Company Registration No. 11529549

ASSET CONTROL TOPCO LIMITED

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

ASSET CONTROL TOPCO LIMITED

COMPANY INFORMATION

Directors	B Traquair (Chairman, appointed 10 September 2018) M Hepsworth (appointed 10 September 2018) *I Day (appointed 10 September 2018, resigned 31 January 2020)* N Duffy (appointed 31 January 2020, resigned 10 March 2021) S Robertson (appointed 10 March 2021)
Company Number	11529549
Registered office	32 Cornhill London EC3V 3SG United Kingdom
Auditors	RSM UK Audit LLP Chartered Accountants 25 Farringdon Street London EC4A 4AB United Kingdom

ASSET CONTROL TOPCO LIMITED

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ASSET CONTROL TOPCO LIMITED

STRATEGIC REPORT
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

The directors present the strategic report for Asset Control Topco Limited and its subsidiaries (the "Group") for the 15-month period ended 31 March 2021.

Business overview and principal activities
Asset Control Topco Limited (the "Company") was incorporated on 21 August 2018 in England and Wales and the principal activity of the Company is that of a holding company. The Company is ultimately owned by Sovereign Capital IV LP.

In December 2020, the Company rebranded its trading business to Alveo. By changing the name, the Company wanted to signal how much the business has changed since moving to new ownership in 2018. During this time, the Company has focused on new product innovation, upgrading its core product to be cloud native, introducing a managed services deployment model and leveraged cloud technologies to accelerate implementation timelines.

In addition, the Company changed its year-end from 31 December 2020 to 31 March 2021 to better align with the commercial cycle of our clients, resulting in a 15-month period for these financial statements.

The principal activity of the 'Asset Control Group', is that of the provision of financial data management software, managed services relating to the software and associated professional services to financial institutions globally. The Group provides enterprise-wide data management solutions in support of market risk and reference data operations for sell-side and buy-side organisations. In particular, the Group helps clients with ensuring data quality and the efficient acquisition, processing and distribution of market and reference data.

Fair review of the business
Overall results are in line with the directors' expectations. The loss before tax for the 15-month period to 31 March 2021 was (€6,426k), down from (€14,048k) for the 16-month period ended 31 December 2019 and the total comprehensive loss for the 15-month period ended 31 March 2021 was (€8,021k) which was a reduction from the 16-month period ended 31 December 2019 of (€13,570k). EBITDA for the 15-month period ended 31 March 2021 was €7,965k, up from €1,552k for the 16-month period ended 31 December 2019. For comparison purposes the 12 months financial performance to March 2021 has been extracted from the 15-month reporting period numbers. These are compared to the equivalent period for 12 months to March 2020 on a voluntary basis. Management was satisfied with the financial performance in the 12 months to 31 March 2021 and the progress made. Revenue for the 12 months decreased slightly from €24,054k to €24,040k however adjusted EBITDA, as defined in the review of the key performance indicators in the section below, increased from €6,564k to €7,212k. The directors monitor adjusted EBITDA as a more relevant KPI to track than Profit or Loss for the year as its more closely aligned to business performance.

Following the adoption of IFRS 16, there was a positive impact on the adjusted EBITDA stated above for the 12-month period ended 31 March 2021 of €512K (and €544k for the 12 months ended 31 March 2020).

Total Assets as at 31 March 2021 were €54,473k, down from €57,737k at 31 December 2019 and Total Liabilities as at 31 March 2021 were €75,979k, up from €71,208k at 31 December 2019. Cash and cash equivalents have increased from €1,255k at 31 December 2019 to €5,759k at 31 March 2021, supported by good recoverability of debtors.

Following the year-end, the Company has identified historic tax liabilities and have accrued €1.9m in respect of those liabilities.

Impact of Covid-19
The rapid spread of the Covid-19 virus, and the ongoing pandemic has caused significant uncertainty within the global economy for most businesses, including the Group. Fortunately, the nature of our business and the actions that the Group implemented during the ongoing pandemic have resulted in continued trading with minimal customer or employee impact. Our customers have largely continued to trade as previously, and no employees have been furloughed across the Group.

Impact of Covid-19 (continued)
Prior to the respective territory lockdown announcements across the jurisdictions where we have offices (UK, Netherlands, USA and Singapore) we invoked our Business Continuity Plan with all employees working from home using the secure remote working infrastructure deployed through 2020. This has ensured our customer support, managed services and product development functions have continued to operate without issue, our sales and marketing teams have been able to maintain contact with customers, albeit not face to face and the back-office activity has continued unaffected. The function considered most at risk was professional services where a proportion of our employees and contractors would normally attend customers' sites. With the support of our customers all programmes have continued remotely and extensions to engagements have been forthcoming.

Over 50% of our annual income is contractually recurring maintenance and subscriptions which underpins the trading position of the business. In addition to this, we have factored in the short-term contracted professional services activity in preparing a sensitized forecast for going concern review. Following the forecast review the Directors have assessed that the business is in a strong position to continue trading through the Covid-19 period and beyond, with manageable downside risk and the going concern assumption is appropriate for the Group.

Our customers have been very supportive with continued trading and prompt cash payments, our banks similarly have maintained their support with no short-term capital repayments due and the projected cashflows provide comfortable headroom against banking covenants. In addition, the Board and investors remain supportive of the directors and the proposed plans for continued trading through the next 12-month period.

Financial risk management
The group has long term bank loans and is exposed to interest rate, and liquidity risks in respect of these. Risk management of these risks is disclosed in note 25.

The Group operates within a number of international territories with approximately 46% of the Group's revenue not received in € (51% for the 16-month period ended 31 December 2019). As a result, the Group is exposed to foreign exchange risk, principally US$ and £, and the Group's strategy is to mitigate the risk through natural hedging. In respect of the Euro exposure this is managed through the Euro denomination of the Group's term loans.

Market risk management
The risks faced by the Group are mainly due to volatile market conditions that may have an effect on the investment capabilities of the financial institutions the Group is doing business with, although regulatory requirements mean investment is often required. Reference is also made in note 25.

Development and performance
Management will continue to seek to drive the business forwards in terms of profitability, client service, market reach and use of technology.

Strategy and Key performance indicators
The directors continue to look at key performance indicators ("KPIs") to actively manage performance and preserve liquidity. Adjusted EBITDA for the 15-month period ended 31 March 2021 was €8,250k compared to €10,630k for the 16-month period ended 31 December 2019 and the revenue for the respective periods were €29,182k and €34,348k. The adjusted EBITDA margin was 28% for the 15 months ended 31 March 2021, down 3% from the 16-month period ended 31 December 2019.

For comparison purposes the 12 months financial performance to March 2021 has been extracted from the 15-month reporting period. These are compared to the equivalent period for 12 months to March 2020 on a voluntary basis. Whilst revenue has been relatively flat over the 12 months ended 31 March 2021, the adjusted EBITDA has grown from €6,564k in the 12 months to 31 March 2020 to €7,212k for the 12 months to 31 March 2021 and the adjusted EBITDA margin has improved from 27% to 30% during the same period. Following the adoption of IFRS 16, there was a positive impact on the adjusted EBITDA stated above for the 12-month period ended 31 March 2021 of €512K (and €544k for the 12 months ended 31 March 2020).

Strategy and Key performance indicators (continued)
The Group strategy continues to be to grow revenue and adjusted EBITDA through subscription-based offerings providing reduced cost, resilient solutions to support customers' increasing requirements for high quality data in a scalable environment. To help drive growth in this area, the Group tracks the percentage of the Group revenue, which is recurring, and for the 15-month period ended 31 March 2021 this was 60% (up from 52% for the 16-month period to 31 December 2019). For the voluntary 12-month periods, extracted as above, recurring revenue percentage has increased from 55% in the 12 months ended 31 March 2020 to 59% in the 12 months to 31 March 2021 and the growth in recurring revenue is up 17% in the year ended 31 March 2021.

To achieve this the Group continues to invest in sales and marketing and product development, with the first new products being released to market during 2020. The product development investment will be ongoing to deliver an enhanced product portfolio that is backwards compatible to service both new and existing customers. The Managed Service proposition launched in 2019 providing cloud-based business-as-usual data management continues to grow with new client wins being onboarded during the 15-month period ended 31 March 2021.

Key performance indicator	**15 Months to 31 March 2021**	**16 Months to 31 December 2019**	**12 Months to 31 March 2021**	**12 Months to 31 March 2020**
			Voluntary	*Voluntary*
	(IFRS 16)	(IAS 17)	(IFRS 16)	(IFRS 16)
Revenue	€29,182k	€34,348k	€24,040k	€24,054k
Recurring revenue percentage	60%	52%	59%	55%
ARR growth	20%	-	17%	3%
Gross profit margin	69%	73%	69%	70%
EBITDA	€7,965k	€1,552k	€7,084k	€6,309k
Adjusted EBITDA	€8,250k	€10,630k	€7,212k	€6,564k
Adjusted EBITDA margin	28%	31%	30%	26%
FCF / adjusted EBITDA	128%	49%	109%	84%
Average number of employees	95	86	96	89

The Group defines EBITDA as earnings before interest, taxation, depreciation and amortisation, and adjusted EBITDA for its management reporting as earnings before interest, taxation, depreciation, and amortisation and excludes restructuring costs and exchange differences. The Group defines ARR for management reporting as the total annual recurring revenue, including recurring expansion revenue less recurring revenue lost from churned customers and the Recurring Revenue Percentage as Total Recurring Revenue divided by Total Revenue, expressed as a percentage. The Group defines Free Cash Flow (FCF) as the cash generated after paying for its operating expenses and capital expenditures.

Governance
The Management Board (the "Board") represents both the Company and the Group. It considers the overall strategic direction, development and control of the Group, investment and divestment opportunities and any other matters of significance to the Group.

The Group management team (the "Managers") meets at regular intervals to monitor and review the strategic direction of the business, review trading performance and manage risks and opportunities. The Group management team, which is chaired by the Chief Executive Officer, deals with all executive business of the Group not specifically reserved to the Board. It is charged with the implementation of business strategy and day to day operational matters. It comprises the executive managers together with the senior management team.

Research and development
The Managers consider the Group's ability to deliver products that are innovative and differentiated from its competition as critical to the Group's ongoing success. In this respect, continual investment in research and development is a critical component in the Group's business plan. The Group will continue to invest in research and development going forward to ensure the Group maintains its competitive advantage.

The development costs capitalised in the 15-month period ended 31 March 2021 were €1,930k (16-month period ended 31 December 2019: €2,120k) and the research costs expensed were €3,479k (16-month period ended 31 December 2019: €4,244k). For comparison purposes the 12 months numbers to March have been extracted from the 15-month reporting period. The development costs capitalised in the voluntary twelve-month period to 31 March 2021 were €1,490k (voluntary 12-month period ended 31 March 2020: €1,956k) and the research costs expensed were €2,758k (voluntary 12-month period ended 31 March 2020: €3,081k).

On behalf of the board

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S Robertson
Director

Date: 31/08/2021

DIRECTORS' REPORT
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

The directors present their annual report and consolidated financial statements for the 15-month ended 31 March 2021.

Principal activities
The principal activity of the Group is disclosed in the Strategic Report on page 2.

Directors
The directors who held office during the 15-month period to 31 March 2021 and up to the date of signature of the consolidated financial statements were as follows:

B Traquair (Chairman)	(Appointed 10 September 2018)
M Hepsworth	(Appointed 10 September 2018)
I Day	(Appointed 10 September 2018, resigned 31 January 2020)
N Duffy	(Appointed 31 January 2020, resigned 10 March 2021)
S Robertson	(Appointed 10 March 2021)

Results and dividends
The results for the year are set out on page 12. As there are no distributable reserves, the directors do not recommend payment of a dividend.

Going concern
The directors consider the use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the Group and Company to continue as a going concern. The risks related to Covid-19 have been considered by the Directors as referred to in the strategic report and the business has traded successfully through the 15-month period ended 31 March 2021.

The directors have reviewed their forecasts on assessing the Group has a net current liabilities position of €21,506k (31 December 2019: €13,471k) and nothing has come to the directors' attention that would indicate the Group is unable to meet their liabilities as they fall due.

Auditor
RSM UK Audit LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Employee involvement
The Group encourages the involvement of its employees in its management through regular meetings to discuss the dissemination of information of particular concern to employees and for receiving their views on important matters of policy. In addition, the Group has an Employee Advisory Board which meets with senior executives on a quarterly basis to discuss global employment and engagement issues.

Disabled Persons
The Group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Group gives full and fair consideration to applications of employment for disabled persons having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Group. If members of staff become disabled the Group continues employment, either in the same or an alternate position, with appropriate retraining being given if necessary.

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C to set out in the Group's strategic report information required by the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the Directors' Report.

On behalf of the board

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S Robertson

Director

Date: 31/08/2021

DIRECTORS' RESPONSIBILITY STATEMENT
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

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

Company law requires the directors to prepare group and company financial statements for each financial year. The directors have elected under company law to prepare group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and have elected under company law to prepare the company financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

The financial statements are required by law and international accounting standards in conformity with the requirements of the Companies Act 2006 to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period.

In preparing each of the Group and Company financial statements, the directors are required to:

(a) select suitable accounting policies and then apply them consistently;
(b) make judgements and accounting estimates that are reasonable and prudent;
(c) state whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;
(d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

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

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF ASSET CONTROL TOPCO LIMITED

FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

Opinion
We have audited the financial statements of Asset Control Topco Limited (the 'parent company') and its subsidiaries (the 'group') for the 15-month period ended 31 March 2021 which comprise the consolidated statement of comprehensive income, consolidated and company statement of financial position, consolidated and company statement of changes in equity, consolidated statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Accounting Standards in conformity with the requirements of the Companies Act 2006 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2021 and of the group's loss for the 15-month period then ended;
- the group financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
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 or the 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.

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.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 8, 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud
Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected, or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are International Financial Reporting Standards, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities, and evaluating advice received from external tax advisors.

The group audit engagement team identified the risk of management override of controls, revenue recognition and capitalisation of development costs as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, challenging the appropriateness of recognition of revenue in line with the recognition criteria of IFRS 15 Revenue from Contracts with Customers and challenged judgements and estimates applied in the capitalisation of development costs.

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

Use of our report

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

RSM UK AUDIT LLP

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Joanna Sowden (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

25 Farringdon Street
London
EC4A 4AB
United Kingdom

Date: 31 August 2021

ASSET CONTROL TOPCO LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

	Notes	15 months to 31 March 2021 €'000	16 months to 31 December 2019 €'000
Revenue	4	29,182	34,348
Employee benefit expense	6	(18,372)	(20,195)
Depreciation and amortisation	5	(7,367)	(6,277)
Other operating expenses	5	(2,841)	(4,387)
Operating profit		602	3,489
Transaction costs		-	(8,214)
Finance income	9	2	19
Finance costs	9	(7,030)	(9,342)
Loss before tax		(6,426)	(14,048)
Income tax (expense)/credit	10	(1,463)	142
Loss for the period		(7,889)	(13,906)
Other comprehensive loss net of taxation			
Foreign exchange (losses)/gains		(132)	336
Total comprehensive loss for the period		(8,021)	(13,570)

The accompanying notes are an integral part of these consolidated financial statements.

Reference is made to note 36, showing voluntary twelve-month comparatives.

ASSET CONTROL TOPCO LIMITED (Company Registration No. 11529549)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2021

	Notes	31 March 2021 €'000	31 December 2019 €'000
NON-CURRENT ASSETS			
Goodwill	**12**	13,268	13,268
Other intangible assets	**14**	30,810	35,535
Property, plant, and equipment	**15**	211	152
Right-of-use assets	**16**	1,349	-
Total Non-Current Assets		45,638	48,955
CURRENT ASSETS			
Trade and other receivables	**17**	2,387	5,826
Contract assets	**18**	689	1,661
Current tax receivable		-	40
Cash and cash equivalents	**19**	5,759	1,255
Total Current Assets		8,835	8,782
TOTAL ASSETS		54,473	57,737
EQUITY AND LIABILITIES			
Equity			
Share capital	**28**	98	99
Retained earnings	**29**	(21,808)	(13,906)
Currency translation reserve	**29**	204	336
TOTAL EQUITY		(21,506)	(13,471)
LIABILITIES			
Non-Current Liabilities			
Borrowings	**20**	54,133	53,440
Deferred tax liabilities	**27**	4,568	5,616
Lease liabilities	**21**	924	-
		59,625	59,056
Current Liabilities			
Trade and other payables	**22**	3,645	3,492
Contract liabilities	**23**	8,058	7,942
Lease liabilities	**21**	498	-
Current tax payable		578	-
Provisions	**30**	1,900	-
Borrowings	**20**	1,675	718
		16,354	12,152
TOTAL LIABILITIES		75,979	71,208
TOTAL EQUITY AND LIABILITIES		54,473	57,737

Equity is attributable entirely to the owners of the parent.

The accompanying notes are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 12 to 49 were approved by the board of directors and authorised for issue on ...31/08/2021...... and are signed on their behalf.

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S Robertson
Director

ASSET CONTROL TOPCO LIMITED (Company Registration No. 11529549)

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2021

	Notes	31 March 2021 €'000	31 December 2019 €'000
NON-CURRENT ASSETS			
Investments	**13**	82	82
Total Non-Current Assets		82	82
CURRENT ASSETS			
Trade and other receivables	**17**	30	51
Total Current Assets		30	51
TOTAL ASSETS		112	133
EQUITY AND LIABILITIES			
Equity			
Share capital	**28**	98	99
Retained earnings	**29**	(647)	(445)
TOTAL EQUITY		(549)	(346)
Current Liabilities			
Trade and other payables	**22**	661	479
TOTAL LIABILITIES		661	479
TOTAL EQUITY AND LIABILITIES		112	133

As permitted by s408 Companies Act 2006, the company has not presented its own statement of comprehensive income and related notes as it prepares group accounts. The company's loss and total comprehensive income for the 15-month period ended 31 March 2021 was €202k (16-month period ended 31 December 2019: €445k).

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S Robertson
Director

ASSET CONTROL TOPCO LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

	Notes	Share capital €'000	Retained earnings €'000	Currency translation reserve €'000	TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT €'000
Loss for the 16-month period ended 31 December 2019		-	(13,906)	-	**(13,906)**
Other comprehensive income net of taxation:					
Currency translation differences		-	-	336	**336**
Total comprehensive loss for the 16-month period ended 31 December 2019		-	(13,906)	336	**(13,570)**
Transactions with owners in their capacity as owners:					
Issue of shares	**28**	99	-	-	**99**
Balance as at 31 December 2019		99	(13,906)	336	**(13,471)**
Modified retrospective application of IFRS 16		-	(13)	-	**(13)**
Loss for the 15-month period ended 31 March 2021		-	(7,889)	-	**(7,889)**
Other comprehensive income net of taxation:					
Currency translation differences		-	-	(132)	**(132)**
Total comprehensive loss for the 15-month period ended 31 March 2021		-	(7,902)	(132)	**(8,034)**
Transactions with owners in their capacity as owners:					
Repurchase of shares	**28**	(1)	-	-	**(1)**
Balance as at 31 March 2021		98	(21,808)	204	**(21,506)**

The accompanying notes are an integral part of these consolidated financial statements.

ASSET CONTROL TOPCO LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

	Notes	Share capital €'000	Retained earnings €'000	TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT €'000
Total comprehensive loss for the 16-month period ended 31 December 2019		-	(445)	**(445)**
Transactions with owners in their capacity as owners:				
Issue of shares	**28**	99	-	**99**
Balance as at 31 December 2019		99	(445)	**(346)**
Total comprehensive loss for the 15-month period ended 31 March 2021		-	(202)	**(202)**
Transactions with owners in their capacity as owners:				
Repurchase of shares	**28**	(1)	-	**(1)**
Balance as at 31 March 2021		98	(647)	**(549)**

ASSET CONTROL TOPCO LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

	Notes	€'000	15 months to 31 March 2021 €'000	€'000	16 months to 31 December 2019 €'000
Cash flows from operating activities					
Cash generated from operations	32	12,649		8,443	
Income taxes received/(paid)		7		(910)	
Net inflow from operating activities			12,656		7,533
Investing activities					
Purchase of property, plant, and equipment		(169)		(156)	
Purchase of intangible assets		(1,931)		(2,120)	
Purchase of subsidiaries (net of cash acquired)		-		(25,093)	
Transaction costs		-		(8,214)	
Finance income		2		19	
Net cash used in investing activities			(2,098)		(35,564)
Financing activities					
Proceeds from issue of shares		-		99	
Repurchase of shares		(1)		-	
Finance costs		(5,141)		(5,894)	
Leasehold payments		(623)		-	
Net proceeds of new bank loans		-		29,100	
Net proceeds of other borrowings		-		22,570	
Repayment of bank loans		-		(16,679)	
Net cash (used in)/generated from financing activities			(5,765)		29,196
Net increase in cash and cash equivalents			4,793		1,165
Cash and cash equivalents					
Cash and cash equivalents at beginning of the period			1,255		-
Net increase in cash and cash equivalents			4,793		1,165
Effect of foreign exchange rates			(289)		90
Cash and cash equivalents at end of the period			5,759		1,255
Comprising					
Cash at bank and in hand			5,759		1,255

The accompanying notes are an integral part of these consolidated financial statements.

The company held no cash or cash equivalents at any point during the period, and there were no cash movements during the period to report. As such, no company statement of cash flows has been presented.

1 General Information

Asset Control Topco Limited was incorporated on 21 August 2018. The company is a private company limited by shares and registered and incorporated in England and Wales. The Group is ultimately controlled by the owners of Sovereign Capital IV LP, which holds 64% of the ordinary shares of the Company. Non-controlling interests, which hold the remaining 36% of the ordinary shares of the Group are held by management personnel of the Group and members of Sovereign Capital IV LP.

In December 2020, the Company rebranded its trading business to Alveo as by changing the name, the Company wanted to signal how much the business has changed since moving to new ownership in 2018.

In addition, the Company changed its year-end from 31 December 2020 to 31 March 2021 to better align with the commercial cycle of our clients, resulting in a 15-month period for these financial statements.

The principal activity of the Group is that of the provision of financial data management software, managed services relating to the software and associated professional services to financial institutions globally. The Group provides enterprise-wide data management solutions in support of market risk and reference data operations for sell side and buy side organisations. In particular, the Group helps clients with ensuring data quality and the efficient acquisition, processing and distribution of market and reference data.

The Company has its registered office at 32 Cornhill, London, EC3V 3SG, United Kingdom.

2 Summary of significant accounting policies

Basis of preparation

These consolidated financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. The financial statements of the Company have also been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

As permitted by s408 Companies Act 2006, the company has not presented its own statement of comprehensive income and related notes as it prepares group accounts.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange of assets.

Details of the Company's subsidiaries as at 31 March 2021 that form part of these consolidated financial statements are presented in note 13.

The Consolidated Statement of Comprehensive Income presents expenses using the classification by nature rather than by function. The Directors believe this method provides more useful information to readers of these consolidated financial statements as it better reflects the way operations are run from a business perspective.

Transactions with owners of the Group in their capacity as owners are recognised in the consolidated Statement of Changes in Equity.

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euros, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest €'000 unless specified otherwise. The exchange rate at the reporting date is £1: €1.17111.

Basis of consolidation

The consolidated financial statements incorporate those of Asset Control Topco Limited and all its subsidiaries. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

2 Summary of significant accounting policies (continued)

Basis of consolidation (continued)

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations where control is obtained. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Intercompany transactions, balances, and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Going Concern

The Group has net liabilities at the reporting date of €19,296k. The directors have prepared forecasts which show that the Group will comply with its financial covenants, as well as operating well within its available facilities based on prudent forecast of new bookings and continued cost management. However, economic conditions may create some uncertainty in the forecast period particularly over the level of demand for the Group's products and accordingly the directors have also considered actions that are within the Group's control that could mitigate any under-performance.

After considering the forecasts, the available mitigating actions, and making appropriate enquiries, the directors have a reasonable expectation that the company has adequate resources to continue to operate and meet liabilities and expenses as they fall due for at least one year from the date of approval of these financial statements. For these reasons, they continue to adopt the going concern basis in preparing the financial statements.

ASSET CONTROL TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

2 Summary of significant accounting policies (continued)

Going Concern (continued)
Following the emergence of the Covid-19 pandemic, a sensitized forecast was prepared recognizing the potential impact. With over 50% of the Group's annual income contractually recurring, the revenues were considered stable with the potential exposure limited to Professional Services activity, which requires access to customers' site in some cases. As part of the Group's Business Continuity Planning process this has been continually reviewed and mitigating actions taken, namely remote access. Following this, activity has continued at only marginally reduced levels to those budgeted. Should circumstances deteriorate, a number of further mitigation actions have been considered. Following the forecast review period, the Directors are confident the business is in a strong position to continue trading through the Covid-19 period and beyond at a level above banking covenants with manageable downside risk and therefore maintain the opinion the business is a going concern.

Application of new and amended standards, amendments and interpretations not applied
The Group has adopted all standards that require mandatory adoption in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 from the Company's reporting date.

At the date of authorisation of these financial statements, the following Standards, and Interpretations relevant to the Group operations that have not been applied in these financial statements were in issue but not yet effective:

- IFRS 3 Business Combinations – Effective date 1 January 2022
- IAS 16 Property, Plant and Equipment – Effective date 1 January 2022
- IAS 37 Provisions, Contingent Liabilities and Contingent Assets – Effective date 1 January 2022
- IAS 1 Presentation of Financial Statements – Effective date 1 January 2023
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors – Effective date 1 January 2023

The expected impact of these has not yet been assessed.

New and amended standards and interpretations
At the date of authorisation of these financial statements, certain new accounting standards and interpretations have been published that are not mandatory for 31 March 2021 reporting periods and have not been early adopted by the Group.

The following new standards, amendments, or interpretations, effective for the first time for the financial year beginning on or after 1 January 2019 have had the following impact on the Group.

IFRS 16 'Leases'
The standard replaces IAS 17 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, 'right-of-use' assets and corresponding lease liabilities are recognised in the statement of financial position. The 'right-of-use' assets will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The lease liabilities are initially measured at the present value of the lease payments during the lease term discounted using the interest rate implicit in the lease, or the incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 January 2020 was 5.0%.

Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in Other operating expenses) and an interest expense on the recognised lease liabilities (included in Finance costs). In the earlier periods of the lease, the expenses associated with the lease under IFRS 16 will be higher when compared to lease expenses under IAS 17. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit and loss. For classification within the statement of cash flows, the interest position is disclosed in operating activities and the operating activities, and the principal portion of the lease payments are separately disclosed in financing activities.

2 Summary of significant accounting policies (continued)

New and amended standards and interpretations (continued)
The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised, or lease payments are expensed to profit or loss as incurred. A right of use asset corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal, or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the right of use asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under IFRS 16 will be higher when compared to lease expenses under IAS 17.

IFRS 16 'Leases' (continued)
The Group has adopted IFRS 16 'Leases' using the modified retrospective approach and has not restated the comparatives for the 16-month period ended 31 December 2019, as permitted under specific transitional provisions in the standard. As a result, the cumulative effect of initially applying IFRS 16 shall be recognised at the date of initial application. In applying IFRS 16 for the first time, the Group has used the following practical expedients on transition permitted by the standard:

(a) The Group shall measure right-of-use assets at the date of transition equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position;
(b) The Group applies the use of hindsight at the date of initial application in determining the lease term and assessing the reasonableness of exercising any extension, termination, or purchase options;
(c) The Group excludes initial direct costs from the measurement of the right-of-use asset at the date of transition;
(d) The Group elects not to apply the requirements of IFRS 16 to leases which end within 12 months of the date of transition; and
(e) The Group elects not to apply the requirements of leases for which the underlying asset is of low value.

Reference is made to notes 16 and 21 for the impact of the modified retrospective approach.

Revenue recognition
The Group licenses software products along with annual maintenance programs, which provide for technical support and updates to software products. Licences provide the right to access the Group's intellectual property. The Group also offers professional services that include consulting, implementation management, integration management and training. The performance obligations in respect of these services are met on delivery.

The Group recognises revenue in respect of the amount that reflects the consideration to which the Group is expected to be entitled in exchanging for transferring goods or services to the customer. For each contract with a customer, the Group: identifies the contract with the customer; identifies the performance obligation in that contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Revenue from licences is recognised in respect of providing customer the right to use the products for a finite amount of time without any restrictions. The group recognises revenue at the point in time that a licence is delivered. Where the customer is unable to benefit from a licence without additional support or installation from the Group, revenue is not recognised in respect of licences until delivery of that support or installation. Maintenance revenue relates to 24/7 support services. As the customer simultaneously consumes the benefits of maintenance services throughout the period of the contract, the Group recognises maintenance over the period of the contract.

2 Summary of significant accounting policies (continued)

Revenue recognition (continued)
Professional services relate to services provided under separate 'statements of work' for updating and implementing products into a customer's IT environment. Revenue is recognised over the period those services are delivered.

The Group recognises revenue for the delivered elements and recognises a contract liability for the undelivered elements until the remaining obligations have been satisfied. The Group recognises elements for which performance obligations have been met and payment has yet to be received as a contract asset. Contract assets remain until obligations have been satisfied, which generally does not extend beyond twelve months. The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations.

The Group pays commissions on execution of licence sales and includes these commissions as expenses in the statement of comprehensive income.

Refund liabilities
Refund liabilities would be recognised where the company receives consideration from a customer and expects to refund some, or all, of that consideration to the customer. A refund liability is measured at the amount of consideration received or receivable for which the company does not expect to be entitled and is updated at the end of each reporting period for changes in circumstances. The nature of the revenue, being software sales, maintenance contracts and professional services, results in minimal if any requests for refunds and historical analysis supports this.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed. For the impairment of goodwill, see page 27.

Other Intangible assets
Intangible assets acquired as part of a business combination include; maintenance contracts, trade names and developed technology. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Intangible assets acquired separately includes developed technology and are initially recognised at cost.

Other intangible assets all have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Amortisation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Maintenance contracts	10 years
Trade names	5 years
Developed technology	3 to 5 years

Research and development
Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the company is able to use or sell the asset; the company has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

2 Summary of significant accounting policies (continued)

Property, plant, and equipment
Property, plant, and equipment are non-current assets used in the operating activities of the Group with a useful life of over one year. An item of property, plant and equipment is initially recognised at its acquisition cost which consists of the purchase price and other expenditures directly related to the acquisition that are necessary for bringing the asset to its operating condition and location.

An item of property, plant and equipment is subsequently stated at cost less any accumulated depreciation and any impairment losses. Depreciation is calculated using the straight-line method to allocate their cost over their estimated useful lives as follows:

Leasehold improvements	Lease term
Computers, network and software	20% to 33% per year
Furniture and equipment	20% to 25% per year

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Subsequent expenditure incurred for an item of property, plant and equipment is recognised as a non-current asset when it is probable that the Group will derive future economic benefits from it and its cost can be measured reliably.

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of the costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the lease asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

Impairment of non-financial assets
Non-financial assets, like property, plant and equipment and intangible assets other than goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised.

The recoverable amount is the higher of value in use and the fair value less costs of disposal. The fair value less costs of disposal is the amount obtainable from the sale of an asset in an arm's length transaction, whilst value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. The discount rate used for value-in-use calculations is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to that asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

Reversal of impairment losses recognised in prior years (other than goodwill) is recorded as income when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased.

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

2 Summary of significant accounting policies (continued)

Financial assets and liabilities (continued)
Trade and other receivables:
Trade receivables are amounts due from customers for products provided and services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recorded initially at fair value and subsequently measured at amortised cost less any allowance for expected credit losses. Due to the short-term nature of these types of receivables, any interest is immaterial. Generally, this results in the items being carried at nominal value.

The Group applies the simplified approach to measuring expected credit losses by considering the lifetime expected credit losses at initial recognition. The Group aggregates its receivables by credit risk class in determining life-time credit losses.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Cash and cash equivalents:
Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

Financial liabilities at amortised costs:
Financial liabilities at amortised cost include trade and other payables and borrowings. Trade and other payables and borrowings are initially recognised at fair value equalling the amount required to be paid. Subsequently, trade and other payables and borrowings are measured at amortised cost using the effective interest method.

Trade and other payables:
Trade and other payables are obligations to pay for products and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings:
Borrowings are initially recognised at fair value. Borrowings are subsequently stated at amortised cost, which is the amount received plus or minus any premium or discount, less transaction costs. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised as interest in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Lease liabilities
The lease liabilities are initially measured at the present value of the lease payments during the lease term discounted using the interest rate implicit in the lease, or the incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 January 2020 was 5.0%. The lease term is the non-cancellable period of the lease plus extension periods that the Group is reasonably certain to exercise and termination periods that the Group is reasonably certain not to exercise.

Leases are cancellable when each party has the right to terminate the lease without permission of the other party to incurring more than an insignificant penalty. The lease term includes any rent-free periods.

Subsequent measurement of the lease liabilities
The lease liability is subsequently increased for a constant period rate of interest on the remaining balance of the lease liability and reduced for lease payments.

2 Summary of significant accounting policies (continued)

Subsequent measurement of the lease liabilities (continued)
Interest on the lease liabilities is recognised in profit and loss, unless interest is directly attributable to qualifying assets, in which case it is capitalised in accordance with the Group's policy on borrowing costs.

Contract liabilities
Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

Offsetting financial instruments
Financial assets and liabilities are offset, and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Impairment of financial assets
The 'incurred loss' model has been replaced with an 'expected credit loss' (ECL) model under IFRS 9. The 'expected credit loss' model applies to financial assets measured at amortised cost and contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Employee benefits and pension obligations
The costs of short-term employee benefits such as wages, salaries and social security are recognised as a liability and an expense. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received. Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

The Group has a defined contribution pension plan. A defined contribution plan is a pension plan under which the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual, or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Research and development expenditure
Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial, and financial feasibility can be demonstrated.

2 Summary of significant accounting policies (continued)

Finance income and expenses
Finance income and expenses are recognised using the effective interest method. When a loan or receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

Corporate income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for when:

(a) when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
(b) the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Foreign currency
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within finance income or cost.

2 Summary of significant accounting policies (continued)

Group companies
The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
(b) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
(c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

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

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

Shareholders' equity
Shareholders' equity represents the funding by the shareholders.

3 Significant judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to use judgment in applying the group's accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions
The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Revenue recognition
Management have made the judgement that maintenance and professional service revenue is distinct from the promise to deliver a licence because a) maintenance does not significantly change the functionality of the licences sold in the period; and b) customers are able to reconfigure the inputs without the support of the Group, despite often opting to do so when purchasing the licence. The implementation service provided does not customise the software being licensed.

Impairment of non-current assets
The Group determines whether other intangible assets require impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. This requires an estimation of the recoverable amount of the relevant cash-generating unit (CGU). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purpose of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows, known as cash-generating units.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters.

Estimated impairment of goodwill
The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amount of CGUs have been determined based on an enterprise value calculated using an EBITDA multiple method.

Capitalisation of development costs
The Group capitalises costs for product development projects. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project and the expected period of benefits.

Tax provision
The Group has identified and made a provision in these financial statements for historic tax liabilities relating to overseas subsidiaries. In assessing the level of the provision, the Group has taken independent advice, considered the range of likely outcomes taking each impacted tax year in turn and has included an estimate for the impact of any interest and penalties that may be applied.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

4 Revenue

For management reporting purposes, the Group has three major reportable revenue streams. An analysis of the Group's turnover is as follows:

	15 Months to 31 March 2021 €'000	16 Months to 31 December 2019 €'000
Revenue by segment		
Licence revenue	6,889	8,502
Maintenance revenue	13,705	14,882
Professional services revenue	8,588	10,964
	29,182	34,348
Revenue by geographical market		
United Kingdom	9,586	11,310
Other EU countries	7,057	8,381
Non-EU countries	12,539	14,657
	29,182	34,348

The Group recognises revenue for the delivered elements and recognises a contract liability for the undelivered elements until the remaining obligations have been satisfied. The Group recognises elements for which performance obligations have been met and payment has yet to be received as a contract asset. Contract assets remain until obligations have been satisfied, which generally does not extend beyond twelve months. The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations

5 Loss before taxation

Loss before tax is stated after charging	15 Months to 31 March 2021 €'000	16 Months to 31 December 2019 €'000
Depreciation and amortisation		
Amortisation of intangible assets	6,655	6,162
Depreciation of right-of-use assets	605	-
Depreciation of property, plant, and equipment	107	115
	7,367	6,277
Other expenses		
Housing expenses	242	964
Marketing expenses	335	386
Travel and accommodation expenses	112	586
Technical expense	1,153	776
Office expenses	212	296
Audit, legal and administrative expenses	787	1,379
	2,841	4,387

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

6 Employees

The average number of persons employed by the Group calculated on a full-time equivalent basis for the period was:

	Group 15 Months to 31 March 2021 Number	Group 16 Months to 31 December 2019 Number
Operations	39	35
Services	43	38
General Administrative	13	13
	95	86

The aggregate remuneration of the employees is as follows:

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Wages and salaries	15,859	17,735
Social security contributions	1,901	1,940
Pension costs – defined contribution plans	612	520
	18,372	20,195

There were no employees in the Company. All Directors' remuneration for the Group was borne by the subsidiaries.

7 Directors' remuneration

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Directors' emoluments	757	1,846
Pension contributions to defined contribution schemes	11	6
	768	1,852

7 Directors' remuneration (continued)

Attributable to the highest paid director:

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Directors' emoluments	493	1,619

The number of directors to whom retirement benefits are accruing is 1.

8 Auditors' remuneration

Fees payable to RSM UK and its associates in respect of both audit and non-audit services are as follows:

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Statutory audit of the parent financial statements	71	71
Statutory audit of the subsidiary financial statements	39	31
Non-statutory audit of 2019 financial statements	-	133
	110	235
Other services:		
Other non-audit services	-	63
Total auditors' remuneration	110	298

9 Finance income and costs

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Finance costs		
Interest expense on borrowings payable	6,284	6,722
Amortisation of loan arrangement fees	443	1,085
Interest leasehold liabilities	79	-
Exchange differences	224	1,535
	7,030	9,342
Finance income		
Interest income	2	19

10 Income tax

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Current tax		
UK corporation tax on profits for the period	56	23
Foreign tax on profits for the period	555	698
Foreign tax on profits for the period prior to 1 January 2020	1,900	-
Total current tax	2,511	721
Deferred tax		
Origination and reversal of timing differences - assets	-	185
Origination and reversal of timing differences - liabilities	(1,048)	(1,048)
Total deferred tax	(1,048)	(863)
Total tax expense/(credit) for the period	1,463	(142)

The total tax charge for the period included in the statement of comprehensive income can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

	Group 15 Months to 31 March 2021 €'000	Group 16 Months to 31 December 2019 €'000
Loss before taxation for the period	(6,426)	(14,048)
Expected tax charge based on the standard rate of corporation tax in the UK of 19%:	(1,221)	(2,669)
Tax effects of:		
R&D credits	-	(444)
Unrecognised tax losses	917	2,464
Elimination of amortisation on consolidation	(313)	(333)
Tax effect of different tax rates in other overseas jurisdictions	180	840
Foreign tax on profits for the period prior to 1 January 2020	1,900	-
Income tax expense/(credit) for the period	1,463	(142)

At the reporting date, the Finance (No 2) Act 2016 had been substantively enacted confirming that the main UK corporation tax rate will reduce from 19% to 17% from 1 April 2021. Therefore, at 1 January 2020, deferred tax assets and liabilities have been calculated at the rate at which the temporary difference is expected to reverse. These reductions may also reduce the Group's future current tax charges accordingly.

Please see note 30 that details the foreign tax on profits for the period prior to 1 January 2020 further.

11 Dividends paid on equity shares

As there are no distributable reserves, the directors do not recommend payment of a dividend.

12 Goodwill

On 10 September 2018, Asset Control Topco Limited acquired a 100% interest in Asset Control Lux Holdings S.à.r.l. and its subsidiary undertakings from Marlin Equity III, the previous shareholders of that Group.

	Group €'000
Gross	
Additions – business combinations	13,268
At 31 December 2019	13,268
Accumulated impairment	
At 31 December 2019	-
Carrying amount	
At 31 December 2019	13,268
Gross	
Amount carried forward	13,268
At 31 March 2021	13,268
Accumulated impairment	
At 31 March 2021	-
Carrying amount	
At 31 March 2021	13,268

Goodwill arising on consolidation represents the excess of the fair value of the consideration transferred over the fair value of the Group's share of the net assets of the acquired subsidiary at the date of acquisition. As the Group comprises of only one cash generating unit, goodwill is allocated to the business as a whole.

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2. Management reviews the business performance based on type of business. No impairment charge arose during the periods ended 31 March 2021 and 31 December 2019.

The recoverable amount of the Group's cash-generating unit is determined based on an EBITDA multiple method. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a 4-year period. Cash flows beyond the 4-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

	15 Months to 31 March 2021	16 Months to 31 December 2019
Sales growth rate	3.0%	3.0%
Discount rates		
- Maintenance contracts	12.0%	12.0%
- Other intangible assets	22.0%	22.0%

ASSET CONTROL TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

12 Goodwill (continued)

The directors believe that any reasonable change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit.

13 Subsidiaries

The entities listed below are subsidiaries of the Company or the Group. The Group percentage of equity capital and voting rights is 100% for all subsidiaries listed below. All shares held are classified as "Ordinary". The results for all of the subsidiaries have been consolidated within these financial statements. The subsidiaries marked with an * are direct subsidiaries, the other subsidiaries are indirectly owned. The subsidiaries marked with an # are holding companies, the other subsidiaries perform the following activities: "Provision of data management software solutions".

Country	Name	Registered office
United Kingdom	Asset Control Midco Limited * #	32 Cornhill, London EC3V 3SG
United Kingdom	Asset Control Holdco Limited #	32 Cornhill, London EC3V 3SG
United Kingdom	Asset Control Bidco Limited #	32 Cornhill, London EC3V 3SG
The Netherlands	Asset Control Holdings B.V. #	Trambaan 1-K, 8441 BH Heerenveen
The Netherlands	Asset Control Holdings II B.V. # (Liquidated in March 2021)	Trambaan 1-K, 8441 BH Heerenveen
The Netherlands	Asset Control International B.V.	Trambaan 1-K, 8441 BH Heerenveen
United Kingdom	Asset Control Technology Limited	32 Cornhill, London EC3V 3SG
Singapore	Asset Control Singapore Private Limited	77 Robinson Road, #13-00 Robinson 77, Singapore 068896
Ireland	Asset Control Ireland Limited	25-28 North Wall Quay, Dublin 1 D01 H104
Ireland	Asset Control Ireland II Limited	25-28 North Wall Quay, Dublin 1 D01 H104
United States	Asset Control Systems Inc.	1350 Broadway, Suite 1530 New York, NY10018
Canada	Asset Control Pacific Corporation	600-1741 Lower Water Street, Halifax NS B3J 2X2
Brazil	Asset Control do Brasil Ltd. (Liquidated in January 2020)	Rua Alexandre Dumas 1711, 5th Floor, 04717-004 Chacara Santo Antonio, Sao Paulo

Subsidiaries exempt from audit

The following subsidiaries have taken the exemption from audit as permitted under s479A of the Companies Act:
Asset Control Midco Limited
Asset Control Holdco Limited
Asset Control Bidco Limited
Asset Control Technology Limited

The following subsidiaries have taken the exemption from audit as permitted under law in the respective jurisdictions:
Asset Control Systems Inc.
Asset Control Pacific Corporation
Asset Control do Brasil Ltd.

13 Subsidiaries (continued)

Financial fixed assets – Company	**€'000**
At 10 September 2018 – net book value	-
Investment in Asset Control Midco Limited	82
At 31 December 2019 – net book value	82
At 01 January 2020 – net book value	82
Investment in Asset Control Midco Limited	-
At 31 March 2021 – net book value	82

14 Other Intangible assets

Group	**Maintenance contracts €'000**	**Trade names €'000**	**Developed Technology €'000**	**Total €'000**
Cost				
Business combination	29,100	100	10,377	39,577
Additions – Internally generated	-	-	2,120	2,120
At 31 December 2019	29,100	100	12,497	41,697
Amortisation and impairment				
Amortisation	3,637	25	2,500	6,162
At 31 December 2019	3,637	25	2,500	6,162
Carrying amount				
31 December 2019	25,463	75	9,997	35,535
Cost				
Amounts brought forward	29,100	100	12,497	41,697
Additions – Internally generated	-	-	1,931	1,931
At 31 March 2021	29,100	100	14,428	43,628
Amortisation and impairment				
Amounts brought forward	3,637	25	2,500	6,162
Amortisation	3,638	25	2,993	6,656
At 31 March 2021	7,275	50	5,493	12,818
Carrying amount				
31 March 2021	21,825	50	8,935	30,810

Maintenance contracts include contracts with customers forecast at the date of acquisition with an assumed annual retention rate. The remaining useful life is 7 years 9 months.

Trade names include Asset Control and AC Plus. The average remaining useful life is 2 years 9 months.

Developed technology includes patented software technology. The average remaining useful life is 2 years 9 months.

There are no contractual commitments to acquire intangible assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

14 Other Intangible assets (continued)

Development costs capitalised during the 15-month period to 31 March 2021 amounted to €1,931k (16-month period to 31 December 2019: €2,120k). Amortization of this amount will start after 31 March 2021.

Amortization started in 2020 relating to certain development costs capitalized to 31 December 2019. The amortization the 15-month period to 31 March 2021 amounted to €493k.

The research costs expensed during the 15-month period to 31 March 2021 amounted to €3,479k (16-month period to 31 December 2019: €4,244k).

15 Property, plant, and equipment

Group	Leasehold improvements €'000	Computers, network, and software €'000	Furniture and equipment €'000	Total €'000
Cost				
Business combinations	66	34	6	106
Additions	-	129	27	156
Currency adjustment	1	3	1	5
At 31 December 2019	67	166	34	267
Depreciation and impairment				
Depreciation charge	55	52	8	115
At 31 December 2019	55	52	8	115
Carrying amount				
31 December 2019	12	114	26	152
Cost				
Amounts brought forward	67	166	34	267
Additions	27	142	-	169
Currency adjustment	(1)	(2)	-	(3)
At 31 March 2021	93	306	34	433
Depreciation and impairment				
Amounts brought forward	55	52	8	115
Depreciation charge	9	86	12	107
At 31 March 2021	64	138	20	222
Carrying amount				
31 March 2021	29	168	14	211

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

16 Right-of-use assets

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Opening balance	-	-
Additions	1,980	-
Depreciation	(605)	-
FX impact	(26)	-
Closing balance	1,349	-

17 Trade and other receivables

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Gross trade receivables	1,423	4,644
Allowance for credit losses	-	-
Net trade receivables	1,423	4,644
Other receivables	518	220
Prepayments	446	962
Total	2,387	5,826

	Company 31 March 2021 €'000	Company 31 December 2019 €'000
Prepayments	30	51
Total	30	51

Trade and other receivables are carried at amortised cost. The fair value of the receivables approximates the book value.

The ageing analysis of net trade receivables is as follows:

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Up to 3 months	1,401	4,644
3 to 6 months	22	-
	1,423	4,644

18 Contract assets – current

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Contract assets	689	1,661
Reconciliation of movements in the period:		
Opening balance	1,661	-
Acquired through business combinations	-	942
Accrued income	3,892	4,115
Invoiced amounts	(4,863)	(3,403)
Currency impact	(1)	7
Closing balance	689	1,661

19 Cash and cash equivalents

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Bank balances	5,759	1,255
Per Statement of Financial Position and Statement of Cash Flows	5,759	1,255

Cash at bank and in hand is freely disposable to the Group.

20 Borrowings

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Current borrowings		
Loan notes payable to Sovereign	1,675	718
Non-current borrowings		
Loan notes payable to Sovereign	22,947	22,605
Loan payable to Alcentra	29,422	29,261
Loan notes payable to Management personnel	1,764	1,574
	54,133	53,440
Total borrowings		
Loan notes payable to Sovereign	24,622	23,323
Loan payable to Alcentra	29,422	29,261
Loan notes payable to Management personnel	1,764	1,574
	55,808	54,158

20 Borrowings (continued)

	Repayment obligation at 31 December 2019 €'000	Repayment obligation < 1 year €'000	Remaining term 2 – 5 years €'000	Remaining term > 5 years €'000
Loan notes payable to Sovereign	42,849	3,607	11,556	27,686
Loan payable to Alcentra	42,075	2,100	8,400	31,575
Loan notes payable to Management	2,588	-	-	2,588
	87,512	5,707	19,956	61,849

	Repayment obligation at 31 March 2021 €'000	Repayment obligation < 1 year €'000	Remaining term 2 – 5 years €'000	Remaining term > 5 years €'000
Loan notes payable to Sovereign	40,029	4,564	35,465	-
Loan payable to Alcentra	39,450	2,100	37,350	-
Loan notes payable to Management	2,575	-	2,575	-
	82,054	6,664	75,390	-

The borrowings of the Group are secured by substantially all the assets of the Group via fixed and floating charges. There are negative pledges in respect of these charges. Borrowings are held at amortised cost using the effective interest method. The directors consider that the fair value of the loans is substantially equal to that of their carrying amounts.

Sovereign loan notes
The Group entered into a loan agreement with Sovereign Capital IV LP and members of that LP on 10 September 2018 for a principal amount of £20,557,720 that was received net of arrangement fees of £1,424,224. The loan is not due for repayment until completion in March 2026. Nominal interest at 12.00% per annum is due on this balance and is payable quarterly in arrears. The effective quarterly rate of interest is 3.64%.

Alcentra loan
The Group entered into a loan agreement with Alcentra on 10 September 2018 for a principal amount of €30.0 million that was received net of arrangement fees of €900,000. The loan is not due for repayment until completion in September 2025. Nominal interest at 7.00% per annum is due on this balance and is payable quarterly in arears. The effective rate of interest is 7.7%.

Management loan notes
The Group entered into a loan agreement with members of Management on 10 September 2018 for a principal amount of €1,332,247. The loan is due for repayment at the end of its term in September 2025. Nominal interest at 12.00% per annum is due on this balance and is payable at the end of the loan term.

In the 16-month period ended 31 December 2019, the Group entered in an additional loan agreement with members of management for a principal amount of €18,600, under the same conditions as stated above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

21 Lease liabilities

The following table sets out the reconciliation of the lease liabilities from 1 January 2020 to the amount disclosed at 31 March 2021:

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Opening balance	-	-
Additions	1,993	-
Lease payment	(623)	-
Interest	79	-
FX impact	(27)	-
Closing balance	1,422	-

The lease liabilities can be broken down as follows:

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Liabilities less than 12 months	405	-
Liabilities due between 1 and 5 years	991	-
Liabilities due later than 5 years	167	-
Total future lease payments	1,563	-
Total future interest payments	(141)	-
Total lease liabilities	1,422	-

22 Trade and other payables

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Trade payables	497	723
Accruals and other payables	2,439	2,497
Taxes and social security charges	709	272
	3,645	3,492
Presented as:		
Current	3,645	3,492

	Company 31 March 2021 €'000	Company 31 December 2019 €'000
Amounts due to group companies	602	412
Accruals	59	67
	661	479
Presented as:		
Current	661	479

22 Trade and other payables (continued)

All current liabilities fall due in less than one year. Trade and other payables are classified as financial liabilities held at amortised cost. The fair value of the payables approximates to the book value.

23 Contract liabilities – current

	Group 31 March 2021 €'000	Group 31 December 2019 €'000
Contract obligations - licences	1,832	1,774
Contract obligations - maintenance	6,226	5,989
Contract obligations - professional services	-	179
	8,058	7,942
Reconciliation of movements in the period:		
Opening balance	7,942	-
Additions – business combinations	-	6,100
Payments received in advance	26,887	31,999
Transferred to revenue	(26,658)	(30,171)
Foreign exchange adjustments	(113)	14
Closing balance	8,058	7,942

The aggregate amount of which the transaction price allocated to performance obligations that are unsatisfied at the end of the reporting period was €8,058k as at 31 March 2021 (at 31 December 2019 - €7,942k) and is expected to be recognised as revenue in future periods as follows:

Within 6 months	5,060	4,864
6 to 12 months	2,998	3,078
	8,058	7,942

24 Financial instruments

The carrying amount of financial assets and financial liabilities recorded by category is as follows:

	31 March 2021 €'000	31 December 2019 €'000
Financial assets		
Measured at amortised cost:	**Group**	**Group**
Trade and other receivables	1,423	4,644
Contract assets	689	1,661
Cash and cash equivalents	5,759	1,255
	7,871	7,560
	Company	**Company**
Trade and other receivables	30	51

	31 March 2021 €'000	31 December 2019 €'000
Financial Liabilities		
Measured at amortised cost:	**Group**	**Group**
Borrowings	55,808	54,158
Trade and other payables	2,936	3,220
	58,744	57,378

24 Financial instruments (continued)

	Company	Company
Trade and other payables	661	479

None of the financial assets or financial liabilities were measured at fair value at 31 March 2021 and 31 December 2019.

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables, short-term borrowings and contract liabilities approximated their fair values due to the short-term maturities of these assets and liabilities.

The fair values of other long-term borrowings are not materially different from the carrying amounts.

25 Financial risk management

The Group's activities expose it to a variety of financial risks. Management identifies and evaluates the financial risks based on principles for overall risk management. The Group's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance. Management is of the opinion that the Group's exposure to financial risks is limited. The Group is exposed to the following financial risks:

(a) Market risk

i. *Foreign exchange risk*
The Group operates on a global scale. The currency risk for the Company arises because significant revenue is invoiced in US$ and significant costs are incurred in US$ and £. Management continues to monitor the effect of currency risk and will consider currency hedging if necessary.

ii. *Price risk*
Price risk can partly be mitigated by negotiating lower prices with suppliers. The pricing in long-term maintenance contracts is often subject to an annual indexation.

iii. *Interest rate risk and cash flow risk*
The Group incurs interest rate risk on interest-bearing non-current liabilities.

The Group incurs risk on fixed-interest loans with respect to the fair value due to changes in the market rate of interest. No financial derivatives for interest rate risk are contracted.

If interest rates had been 100 basis points higher or lower, with all other variables held constant, the Group's loss for the period would increase or decrease by €687k based on the 15-month period.

The carrying amounts of the Group's trade and other receivables and contract assets are denominated in the following currencies:

	31 March 2021 €'000	31 December 2019 €'000
Euro	2,336	3,924
British pound	183	961
US Dollar	557	2,602
	3,076	7,487

(b) Credit risk
The Group does not believe it has any significant concentrations of credit risk. Sales are made to customers that meet the Company's credit rating. Services are provided subject to a payment term of in most cases 30 days after invoice. A different payment period may apply to specific clients. Receivables are considered to be in default when the principal or any interest is more than 180 days past due, based on an assessment of past payment practices and the likelihood of such overdue amounts being recovered.

25 Financial risk management (continued)

(b) Credit risk (continued)

As all sales are made to customers that meet the Group's credit rating, all financial instruments are considered to have low credit and default risk upon initial recognition in consideration that the Group's customers comprise mostly of blue-chip institutions. The Group has not historically experienced any bad debts. The Group does not provide for credit losses on the basis that historically there have been no issues in recovering debt receivables, and due to the nature of the Group's customers, there is no future expectation of any impaired receivables. Receivables are written off by the Group when there is no reasonable expectation of recovery and the receivables past due are not covered by security or a guarantee.

There has been no significant increase in any of the Group's receivables since initial recognition.

No further analysis, other than the below, has been provided on the quality of these debts as they are not believed to pose a material threat to the Group's future results.

The Group's principal financial assets are bank balances and cash, trade, and other receivables.

The Group has no significant credit risk with exposure spread over a blue-chip customer base many of whom have ongoing maintenance and support agreements.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Group assesses the credit ratings of these counterparties on a frequent basis to ensure any potential credit risk is mitigated.

The maximum credit risk to which the Group is exposed is:

	31 March 2021 €'000	31 December 2019 €'000
Cash and cash equivalents	5,759	1,255
Trade and other receivables	2,387	5,606
Contract assets	689	1,661
	8,835	8,522

As explained in note 19, cash and cash equivalents represent bank balances. The Group does not hold collateral for any of its receivables.

None of the trade receivables are impaired as at 31 March 2021 and 31 December 2019.

	Current and <30 days €'000	Overdue 31–60 days €'000	Overdue 61–90 days €'000	Overdue >90 days €'000
Trade receivables				
At 31 December 2019	2,952	1,690	2	-
Trade receivables				
At 31 March 2021	1,240	58	103	22

(c) Liquidity risk

The Group trades internationally and has created natural currency hedges where possible to ensure foreign currency exchange risk is minimised. Working capital is principally driven by customer payments which as referenced above present minimal risk.

25 Financial risk management (continued)

(c) Liquidity risk (continued)

In order to maintain liquidity to ensure sufficient funds are available for ongoing operations and future developments, the Group uses a mixture of long term and short-term debt finance.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Borrowings	Trade and other payables	Contract liabilities	Total
	€'000	€'000	€'000	€'000
Less than 3 months	1,965	3,492	2,722	8,179
3 months to 1 year	3,742	-	5,220	8,962
1 – 5 years	19,956	-	-	19,956
Over 5 years	61,849	-	-	61,849
Balance at 31 December 2019	87,512	3,492	7,942	98,946

	Borrowings	Trade and other payables	Contract liabilities	Total
	€'000	€'000	€'000	€'000
Less than 3 months	525	3,645	2,722	6,892
3 months to 1 year	6,139	-	5,336	11,475
1 – 5 years	75,390	-	-	75,390
Over 5 years	-	-	-	-
Balance at 31 March 2021	82,054	3,645	8,058	93,757

Borrowings are interest bearing at the applicable rates as disclosed in note 20. All other liabilities are non-interest bearing.

26 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, raise new contributions, or sell assets to reduce debt.

26 Capital management (continued)

The Group monitors liquidity and metrics including leverage, being the ratio of debt to EBITDA, cash flow available for debt service and fixed charge cover, being the ratio of commitments such as interest and tax to EBITDA. Total capital is as follows:

	31 March 2021 €'000	**31 December 2019 €'000**
Total borrowings	55,808	54,158
Less: cash and cash equivalents (note 19)	(5,759)	(1,255)
Net debt	50,049	52,903
Total equity	(21,506)	(13,471)
Total capital	28,543	39,432

27 Deferred tax

The major deferred tax liabilities and assets recognised by the group are:

	Liabilities 31 March 2021 €'000	**Assets 31 December 2019 €'000**
Timing differences – fair value of intangible assets on business combinations	4,568	5,616

The provision for deferred income tax liabilities arises from taxable differences between the valuation of intangible assets for financial reporting purposes and for tax purposes.

The deferred tax liabilities are calculated against the future nominal corporate income tax rate of 17%.

The analysis of deferred tax liabilities is as follows:

	31 March 2021 €'000	**31 December 2019 €'000**
Deferred tax liabilities:		
Expected to be recovered within 12 months	838	838
Expected to be recovered in more than 12 months	3,730	4,778
	4,568	5,616

The movements of deferred tax liabilities on continuing operations recognised in the period in respect of each type of temporary difference are as follows:

	31 March 2021 €'000	**31 December 2019 €'000**
Opening balance	5,616	-
Deferred tax debited to Goodwill on business combinations	-	6,664
Credit to profit or loss for the period	(1,048)	(1,048)
Closing balance	4,568	5,616

Deferred tax on the undistributed earnings of subsidiaries has not been provided for, since the Group is able to control the timing of the distribution and it is probable that they will not be distributed in the foreseeable future.

27 Deferred tax (continued)

For the 16- month period ended 31 December 2019, a deferred tax asset was not recognised in respect of unrecognised tax losses of €2,464k due to timing of the reversal of these losses being uncertain. All tax losses have been utilised as at 31 March 2021.

28 Equity capital

	31 March 2021 €	31 December 2019 €
Authorised:		
7,837,923 Ordinary A shares of 1 cent each	78,379	78,379
105,159 Ordinary B shares of 1 cent each	1,052	1,052
472,838 Ordinary C shares of 1 cent each	4,728	4,728
1,484,080 Ordinary D shares of 1 cent each	14,841	14,841
1 Deferred share of 0.01 GBP each	-	-
	99,000	99,000

	31 March 2021 €	31 December 2019 €
Allotted, issued, and fully paid up:		
7,837,923 Ordinary A shares of 1 cent each	78,379	78,379
105,159 Ordinary B shares of 1 cent each	1,052	1,052
472,838 Ordinary C shares of 1 cent each	4,728	4,728
1,419,680 Ordinary D shares of 1 cent each	14,197	14,841
1 Deferred share of 0.01 GBP each	-	-
	98,356	99,000

	Ordinary A shares €0.01 No.	Ordinary B shares €0.01 No.	OrdinaryC shares €0.01 No.	OrdinaryD shares €0.01 No.	Deferred shares £0.01 No.	Total No.
Issued on incorporation	-	-	-	-	1	1
Issued to the parent entity	6,225,879	-	-	-	-	6,225,879
Issued to members of the parent	1,612,044	-	-	-	-	1,612,044
Issued to the chairman	-	105,159	-	150,000	-	255,159
Issued to Group management	-	-	472,838	1,269,680	-	1,742,158
At 31 March 2021	7,837,923	105,159	472,838	1,419,680	1	9,835,601

On incorporation of Asset Control Topco Limited, the company issued 1 Deferred share of £0.01. On 10 September 2018, the date of acquisition of the Asset Control Group, the company issued 7,837,923 Ordinary A shares of €0.01 to the Company's immediate parent, Sovereign Capital IV LP, and members of the parent. The shares were issued to raise capital for the acquisition of the Asset Control Group. On the same date the company issued 105,159 Ordinary B shares, with nominal value of €0.01, were issued to the Chairman.

In addition, and on the same date, 472,838 Ordinary C shares and 1,344,080 Ordinary D shares, each with nominal values of €0.01, were issued to management personnel of the Group.

In the 16-month period ended 31 December 2019, another 140,000 shares were issued to management personnel of the Group, as part of an incentive and retention policy for key employees. In the 15-month period ended 31 March 2021, 64,400 shares were repurchased from management personnel of the Group.

All shares are non-redeemable and have attached to them full dividend and capital distribution rights. All Ordinary shares rank equally and carry one vote at general meetings. Deferred shares have no rights to attend, speak or vote at general meetings.

29 Reserves

Retained earnings
Cumulative profit and loss net of distributions to owners.

Currency translation reserve
Foreign exchange gains and losses on the retranslation of the results and net assets of the Company's foreign subsidiaries.

30 Provisions

The provision in these financial statements is for historic tax liabilities relating to overseas subsidiaries. In assessing the level of the provision, the Group has taken independent advice, considered the range of likely outcomes taking each impacted tax year in turn and has included an estimate for the impact of any interest and penalties that may be applied. The liability is expected to be settled in the next 12 months.

31 Financial commitments, guarantees and contingent liabilities

In accordance with section 479C of the Companies Act 2006, the company has provided a guarantee over the liabilities of the following subsidiaries:
Asset Control Midco Limited
Asset Control Holdco Limited
Asset Control Bidco Limited
Asset Control Technology Limited

32 Cash generated from Group operations

	15 Months to 31 March 2021 €'000	16 Months to 31 December 2019 €'000
Loss for the period before tax	(6,426)	(14,048)
Adjustments for:		
Depreciation of property, plant, and equipment	107	115
Depreciation of right-of-use	605	6,162
Amortisation of other intangible assets	6,655	-
Finance costs	6,951	9,342
Interest expenses lease liabilities	79	-
Acquisition costs	-	8,214
Finance income	(2)	(19)
Movements in working capital:		
Decrease/(increase) in receivables	4,411	(3,632)
Increase in payables	269	2,309
Cash generated from operations	12,649	8,443

33 Related party transactions

All legal entities that can be controlled, jointly controlled, or significantly influenced are considered to be a related party. Also, entities which can control the Company are considered a related party. In addition, statutory directors and close relatives are regarded as related parties.

Intercompany transactions, profits, and balances between fellow wholly owned group companies have not been disclosed.

Sovereign loan notes (see note 20)
In the 15-month period ended 31 March 2021 an amount of €3,487k (16-month period ended 31 December 2019 - €3,704k) has been accrued as interest charges and an amount of €2,530k (16-month period ended 31 December 2019 - €2,986k) has been paid to the loan note holders.

33 Related party transactions (continued)

Management loan notes (see note 20)
In the 15-month period ended 31 March 2021 an amount of € 190k (16-month period ended 31 December 2019 - €223k) has been accrued as interest charges and added to the principal amount. No interest has been paid.

Key management compensation
Key management includes directors (executive and non-executive), having authority and responsibility for planning, directing, and controlling the activities of the entity.

The remuneration of key management personnel of the Group is as follows:

	15 Months to 31 March 2021 €'000	16 Months to 31 December 2019 €'000
Salaries and short-term employee benefits	2,587	4,168
Post employee benefits	71	60
Employers' national insurance contributions	272	449
	2,930	4,677

Reference is also made to note 20, the management loans that have been included in Borrowings.

34 Parent company

The Group is ultimately controlled by Sovereign Capital IV LP. No one person has ultimate control of Sovereign Capital IV LP.

35 Events after the reporting period

After the balance sheet date, no significant events have taken place that have a material impact on the financial position of the Group as at 31 March 2021.

However, as noted in Note 2 Going Concern, the emergence of the Covid-19 pandemic has had a material effect on global markets and therefore presents a potential risk to future trading.

Recognising this, the Group reviewed its trading forecast and concluded the business was and remains able to continue trading with limited downside risk following the implementation of the Groups' Business Continuity Plan. The Groups' customers are robust financial institutions and have continued to trade as previously and the Groups' lenders continue to be supportive. Banking covenants are forecast to be achievable over the next 12 months.

ASSET CONTROL TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2021

36 Consolidated statement of comprehensive income – voluntary 12-month comparatives

CONTINUING OPERATIONS	**15 months to 31 March 2021**	12 months to 31 March 2021 *Voluntary*[1]	12 months to 31 March 2020 *Voluntary*[1]
	(IFRS 16)	(IFRS 16)	(IFRS 16)
	€'000	€'000	€'000
Revenue	**29,182**	24,040	24,504
Employee benefit expense	**(18,372)**	(16,351)	(15,631)
Depreciation and amortisation	**(7,367)**	(5,978)	(5,259)
Other operating expenses	**(2,841)**	(1,544)	(2,572)
Operating profit	**602**	167	1,042
Finance income	**2**	-	-
Finance costs	**(7,030)**	(6,648)	(5,699)
Loss before tax	**(6,426)**	(6,481)	(4,657)
Income tax (expense)/credit	**(1,463)**	(1,603)	435
Loss for the period	**(7,889)**	(8,084)	(4,222)
Other comprehensive income net of taxation			
Foreign exchange (losses)/gains	**(132)**	289	101
Total comprehensive loss for the period	**(8,021)**	(7,795)	(4,121)