

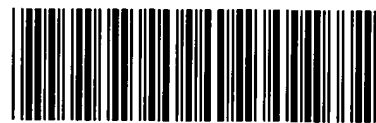
Pentest Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the period ended 31 March 2020

Company Registration No: 11925182

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PENTEST LIMITED

CONTENTS	Page
Company information	2
Strategic report	3
Directors' report	4
Independent auditors' report to members of Pentest Limited	6
Statement of comprehensive income	9
Statement of financial position	10
Statement of changes in equity	11
Notes to the financial statements	12

PENTEST LIMITED

COMPANY INFORMATION

DIRECTORS

P Harris
P McFadden
D Williams

COMPANY NUMBER

11925182

REGISTERED OFFICE

22 Great James Street
London
England
WC1N 3ES

INDEPENDENT AUDITOR

BDO LLP
55 Baker Street
London
W1U 7EU

BUSINESS ADDRESS

26a The Downs
Altrincham
WA14 2PU

BANKERS

Natwest Bank
440 Strand
London
WC2R 0QS

SOLICITORS

Mayer Brown
201 Bishopsgate
London
EC2M 3AF

PENTEST LIMITED

STRATEGIC REPORT

The Directors submit their strategic report for the financial period ended 31 March 2020.

PRINCIPAL ACTIVITY

The Company's principal activity during the year was the sale of consultancy and advisory services on a range of subjects including penetration testing, red-teaming and offensive security.

BUSINESS REVIEW

The Company's key financial indicators during the year were as follows:

	12 months to 31 March 2020 £
Turnover	1,811,766
Gross profit	401,719
Gross profit margin	22%
Operating loss	(637,030)

Revenue of £1,811,766 and an operating loss of £637,030 for the year ended 31 March represent the company's first year of trading since its incorporation on 4th April 2019.

FUTURE DEVELOPMENTS

The Company is focussed to deliver sustainable growing revenues and profits from its existing core areas of expertise through the continued commitment to build a strong management team capable of scaling the business, organisational effectiveness, investment in technology and tight cost control.

PRINCIPAL RISKS AND UNCERTAINTIES

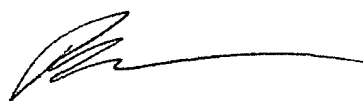
The key business risk and uncertainties affecting the Company arise from potential cyber security attacks along with the rapidly changing technologies which require continued investment. Further discussion of these risks and uncertainties, in the context of Shearwater Group plc as a whole, is provided in the group's annual report. The financial statements of Shearwater Group plc are publicly available and can be accessed via the following link: <https://shearwatergroup.com/investor-overview/>

FINANCIAL RISK MANAGEMENT

Liquidity risk, credit risk and currency risk are managed on a group-wide basis by the Company's ultimate parent Company, Shearwater Group plc. The Company operates in accordance with funding policies controlled by the Executive Directors of the ultimate parent Company.

The Company is exposed to credit risk associated with selling on credit, which it manages through credit control procedures. The Company has international customers, some of which are invoiced in US Dollars and Euros. The Company maintains bank accounts in foreign currencies, which is converted to Sterling at appropriate times in accordance with the ultimate parent Company's policy.

By order of the board



P Harris
Director
19 March 2021

PENTEST LIMITED

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the financial period ended 31 March 2020.

GOING CONCERN

The Directors continue to adopt the going concern basis in preparing the annual report and financial statements. Further details are set out in note 1.

DIVIDENDS AND RESULTS

No dividends were proposed or paid in the year to 31 March 2020. Results for the year are detailed on page 9.

DIRECTORS

The Directors who held office during the period and up to the date of signing the accounts are as shown below:

C Greening (appointed 4 April 2019, resigned 9 April 2019)
P Harris (appointed 22 May 2019)
L Jones (appointed 4 April 2019, resigned 9 April 2019)
P McFadden (appointed 11 March 2020)
T Morris (appointed 9 April 2019, resigned 11 March 2020)
D Williams (appointed 9 April 2019)

DIRECTORS' THIRD PARTY INDEMNITY PROVISIONS

A qualifying third-party indemnity provision was in place for Directors throughout the year and at the date of approval of the financial statements.

FUTURE DEVELOPMENTS AND PRINCIPAL RISKS AND UNCERTAINTIES

Future developments and principal risks and uncertainties are disclosed within the Strategic Report on page 3.

COVID-19

The Company, in conjunction with its ultimate parent company has demonstrated its resilience during the first wave of the Covid-19 global pandemic having implemented effective remote working practices that has allowed it to continue trading effectively. That said the Directors continue to monitor the everchanging landscape of the Covid-19 pandemic and challenges that this presents. The Company has worked closely with its customers to understand the challenges they face, not just in the short term but also understanding the potentially changing landscape going forward. This has allowed the Company to review their service offerings to ensure that they continue to meet the needs of the customer. To ensure that we are able to meet the needs of our customers we have maintained regular contact with key suppliers, ensuring that we understand in advance any potential challenges to the supply chain. Throughout the current lockdown management have maintained regular contact with employees, ensuring that our staff are kept up to date with events.

PENTEST LIMITED

DIRECTORS' REPORT (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosures Framework* (FRS 101).

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 these financial statements, the Directors are required to:

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

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

DISCLOSURE OF INFORMATION TO AUDITOR

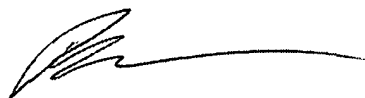
Each person who is a Director at the date of approval of this report confirms that:

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

INDEPENDENT AUDITORS

BDO LLP have indicated their willingness to remain in office and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

On behalf of the board



P Harris
Director
19 March 2021

PENTEST LIMITED

INDEPENDENT AUDITORS' REPORT TO MEMBERS OF PENTEST LIMITED

Opinion

We have audited the financial statements of Pentest Limited ("the Company") for the year ended 31 March 2020 which comprise the Statement of comprehensive income, Statement of financial position, Statement of changes in equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

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

PENTEST LIMITED

INDEPENDENT AUDITORS' REPORT TO MEMBERS OF PENTEST LIMITED (CONTINUED)

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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

PENTEST LIMITED

INDEPENDENT AUDITORS' REPORT TO MEMBERS OF PENTEST LIMITED (CONTINUED)

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.

BDO LLP

Nicole Martin (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London
19 March 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

PENTEST LIMITED

STATEMENT OF COMPREHENSIVE INCOME for the financial year ended 31 March 2020

	Note	31 March 2020 £
Revenue	2	1,811,766
Cost of sales		<u>(1,410,047)</u>
Gross profit		401,719
Administrative expenses		(1,038,749)
OPERATING LOSS	3	<u>(637,030)</u>
Interest payable		-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(637,030)</u>
Tax on loss	5	(1,293)
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR		<u><u>(638,323)</u></u>

The revenue and operating losses for the year arises from the Company's continuing operations.

The Company has no other comprehensive income other than those included in the results above.

PENTEST LIMITED

STATEMENT OF FINANCIAL POSITION As at 31 March 2020

	Note	31 March 2020 £
FIXED ASSETS		
Tangible assets	6	6,804
		<u>6,804</u>
CURRENT ASSETS		
Trade and other receivables	7	1,043,244
Cash and cash equivalents		12,174
		<u>1,055,418</u>
Creditors: Amounts falling due within one year	8	(1,697,589)
NET CURRENT ASSETS		<u>(642,171)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(635,367)</u>
PROVISION FOR LIABILITIES		
Creditors: Amounts falling due after one year		-
NET ASSETS		<u>(635,367)</u>
CAPITAL AND RESERVES		
Called up share capital	9	2,956
Retained loss		(638,323)
TOTAL SHAREHOLDERS' FUNDS		<u>(635,367)</u>

The financial statements on pages 9 to 18 were approved by the board of Directors and authorised for issue on 19 March 2021.



P Harris
Director

PENTEST LIMITED

STATEMENT OF CHANGES IN EQUITY for the financial year ended 31 March 2020

	Called up share capital	Retained loss	Total shareholders' funds
Shares issued on incorporation on 4 April 2019	100	-	100
Additional allotted shares issued	2,856	-	2,856
Loss and total comprehensive loss for the year	-	(638,323)	(638,323)
At 31 March 2020	2,956	(638,323)	(635,367)

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2020

GENERAL INFORMATION

Pentest Limited ('the Company') participates in the sales of consultancy and advisory services. The Company is a private limited Company and is incorporated and domiciled in the UK. The address of its registered office is 22 Great James Street, London, WC1N 3ES.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied unless otherwise stated.

BASIS OF PREPARATION

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention concept for financial assets and in accordance with the Companies Act 2006.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101.

- Paragraph 45(b) and 46-52 of IFRS 2, 'Share-based payment' (because the share-based payment arrangement concerns the instruments of another group entity).
- IFRS 7, 'Financial Instruments; Disclosures'.
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 'Property, plant and equipment';
 - (iii) paragraph 118(e) of IAS 38 'Intangible assets' (reconciliation between the carrying amount at the beginning and end of the period).
- The requirements of paragraphs 10(d), 10(f), 16, 38(a)-(d), 39(c), 111 and 134-136 of IAS 1 'Presentation of Financial Statements'.
- IAS 7, 'Statement of cash flows'.
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors';
- Paragraph 17 and 18A of IAS 24 'Related party disclosures' (key management compensation).
- The requirements in IAS 24 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.
- Paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j), to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 'Business Combinations'.
- The requirement to include a list of new accounting standards that have been issued but not yet applied.

GOING CONCERN

The Directors confirm that they are satisfied that the Company has adequate resources to continue in business for the foreseeable future, being a period of at least 12 months from the date of signing the audit report.

In response to the additional challenges created by Covid-19 management have reviewed and challenged what it believes to be an extreme scenario, reverse stress test, on the Company up to March 2022. The purpose of the reverse stress test for the Company is to test at what point the cash facilities would be fully utilised if the assumptions in the budget are altered.

The results of the reversed stress test have been shared with the Company's ultimate parent Company Shearwater Group plc which has subsequently consolidated these to give a position for the overall Group which demonstrates that the Group will be able to pay its debts as they fall due for the period to at least 31 March 2022.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Although the company is in a net current liability position the ultimate parent company, Shearwater Group plc, has stated its intention to provide financial support as necessary. The company owes £857,378 to Shearwater Shared Services Ltd, £642,812 to Xcina Consulting Ltd, £143,823 to Xcina Ltd (all fellow subsidiaries) which have confirmed that they will not recall the amount due within 12 months from signing the financial statements.

For these reasons, the directors continue to adopt the going concern basis in preparing the financial statements.

REVENUE

During the year, as required by IFRS, a new accounting standard – IFRS 15 “Revenue from Contracts with Customers” has been adopted using the fully retrospective approach.

Revenue with customers is evaluated based on the five-step model under IFRS 15 ‘Revenue from Contracts with Customers’: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to separate performance obligations; and (5) recognise revenues when (or as) each performance obligation is satisfied.

The Company has one revenue stream which is detailed below:

1) Sale of consultancy services:

Consultancy services are provided on a range of topics including penetration testing, red-teaming and offensive security. Client contracts stipulate a number of consultancy days that make up the contracted consideration and the Company has an enforceable right to payment for work completed to date. Consultancy days generally comprise of field work and (where required) report writing and delivery which are considered to be of equal value to the client. Revenue is recognised over time based on the number of consultancy days provided within the period compared to the total days in the contract.

Revenue recognised in the Statement of Comprehensive Income but not yet invoiced is held on the Statement of Financial Position within accrued income. Revenue invoiced but not yet recognised in the Statement of Comprehensive Income is held on the Statement of Financial Position within deferred revenue.

TANGIBLE FIXED ASSETS

Tangible assets are stated at historical cost less accumulated depreciation. Cost includes the original purchase price of the asset plus any costs of bringing the asset to its working condition for its intended use. Depreciation is provided at the following annual rates, on a straight-line basis, in order to write down each asset to its residual value over its estimated useful life.

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Office equipment

25 per cent per annum

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised, as adjusted items if significant, within the Statement of Comprehensive Income.

The Company assesses at each reporting date whether tangible fixed assets are impaired.

TAXATION

The charge for taxation is based on the profit or loss for the year and takes into account deferred tax. Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax based in the computation of taxable profit or loss and is accounted for using the balance sheet method.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluate positions taken in tax returns with respect to situations where applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

Deferred income tax assets and liabilities are measured at the rates that are expected to apply when the related asset is realised, or liability settled, based on tax rates and laws enacted or substantively enacted at the reporting date.

UNCERTAINTY OVER INCOME TAX TREATMENTS

IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The interpretation requires:

- The Group to determine whether uncertain tax treatments should be considered separately, or together as a Group, based on which approach provides better predictions of the resolution;
- The Group to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and
- If it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

The Group elected to apply IFRIC 23 retrospectively with the cumulative effect recorded in retained earnings as at the date of initial application, 1 April 2019. The adoption of IFRIC 23 has had no impact on retained earnings or on corporate tax liabilities.

PENSIONS

The Company operates a defined contribution pension scheme, the assets of which are held separately from those of the Company in an independently administered fund. Contributions are charged to the Statement of Comprehensive Income in the period in which they are incurred.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for income and expenses during the year and that affect the amounts reported for assets and liabilities at the reporting date.

▪ Revenue

Revenue recognition is a critical judgement which management consider and apply IFRS 15 criteria when recognising revenue in the financial statements.

FINANCIAL INSTRUMENTS

Pentest Limited's financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets

Financial assets comprise trade and other receivables (excluding prepaid commissions and prepaid expenses) and cash and cash equivalents. Financial assets are initially recognised at fair value plus directly attributable transaction costs.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Trade and other receivables are measured at amortised cost less a provision for doubtful debts, determined as set out below in "impairment of financial assets". Any write-down of these assets is expensed to the Statement of Comprehensive Income.

Impairment of financial assets

The impairment model under IFRS 9 reflects expected credit losses, as opposed to only incurred credit losses under IAS 39. Under the impairment approach in IFRS 9, it is not necessary for a credit event to have occurred before credit losses are recognised. Instead, the Company always accounts for expected credit losses and changes in those expected credit losses. The amount of expected credit losses are updated at each reporting date.

The new impairment model only applies to the Company's financial assets that are debt instruments measured at amortised costs or FVOCI as well as the Company's contract assets and issued financial guarantee contracts. The Company has applied the simplified approach to recognise lifetime expected credit losses for its trade receivables and contracts assets as required or permitted by IFRS 9.

Expected credit losses are calculated with reference to average loss rates incurred in the three most recent reporting periods. The Company's average combined loss rate is 0.1%. This percentage rate is then applied to current receivable balances using a probability risk spread as follows:

- 71% of debt not yet due (i.e. the Company's average combined loss rate of 0.1% is discounted by 20%, meaning a 0.08% provision would be made to debt not yet due);
- 85% of debt that is <30 days overdue;
- 90% of debt that is 30-60 days overdue;
- 90% of debt that is 60-90 days overdue; and
- 100% of debt that is >90 days overdue.

Management have performed the calculation to ascertain the expected credit loss which works out to £655. The Company has a record of no bad debts since incorporation.

A calculation for expected credit loss has been made in relation to the Company's inter-group receivables. This is made up of a specific provision for expected credit default plus a general provision which is based upon a 0.5% provision per-annum for each year the receivable is expected to remain outstanding.

At 31 March 2020 the expected credit loss on inter-group receivables is £192.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Comprehensive Income.

Financial liabilities

Trade and other payables

Financial liabilities within trade and other payables are initially recognised at fair value, which is usually the invoiced amount. They are subsequently carried at amortised cost using the effective interest method (if the time value of money is significant).

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Comprehensive Income.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. REVENUE

Revenue is attributable to one segment of business.

The company's turnover by geographical area was as follows:

	31 March 2020
	£
United Kingdom	879,766
Europe	32,000
North America	900,000
	<u>1,811,766</u>

3. OPERATING LOSS

Operating loss is stated after charging

	31 March 2020
	£
Depreciation of owned tangible assets (note 6)	1,328
Auditors remuneration: statutory audit	<u>12,500</u>

4. EMPLOYEES

The average monthly number of persons (including Directors) employed by the Company during the year was:

	31 March 2020
	No
Sales and Marketing	26
Administration	1
	<u>27</u>

Staff costs for the above persons are:

	12 months to 31 March 2020
	£
Wages and salaries	1,686,918
Social security costs	202,933
Other pension costs	95,173
	<u>1,985,024</u>

Directors remuneration:

	12 months to 31 March 2020
	£
Wages and salaries	82,071
Social security costs	10,333
Other pension costs	2,462
	<u>94,866</u>

Two of the company's Directors were remunerated by Shearwater Group plc, the ultimate parent company; their emoluments are disclosed in the financial statements of Shearwater Group plc. One Director is remunerated by the company and their remuneration is included in the staff numbers above.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. TAX ON LOSS

	31 March 2020
	£
Current taxation:	
UK corporation tax on losses of the financial period	-
Deferred taxation	1,293
Tax on losses	<u>1,293</u>
Loss multiplied by the standard rate of UK corporation tax of 19%	(121,036)
Effects of	
Other expenses not deductible for tax purposes	(926)
Deferred taxation	1,293
Adjustment for group relief	121,962
	<u><u>1,293</u></u>

6. TANGIBLE ASSETS

	Office Equipment
	£
COST	
At 1 April 2019	-
Additions	8,132
At 31 March 2020	<u><u>8,132</u></u>
ACCUMULATED DEPRECIATION	
At 1 April 2019	-
Charge for the financial period	(1,328)
At 31 March 2020	<u><u>(1,328)</u></u>
NET BOOK VALUE	
At 31 March 2020	<u><u>6,804</u></u>

7. TRADE AND OTHER RECEIVABLES

	At 31 March 2020
	£
<i>Amounts due within one year</i>	
Amounts owed by group undertakings	820,644
Trade debtors	209,981
Prepayments and accrued income	12,619
	<u><u>1,043,244</u></u>

Amounts due from all subsidiaries are interest free, unsecured and are repayable on demand.

The total inter-group balances at year end include £721,206 from Shearwater Group plc, £27,144 from SecurEnvoy, £38,273 from GeoLang and £34,021 from Brokcourt Solutions Ltd.

PENTEST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8. CREDITORS: Due within one year

	At 31 March 2020 £
<i>Amounts due within one year</i>	
Amounts owed to group undertakings	1,644,012
Accruals and deferred income	12,557
Other taxation and social security	39,727
Deferred taxation	1,293
	<u>1,697,589</u>

Amounts due to all subsidiaries are interest free, unsecured and are repayable on demand.

9. CALLED UP SHARE CAPITAL

	At 31 March 2020 £
Authorised and Allotted, issued and fully paid:	
Ordinary shares of £1 each	<u>2,956</u>

10. OPERATING LEASE

On 01 May 2019 the Company entered into a 12 month lease on its offices which expires 30 April 2020. At year-end the remaining financial commitment to 30 March 2021 of this lease was £1,200.

11. ULTIMATE PARENT COMPANY

The Company is controlled by Shearwater Group plc, its immediate parent.

The ultimate parent Company, and the parent undertaking of the largest and smallest group for which consolidated financial statements are prepared is Shearwater Group plc, which is incorporated in the UK and for which financial statements are available from 22 Great James Street, London, WC1N 3ES.

12. RELATED PARTY TRANSACTIONS

Shearwater Group plc, together with its other wholly owned subsidiaries, offers certain group-wide purchasing facilities to the Company and other subsidiaries whereby the actual costs are recharged. Transactions during the year with other group entities were cost recharges and cash movements.

The Company is a wholly owned subsidiary of a group that prepares publicly available consolidated financial statements, namely the group headed by Shearwater Group plc, so it has taken advantage of the exemption IAS 24, 'Related party disclosure' to disclose related party transactions entered into between two or more members of a group.