transactions

The Company 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 Company is a wholly owned member.

## 16. 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.

## 17. Controlling party

As at the balance sheet date of 31 December 2022 the company regards Aryza Holdings Limited as its immediate parent company. The largest and smallest group in which the results of the company are consolidated as at balance sheet date is that headed by Atlas TopCo 1 Limited, a company incorporated in the United Kingdom and whose consolidated financial statements are available from Companies House in the United Kingdom. The address of Atlas Topco 1 Limited is Ropemaker Place, 28 Ropemaker Street, London, England, EC2Y 9HD.

# ARYZA UK SERVICES LIMITED NOTES TO THE FINANCIAL STAT. MENTS (CONTINUED) FOR THE FINANCIAL YEAR EN. ED 31 DECEMBER 2022

8. Tangible assets			
	Fixtures and fittings	Office equipment	Total
	£	£	£
Cost	440.000	455 555	252 201
At 01 January 2022	110,803	139,898 18,380	250,701 18,380
Additions	110,803	158,277	269,080
At 31 December 2022	110,000	100/277	205/000
Accumulated depreciation	54,659	45,078	99,737
At 01 January 2022	22,161	29,853	52,014
Charge for the financial year	76,820	74,931	151,751
At 31 December 202:		<del></del>	· ·
Carrying value	33,983	83,347	117,330
At 31 December 202 <sup>2</sup>	56,144	94,820	150,964
At 31 December 2021			
9. Debtore			
J. Departe		2022	2021
		£	£
Trade debtors		418,096	385,564
Amounts owed by Group undertakings		2,355,533	2,352,414
Other debtors		34,881	40,417
Prepayments and accrued income		63,230	88,424
	_	2,871,740	2,866,819
10. Cash and cash equivalents			
		2022	2021
		£	£
Cash at bank and in hand		185,149	182,231
11. Creditors: amounts falling due within one year		2022	2024
		2022	2021
		£	£
Trade creditors		261,197	174,627
Amounts owed to Group undertakings (Note 15)		2,035,708	2,441,216
Deferred tax liability		11,536	17,569
Other taxation and social security		99,857	141,128
VAT		121,589	57,594
Accruals and deferred income		124,919	132,863
	_	2,654,806	132,863