

Aurora Midco 1 Limited

Report and financial statements

30 April 2022

Registered number 12998582

Aurora Midco 1 Limited

Company information

Company registration number

12998582

Director

P Stanley

C Rodgerson

Banker

Lloyds Bank Plc

City Office

Gillingham

Kent

ME8 0LS

Registered Office

30 Western Avenue

Milton Park

Abingdon

Oxfordshire

OX14 4SH

Aurora Midco 1 Limited

Strategic Report

The directors present their strategic report for the period ended 30 April 2022.

Principal activities and review of the business

The Company's principal activities during the period are that of an intermediate holding Company. The loss for the current period, after taxation, is £876,000, the Company did not trade during the prior period.

The Company is managed as part of the Achilles Group's overall activities. The Group wide key performance indicators are reported within Aurora II Topco Limited financial statements.

During the year the Company changed its accounting reference date from 30 September 2022 to 30 April 2022 to bring it in line with the rest of the Achilles Group.

Principal risks and uncertainties

The directors have considered and reviewed financial and business risks relating to Aurora Midco 1 Limited. The principal risks and uncertainties facing the Company are the same as those facing the Achilles Group as a whole. Accordingly risks and their management are set out in the financial statements of Aurora II Topco Limited.

Funding risk

At 30 April 2022, the Company had Management and Shareholder loan notes totalling £48,028,000 (30 September 2021: £nil).

The Directors expect that the funding providers will be willing to extend the funding or alternative sources of funding can be secured prior to the expiration of these existing facilities in October 2029.

Credit risk

All potential areas of financial risk are regularly monitored and reviewed by the directors. Preventative or corrective measures are taken as necessary. The credit risk of this Company is dependent on the recoverability of debts from the other group companies. The directors do not consider there to be a risk of default occurring.

Exchange rate risk

Fluctuations in exchange rates represent a risk because the Company's financial instruments are denominated in various foreign currencies. The Company seeks to mitigate this risk where practical by matching transactions and foreign currency assets and liabilities.

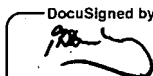
Interest rate risk

The interest rate on Group, Management and Shareholder loan notes are fixed and therefore the directors do not consider there to be a risk of significant interest rate variations.

Future developments

The Company's activities will remain unchanged from that of an intermediate holding Company.

By order of the Board

DocuSigned by:

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P Stanley
Director
21 February 2023

Aurora Midco 1 Limited

Director's report

The directors present their report and the audited financial statements for the period ended 30 April 2022.

Results and dividends

The Company's principal activities during the period are that of an intermediate holding Company. The loss for the current period, after taxation, is £876,000, the Company did not trade during the prior period.

Principal activities and review of the business

Please see the strategic report for a review of the business and future developments.

Financial Instruments

The Company uses a variety of financial instruments including cash, debtors and creditors, which arise directly from its operations. The main purpose of these financial instruments is to provide funding for the Company's subsidiaries.

Financial risk management objectives and policies

The main risk arising from the Company's financial instruments is credit risk as set in the Strategic Report.

Directors of the company

The Directors who served during the period were:

A Payne (resigned 1 October 2021)

M Legg (resigned 1 October 2021)

J Katzen (resigned 14 September 2022)

P Facchino (resigned 31 October 2022)

J O'Donnell (resigned 1 October 2022)

P Stanley (appointed 15 August 2022)

C Rodgeron (appointed 1 November 2022)

Director's liabilities

The Company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third-party indemnity remains in force as at the date of approving the Director's report.

Going concern

Please see the accounting policies for a review of the Company's ability to continue as a going concern.

Disclosure of information to the Auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board

DocuSigned by:

P Stanley

Director

21 February 2023

Registered Office

30 Western Avenue

Milton Park

Abingdon

Oxfordshire, OX14 4SH

Aurora Midco 1 Limited

Statement of Director's Responsibilities in respect of the Strategic report, the Director's report and the financial statements

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 financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Aurora Midco 1 Limited

We have audited the financial statements of Aurora Midco 1 Limited ("the company") for the period ended 30 April 2022 which comprise the Profit and Loss Account Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the company's policies and procedures to prevent and detect fraud as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

Independent auditor's report to the members of Aurora Midco 1 Limited (continued)

Fraud and breaches of laws and regulations – ability to detect (continued)

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards) and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of Aurora Midco 1 Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Other matter - prior period financial statements

We note that the prior period financial statements were not audited. Consequently ISAs (UK) require the auditor to state that the corresponding figures contained within these financial statements are unaudited. Our opinion is not modified in respect of this matter.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Michael Crowson

Michael Crowson (Senior Statutory Auditor)
for and on behalf of
KPMG LLP, Statutory Auditor
2 Forbury Place
33 Forbury Road
Reading
RG1 3AD

23 February 2023

Aurora Midco 1 Limited**Statement of comprehensive income**
for the period ended 30 April 2022

		Period ended 30 April 2022 £'000	Unaudited Period ended 30 September 2021 £'000
	Notes		
Administration expenses		(37)	-
Operating loss	3	(37)	-
Finance income	5	2,100	-
Finance expense	5	(3,018)	-
Loss on ordinary activities before taxation		(955)	-
Taxation	6	79	-
Loss after tax		(876)	-
Total comprehensive expense		(876)	-

All results are derived from continuing operations.

The accompanying notes form an integral part of these financial statements

Aurora Midco 1 Limited**Statement of financial position
at 30 April 2022**

	Notes	30 April 2022 £'000	Unaudited 30 September 2021 £'000
ASSETS			
Non-current assets			
Investments	7	42,547	-
Trade and other receivables	8	46,972	-
		<u>89,519</u>	-
Total assets		<u>89,519</u>	-
LIABILITIES			
Current liabilities			
Trade and other payables	9	(1,007)	-
Net current liabilities		<u>(1,007)</u>	-
Total assets less current liabilities		<u>88,512</u>	-
Non-current liabilities			
Loans and other borrowings	10	(46,841)	-
Total liabilities		<u>(48,056)</u>	-
Net assets		<u>41,671</u>	-
EQUITY			
Equity attributable to owners of the parent			
Called up share capital	11	42,547	-
Accumulated Losses		(876)	-
Total equity		<u>41,671</u>	-

The financial statements on pages 8 to 19 were authorised for issue by the Board of Directors on 21 February 2023 and were signed on its behalf by:

DocuSigned by:

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P Stanley
Director

Company registered number 12998582

The accompanying notes form an integral part of these financial statements

Aurora Midco 1 Limited**Statement of changes in equity**

At 30 April 2022

	Notes	Called-up share capital	Retained earnings	Total
		£'000	£'000	£'000
Balance on incorporation and as at 30 September 2021		-	-	-
Balance as at 1 October 2021		-	-	-
Loss for the period		-	(876)	(876)
Total comprehensive expense		-	(876)	(876)
Issue of Share Capital	11	42,547	-	42,547
Balance as at 30 April 2022		42,547	(876)	41,671

The accompanying notes form an integral part of these financial statements

Aurora Midco 1 Limited

Notes to the financial statements

At 30 April 2022

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Aurora Midco 1 Limited for the period ended 30 April 2022 were authorised for issue by the Board of Directors on 21 February 2023 and the statement of financial position was signed on the Boards' behalf by P Stanley. Aurora Midco 1 Limited is private company, incorporated domiciled and registered in England.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. The results of Aurora Midco 1 Limited are included in the consolidated financial statements of Aurora II Topco Limited, a company incorporated in UK.

The Company's financial statements are presented in Sterling.

2 Accounting policies

Aurora Midco 1 Limited is incorporated and domiciled in England.

The Company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements and from the provision of further information of the activity of its investments as it is included in the consolidated financial statements of Aurora II Topco Limited. These financial statements present information about the Company as an individual undertaking and not about its group.

Basis of preparation

These financial statements have been prepared in accordance with United Kingdom Accounting Standards Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The results of Aurora Midco 1 Limited are included in the consolidated financial statements of Aurora II Topco Limited, a company incorporated in UK, and the Company's ultimate parent undertaking. The consolidated financial statements of Aurora II Topco Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from its registered office: 30 Western Avenue, Milton Park, Abingdon, OX14 4SH, United Kingdom.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

Aurora Midco 1 Limited

Notes to the financial statements (continued)

At 30 April 2022

2 Accounting Policies (continued)

Basis of preparation (continued)

As the consolidated financial statements of Aurora II Topco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

Going concern

Notwithstanding that the Company made a loss before tax of £955,000 in the period ended 30 April 2022 and as at the year-end has net current liabilities of £1,007,000 and net assets of £41,671,000. The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons:

The Company is part of the Achilles Group ("The Group"). The directors have prepared cash flow forecasts for a period of 12 months ("the going concern period") from the date of approval of these financial statements which indicate that, taking account of severe plausible downsides which assume no business growth in the going concern period and no cost mitigating actions take place, that the Group will be able to continue to operate within its facilities, and the Company will have sufficient funds through funding from its ultimate parent company Aurora II Topco Limited to meet its liabilities as they fall due for that period.

Aurora II Topco has indicated its intention to continue to make available such funds as are needed and will not seek repayment of the amounts due at the balance sheet date by the Company over the 12 month period from the date of approval of the financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on the above indications the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Investments in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses. The Company assesses at each reporting date whether there is an indication that investments may be impaired. If such an indication exists the Company makes an estimate of the investment's recoverable amount to determine the extent of the impairment loss.

Aurora Midco 1 Limited**Notes to the financial statements (continued)**

At 30 April 2022

2 Accounting Policies (continued)**Financial instruments****(i) Recognition and initial measurement**

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement**Financial assets****(a) Classification**

On initial recognition, a financial asset is classified as measured at: amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

(b) Subsequent measurement and gains and losses

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Aurora Midco 1 Limited

Notes to the financial statements (continued)

At 30 April 2022

2 Accounting policies (continued)

Financial instruments (continued)

(iii) Impairment

The company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, and contract assets (as defined in IFRS 15).

The company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the company considers 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 company's historical experience and informed credit assessment and including forward-looking information.

The company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.]

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk.

Measurement of ECLs

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 company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Aurora Midco 1 Limited

Notes to the financial statements (continued)

At 30 April 2022

2 Accounting policies (continued)

Financial instruments (continued)

(iii) Impairment (continued)

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

Trade and other payables

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Interest bearing loans and borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. After initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Financing income and expenses

Financing expenses comprise interest payable, finance charges on shares classified as liabilities, and net foreign exchange losses that are recognised in the income statement (see foreign currency accounting policy). Financing income comprise interest receivable, and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

Taxation

Income tax on the profit or loss for the year comprises current tax, group relief and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Critical Accounting Estimates and Judgements

The Company makes accounting estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Aurora Midco 1 Limited**Notes to the financial statements (continued)**

At 30 April 2022

3 Operating loss

The Company's fee for the audit of these financial statements was of £10,000.

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Aurora II Topco Limited.

4 Employees and Directors**Employees**

The Company had no employees during the period but used the services of personnel employed by other, Achilles Group Companies.

Directors' remuneration includes remuneration which has been borne by other group entities and the disclosure below incorporates the time spent by the directors performing qualifying services for the Company.

The Directors' emoluments were as follows:

	Period ended 30 April 2022 £'000	Period ended 30 September 2021 £'000
Aggregate emoluments	666	-
Company contributions to money purchase pension schemes	-	-
	<u>666</u>	<u>-</u>

All director's remuneration is borne by a fellow group company and the amounts paid to these directors are disclosed in the accounts of those companies.

Highest paid director

	Period ended 30 April 2022 £'000	Period ended 30 September 2021 £'000
Aggregate emoluments	<u>383</u>	<u>-</u>

5 Finance income and expense

	Period ended 30 April 2022 £'000	Period ended 30 September 2021 £'000
Finance income		
Interest payable by Group undertakings	<u>2,100</u>	<u>-</u>
Finance expense		
Management loan notes	(92)	-
Shareholder loan notes	<u>(2,926)</u>	<u>-</u>
	<u>(3,018)</u>	<u>-</u>

Aurora Midco 1 Limited**Notes to the financial statements (continued)**

At 30 April 2022

6 Income tax

	Period ended 30 April 2022 £'000	Period ended 30 September 2021 £'000
Current tax credit:		
Group relief receivable	(79)	-
Total current tax credit	(79)	-
Tax credit on loss	(79)	-
	Period ended 30 April 2022 £'000	Period ended 30 September 2021 £'000
Profit / (Loss) on ordinary activities before tax	(955)	-
Loss multiplied by the standard rate of tax in the UK of 19% (2021: 19%)	(181)	-
Effects of:		
Non deductible expenses	102	-
Total tax credit	(79)	-

7 Investments

	Total £'000
Cost and Net book value	
On incorporation and at 30 September 2021	-
Additions during the year	42,547
At 30 April 2022	42,547

Details of the investments are as follows:

Company name	Country of registration	Registered address	Principal activity	Holding
Aurora Midco 2 Limited	England & Wales	30 Western Ave, Milton Park, Abingdon, Oxfordshire, OX14 4SH	Holding Company	100%

8 Trade and other receivables

	30 April 2022 £'000	30 September 2021 £'000
Amounts due in more than 1 year		
Amounts owed by Group undertakings	46,972	-

Intragroup trading loans carry an annual interest rate of 8% and are repayable 1 October 2026.

Aurora Midco 1 Limited**Notes to the financial statements (continued)**

At 30 April 2022

9 Trade and other payables

	30 April 2022 £'000	30 September 2021 £'000
Amounts owed by Group undertakings	997	-
Accruals	10	-
	<u>1,007</u>	<u>-</u>

10 Loans and other borrowings

	30 April 2022 £'000	30 September 2021 £'000
Listed loan notes	48,028	-
Capitalised arrangement fees	(1,187)	-
	<u>46,841</u>	<u>-</u>
Amounts falling due after more than five years		
Listed loan notes	48,028	-
Capitalised arrangement fees	(1,187)	-
	<u>46,841</u>	<u>-</u>

Management and shareholder loan notes amounting to £45,010,000 were issued on 1 October 2021. Interest that has accrued on the loan notes but has not been paid automatically rolls up. Interest accrues at 12% on amounts unpaid and rolled up and the Loan notes are repayable on 1 October 2029.

11 Allotted and issued share capital

	30 April 2022 £'000	30 September 2021 £'000
Authorised share capital		
42,547,379 Ordinary shares of £1 each	<u>42,547</u>	<u>-</u>
Allotted and called-up		
42,547,379 Ordinary shares of £1 each	<u>42,547</u>	<u>-</u>

12 Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned subsidiaries.

Aurora Midco 1 Limited

Notes to the financial statements (continued)

At 30 April 2022

13 Controlling parties

The Company's immediate parent is Aurora II Topco Limited.

The Directors regard Aurora II Topco Limited as the ultimate parent and controlling company.

According to the register maintained by the Company, funds managed by BDC IV Nominees Limited held a controlling interest in the ordinary shares of Aurora II Topco Limited at 30 April 2022. The Directors are of the view that neither the general partner of the funds, nor the investment manager of the funds controls the Company.

Aurora II Topco Limited is the largest and smallest Group undertaking for which Group accounts are prepared and made publicly available at its registered office: 30 Western Avenue, Milton Park, Abingdon, OX14 4SH, United Kingdom.