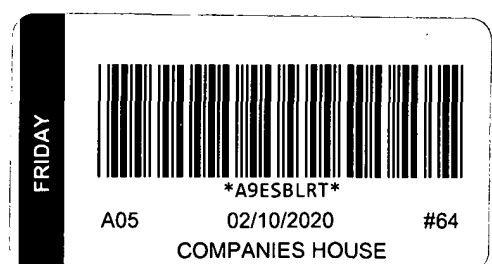


REGISTERED NUMBER: 11740244 (England and Wales)

11

Annual Report and
Unaudited Financial Statements for the Period Ended 30 November 2019
for
SThree Dollar UK Limited
Incorporated 24 December 2018



	PAGE
Company Information	1
Report of the Directors	2
Income Statement	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Notes to the Financial Statements	7

SThree Dollar UK Limited

**Company Information
for the Period Ended 30 November 2019**

DIRECTORS:

D Mackay (appointed 24 December 2018)
S Hornbuckle (appointed 24 December 2018)

COMPANY SECRETARY:

S Hornbuckle (appointed 24 December 2018)

REGISTERED OFFICE:

1st Floor
75 King William Street
London
EC4N 7BE
United Kingdom

REGISTERED NUMBER:

11740244 (England and Wales)

SThree Dollar UK Limited

Report of the Directors for the Period Ended 30 November 2019

For the year ended 30 November 2019, SThree Dollar UK Limited ('the Company') was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The Directors present their report with the unaudited financial statements of the Company for the period ended 30 November 2019.

A separate Strategic Report has not been prepared as the Company is entitled to the small companies exemption under section 414B of the Companies Act 2006.

INCORPORATION

SThree Dollar UK Limited is a private limited company and is registered, incorporated and domiciled in England. The Company was incorporated on 24 December 2018. The functional and presentational currency is USD.

PRINCIPAL ACTIVITIES

The principal activity of the Company for the period under review was that of the provision of finance to members of the SThree Group.

Results

The results for the Company show a profit before income tax of \$5,200,000 for the year ended 30 November 2019. The financial position of the Company at the end of the year is given in the Statement of Financial Position on page 5.

The Directors regard the performance for the year and the financial position at the year end, as stated in the Income Statement and the Statement of Financial Position on pages 4 and 5, as satisfactory.

Future outlook

The Company is expected to continue to operate as part of the SThree plc Group companies in 2020.

Going Concern

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

Principal risks and uncertainties

The Company is linked to SThree plc Group. The Directors of SThree plc assess and manage all risks and uncertainties faced by its various subsidiaries and linked entities on a group-wide basis. The SThree plc Group's principal risks and uncertainties are discussed in more detail on pages 76 to 87 of its Annual Report 2019.

Brexit

Brexit itself does not present specific or direct challenges to the Company's business model and operations, it is the uncertainty created and related macro-economic impacts which pose greater risk.

The UK Departure from the EU after the transition period without a free trade arrangement presents both a risk and an opportunity. Cross border flows of candidates will likely be impacted, whilst clients may also look to relocate to ensure a continuing EU base.

To mitigate any Brexit risks, a number of specific actions have been undertaken under a plan which is project managed by a working group and monitored at the SThree Group Board level. Ongoing viability, dividend and tax assessments have all been undertaken in the light of Brexit and there is no material business impact either positively or negatively.

SThree trading arms are well positioned in attractive STEM markets and have a strong EU presence in sectors which are likely to be impacted, such as Banking & Finance, which is part of our core investor proposition.

The Company is therefore well prepared for this eventuality and we have the administrative, legal and IT framework in place to ensure that we are able to carry on running the business as we do now. In terms of costs, there would likely be some additional administrative costs but these should be de minimis.

Events post reporting date

The outbreak of coronavirus ('COVID-19') in early 2020 has affected business and economic activity around the world, including the United Kingdom where the Company operates. The Directors considered this outbreak to be a non-adjusting event as it did not provide evidence of conditions that existed at the reporting date as of 30 November 2019.

At this stage, given the current uncertainty and the potential for further government initiatives emerging across the globe, the range of potential outcomes for the global economy are difficult to predict. Possible outcomes range from successful virus containment and minor short-term impact, to a prolonged global contagion resulting in potential recession.

Events post reporting date - continued

The Directors are monitoring the COVID-19 outbreak developments closely and follow the guidance issued by the Board of the ultimate parent company, SThree plc. In response to the crisis, the Board of SThree plc has already taken a proactive stance early on, creating a dedicated COVID-19 crisis committee ('G16') made up of key senior managers from across the business. It convenes daily to make sure all possible actions to help mitigate the impact are taken quickly and effectively.

On a day-to-day basis, key business lead indicators are being tracked, factoring in the impact of local governments' actions, potential deterioration in credit risk of clients as well as any procedures in place to mitigate impact (whether on contractors, customers, employees or cash liquidity). Debt funding, cash collection, banking covenants, and local governments' assistance measures including VAT payment deferral, are also being carefully considered in line with policy and principles. Where necessary, the Board has been implementing contingency plans to mitigate the potential adverse impact on the Group's employees and world-wide operations. The Board of SThree plc has also instigated a weekly update call, to ensure continuing focus and consideration of all key stakeholders, regions and business areas. Within regions, various activities continue to be undertaken with contractors and clients to provide protection and assess impacts, all of which feed into or result from the G16, so that there is alignment both at regional and Group level.

DIVIDENDS

A dividend of \$nil was declared and paid during the period.

DIRECTORS

The Directors who have held office anytime during the year and up to the date of signing this report are: D Mackay and S Hornbuckle.

DIRECTORS' INDEMNITIES

Section 234 of the Companies Act 2006 gives companies the power to extend indemnities to Directors against liability to third parties (excluding criminal and regulatory penalties) and also to pay Directors' legal costs in advance, provided that these are reimbursed to the Company should the individual Director be convicted or, in an action brought by the Company, where judgement is given against the Director. The ultimate parent company, SThree plc, has taken advantage of this section. No Directors of are the directors of SThree plc.

SThree plc currently has a Directors' and Officers' Insurance policy in place, which provides this cover. The costs incurred are borne by the ultimate parent company. The policy has been in place for the whole financial year and up to the date of signing the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

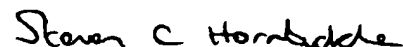
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

BY ORDER OF THE BOARD:



S Hornbuckle (Director)

30 April 2020

SThree Dollar UK Limited

**Income Statement
for the Period Ended 30 November 2019**

		Period From 24 December 2018 to 30 November 2019 \$'000
	Note	
CONTINUING OPERATIONS		
Finance income	3	<u>5,200</u>
PROFIT BEFORE INCOME TAX		5,200
Tax on profit	5	<u>(734)</u>
PROFIT FOR THE PERIOD		<u>4,466</u>

There are no other comprehensive income or expenses other than those included in the profit for the current period and therefore a separate statement of comprehensive income is not presented.

The accompanying notes form an integral part of these financial statements.

SThree Dollar UK Limited

**Statement of Financial Position
as at 30 November 2019**

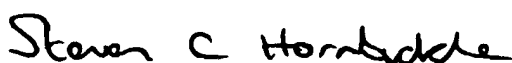
		30 November 2019 \$'000
	Note	
ASSETS		
CURRENT ASSETS		
Debtors	5	70,200
TOTAL CURRENT ASSETS		70,200
TOTAL ASSETS		70,200
LIABILITIES		
Current tax liabilities		734
TOTAL LIABILITIES		734
NET CURRENT LIABILITIES		69,466
NET LIABILITIES		69,466
CAPITAL AND RESERVES		
Called up share capital	6	-
Share premium account		65,000
Retained earnings		4,466
TOTAL SHAREHOLDERS' FUNDS		69,466

For the financial year in question the company was entitled to exemption under section 479a of the Companies Act 2006. No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements on pages 4 to 10 were approved by the Board of Directors and authorised for issue on 30 April 2020 and were signed on its behalf by:

The accompanying notes form an integral part of these financial statements.



S Hornbuckle
Director

SThree Dollar UK Limited

**Statement of Changes in Equity
for the Period Ended 30 November 2019**

	Called up share capital \$'000	Share premium account \$'000	Retained earnings \$'000	Total shareholders' funds \$'000
Profit for the period	-	65,000	4,466	69,466
Balance at 30 November 2019	-	65,000	4,466	69,466

The accompanying notes form an integral part of these financial statements.

1 ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) which allows individual companies in a group to apply EU-adopted IFRS recognition and measurement principles, but with exemptions from various disclosures. These financial statements are also in compliance with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101.

SThree plc, the ultimate parent undertaking of the Company, prepares the group consolidated financial statements in accordance with International Financial Reporting Standards ('IFRSs') as adopted and endorsed by the European Union ('EU'). Copies of SThree plc consolidated financial statements can be obtained from the Company Secretary at 1st Floor, 75 King William Street, London, EC4N 7BE, United Kingdom.

The company is a wholly-owned subsidiary of SThree plc and is included in the consolidated financial statements of SThree plc which are publicly available.

The disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Cash flow statement,
- Strategic report,
- Related party transactions between the ultimate parent and wholly owned subsidiaries,
- Management of financial risk disclosures including management of credit, liquidity, and market risk and interest rate sensitivity analysis,
- Disclosures around categories of financial instruments, and
- Disclosures of new but not effective accounting standards and interpretations.

The Company's financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires the Directors to exercise its judgment in the process of applying the Company's accounting policies. The Directors consider that the areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates affect the financial statements, do not substantially impact the results.

Going Concern

The Company meets its day-to-day working capital requirements mainly through intercompany funding arrangements that are expected to remain in place for the foreseeable future.

Based on the review of the Company's plans, it is expected that the Company should be able to operate within its available resources without need for any external funding. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing these financial statements.

1 ACCOUNTING POLICIES - continued

Taxation

Corporation tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profits for the period. Taxable profit differs from profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the end of the reporting date.

Deferred tax is recognised in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Debtors

On the initial recognition, debtors, which mainly comprise 'Amounts due from the group undertakings', are classified as financial assets held at amortised cost.

On subsequent measurement dates, debtors are measured at cost, less any expected credit losses.

The expected credit losses determined for 'Amounts due from the group undertakings' were immaterial at the reporting date. The Directors applied a probability of default approach, under which the amount of calculated expected credit losses was below the materiality threshold.

**Notes to the Financial Statements - continued
for the Period Ended 30 November 2019**

2 EMPLOYEES AND DIRECTORS

The Company had no employees at any time during the period.

Directors

None of the Directors received or waived any emoluments from the Company in respect of their services to the Company. The Directors were remunerated by other group companies with no recharge to the Company. No contributions were paid to the Directors' personal pension plans during the period.

3 INTEREST INCOME

	2019 \$'000
Finance income:	
Intercompany interest	5,200

4 TAX ON PROFIT

Period From
24 December
2018 to
30 November 2019
\$'000

Analysis of the tax charge

Current tax charge	734
Total current tax charge	734

Factors affecting tax charge

The effective rate of corporation tax for the period is lower than the standard rate of corporation tax in the UK of 19.00%. It is explained below:

Period From
24 December
2018 to
30 November 2019
\$'000

Profit before income tax	5,200
Profit before income tax multiplied by the standard rate of corporation tax in the UK of 19.00%.	988
Effects of:	
Permanent items	(254)
Total tax expense	734

**Notes to the Financial Statements - continued
for the Period Ended 30 November 2019**

5 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

**30 November
2019
\$'000**

Amounts due from the group undertakings	70,200
	<u>70,200</u>

All amounts detailed above are payable within one year. The fair values of debtors are not materially different from those disclosed above.

Amounts due from the group undertakings are unsecured, and are subject to annual interest at a rate of 15 basis points in excess of the Group's external borrowing costs under its Revolving Credit Facility.

6 CALLED UP SHARE CAPITAL

Authorised Number:	Class:	Nominal value:	2019 \$'000
2	Ordinary	\$2	-

Issued Number:	Class:	Nominal value:	2019 \$'000
2	Ordinary	\$2	-

7 IMMEDIATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The Company is a wholly-owned subsidiary of SThree Overseas Holdings Limited, a company incorporated and domiciled in England and Wales. SThree plc is the ultimate controlling party and the largest group which produces the group financial statements in which the results of the Company are consolidated. The group financial statements of SThree plc can be obtained from its Company Secretary at 1st Floor, 75 King William Street, London, EC4N 7BE, United Kingdom.

8 EVENTS OCCURRING AFTER THE REPORTING DATE

In early 2020, the existence of a new Coronavirus, now known as COVID-19, was confirmed and since this time COVID-19 has spread across the world. COVID-19 has caused disruption to global markets and economic activity.

The Company considers the emergence and spread of COVID-19 to be a non-adjusting event as it did not provide evidence of conditions that existed at the reporting date as of 30 November 2019. Given the inherent uncertainties, it is not practicable at this stage to determine the impact of COVID-19 on the Company or to provide a quantitative estimate of this impact.