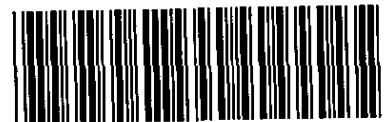


Company Registration No. 13054852 (England and Wales)

OLYMPUS 789 LIMITED
REPORT AND UNAUDITED FINANCIAL
STATEMENTS
FOR THE PERIOD ENDED
30 APRIL 2021

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OLYMPUS 789 LIMITED

COMPANY INFORMATION

Directors	Mr A Bones Mr P A Davidson Mr G Davies Mrs V C Kendall Mr J Moule Mr P Barkley
Company number	13054852
Registered office	Nicholsons House Nicholson Walk Maidenhead Berkshire SL6 1LD
Accountants	RSM UK Tax and Accounting Limited Chartered Accountants 3 Hardman Street Manchester M3 3HF

OLYMPUS 789 LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 30 APRIL 2021

The directors present the strategic report for the period ended 30 April 2021.

Fair review of the business

In 2020 the company acquired Everest Acquisition Company Limited, a provider of software and IT solutions to the construction sector.

The result for the year was a loss before tax of £1.3m. The loss is largely as a result of finance costs for the year of £1m (note 6). Terms of borrowing and interest rates are shown in note 13.

Principal risks and uncertainties

The principal risk faced by the company is that it is unable to meet its obligations under the agreements to lenders. The parent group, which is headed by Olympus 123 Limited, has covenants with external lenders. These include conditions, inter alia, relating to the aggregate levels of debt and profitability of the wider group. The directors monitor compliance by the parent group with these conditions on a quarterly basis. The directors of Olympus 123 Limited have considered the impacts of Covid-19 on the group and the current economic climate and have updated the forecasts to assess the future foreseeable viability of the group. As such, the group is forecasting to continue operating as a profitable and sustainable business.


Development and performance

As noted in the directors report, the directors do not anticipate any changes to the company's operations.

Key performance indicators

The directors monitor key performance indicators ('KPIs') for the wider group and do not have KPIs for the company in isolation.

On behalf of the board



Mr A Bones

Director

Date: 04.10.2021

OLYMPUS 789 LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 30 APRIL 2021

The directors present their annual report and financial statements for the period ended 30 April 2021.

Principal activities

The company was incorporated on 1 December 2020 and its principal activity is the provision of management and advisory services to other companies in a group headed by Olympus 123 Limited ("the Group"). It is the immediate parent company to Everest Acquisition Company Limited, which owns 100% of the share capital of Eque2 Limited, the principal operating company in the Group. The company holds external borrowing used to acquire Everest Acquisition Company Limited.

Results and dividends

The results for the period are set out on page 4.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Mr A Bones	(Appointed 12 December 2020)
Mr P A Davidson	(Appointed 12 December 2020)
Mr G Davies	(Appointed 1 December 2020)
Mrs V C Kendall	(Appointed 1 December 2020)
Mr J Moule	(Appointed 12 December 2020)
Mr P Barkley	(Appointed 1 December 2020)

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the period. These provisions remain in force at the reporting date.

Future developments

The directors do not anticipate any changes to the company's operations.

On behalf of the board



Mr A Bones
Director

Date: 04/10/2021

ACCOUNTANT'S REPORT TO THE BOARD OF DIRECTORS OF OLYMPUS 789 LIMITED ON THE UNAUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2021

In order to assist you to fulfil your duties under the Companies Act 2006 ("the Act"), we prepared for your approval the financial statements of Olympus 789 Limited which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes in accordance with the financial reporting framework set out therein from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors of Olympus 789 Limited, as a body, in accordance with the terms of our engagement letter dated 1 June 2021. Our work has been undertaken solely to prepare for your approval the financial statements of Olympus 789 Limited and state those matters that we have agreed to state to them in accordance with ICAEW Technical Release 07/16 AAF. This report should not therefore be regarded as suitable to be used or relied on by any other party wishing to acquire any rights against RSM UK Tax and Accounting Limited for any purpose or in any context. Any party other than the Board of Directors which obtains access to this report or a copy and chooses to rely on this report (or any part of it) will do so at its own risk. To the fullest extent permitted by law, RSM UK Tax and Accounting Limited will accept no responsibility or liability in respect of this report to any other party and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by any person's reliance on representations in this report.

It is your duty to ensure that Olympus 789 Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Olympus 789 Limited under the Act. You consider that Olympus 789 Limited is exempt from the statutory audit requirement for the period.

We have not been instructed to carry out an audit or a review of the financial statements of Olympus 789 Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

RSM UK Tax & Accounting Limited

RSM UK Tax and Accounting Limited
Chartered Accountants
3 Hardman Street
Manchester
M3 3HF

11 October 2021

OLYMPUS 789 LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 APRIL 2021

		Period ended 30 April 2021 £
Administrative expenses (including exceptional costs of £585,103)	Notes 3	(708,157)
Other operating income		388,244
Operating loss		<u>(319,913)</u>
Interest payable and similar expenses	6	(1,026,096)
Loss before taxation		<u>(1,346,009)</u>
Tax on loss	7	94,936
Loss for the financial period		<u><u>(1,251,073)</u></u>

OLYMPUS 789 LIMITED**STATEMENT OF FINANCIAL POSITION
AS AT 30 APRIL 2021**

	Notes	2021 £	£
Fixed assets			
Investments	8		29,105,559
Current assets			
Debtors	10	20,489,266	
Cash at bank and in hand		2,000	
		20,491,266	
Creditors: amounts falling due within one year	11	(31,518,997)	
Net current liabilities			(11,027,731)
Total assets less current liabilities			18,077,828
Creditors: amounts falling due after more than one year	12		(19,050,601)
Net liabilities			(972,773)
Capital and reserves			
Called up share capital	15		278,300
Profit and loss reserves	16		(1,251,073)
Total equity			(972,773)

For the financial period ended 30 April 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The member has not required the company to obtain an audit of its financial statements for the period in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved by the board of directors and authorised for issue on 01/05/2021 and are signed on its behalf by:



Mr A Bones
Director

OLYMPUS 789 LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 APRIL 2021

	Notes	Share capital £	Profit and loss reserves £	Total £
Period ended 30 April 2021:				
Loss and total comprehensive income for the period		-	(1,251,073)	(1,251,073)
Issue of share capital	15	278,300	-	278,300
Balance at 30 April 2021		<u>278,300</u>	<u>(1,251,073)</u>	<u>(972,773)</u>

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2021

1 Accounting policies

Company Information

Olympus 789 Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Nicholson's House, Nicholson Walk, Maidenhead, Berkshire, SL6 1LD.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Reduced disclosure exemptions

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

Group accounts

The company has taken advantage of the exemption under section 430 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Olympus 789 Limited is a wholly owned subsidiary of Olympus 456 Limited. The ultimate parent company is Olympus 123 Limited and the results of Olympus 789 Limited are included in the consolidated financial statements of Olympus 123 Limited which are available from Nicholson's House, Nicholson Walk, Maidenhead, Berkshire, SL6 1LD.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

1 Accounting policies (Continued)

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The statement of financial position shows net liabilities of £972,773 primarily due to loans outstanding to the parent company of £31,015,700. The parent company has confirmed it has no intention of recalling these loans within 12 months from the accounting reference date and the directors have received confirmation of the ongoing support from its ultimate parent company. In addition, the company has the ability to draw on the net assets of its subsidiaries as required.

The directors have considered the effect that Covid 19 presents to the business both currently and in the future. Following this review it was concluded that although some impact was seen, the business proved to be very resilient and has traded well during the period since the first Covid 19 national lockdown. Cash reserves across the group remain high, the business has a positive pipeline and its relationships with its clients are in a strong position. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Reporting period

The company was incorporated on 1 December 2020 and has opted to prepare its first set of accounts for the 5 month period ending 30 April 2021 in order to align the accounting reference date with that of other group companies. As such no comparative period information has been included within the financial statements.

Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include other debtors, amounts due from group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

1 Accounting policies (Continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including bank loans and amounts due to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

1 Accounting policies (Continued)

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The directors do not believe that there are any significant judgements, estimates or assumptions made that would significantly affect the reported amounts of assets, liabilities, income and expenses in these financial statements.

3 Exceptional item

	2021 £
Expenditure	
Exceptional costs	585,103

Included within administrative expenses is £246,703 in relation to warranty and indemnity insurance associated with the acquisition of a subsidiary and £338,400 relating to deal fees.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

4 Employees

The average monthly number of persons (including directors) employed by the company during the period was:

	2021 Number
Management	1

Their aggregate remuneration comprised:

	2021 £
Wages and salaries	10,949
Social security costs	1,308
	12,257

The aggregate remuneration shown above is for employees of the company and does not include directors remuneration which is borne by a subsidiary company and is disclosed in note 5.

5 Directors' remuneration

	2021 £
Remuneration for qualifying services	345,264
Company pension contributions to defined contribution schemes	12,688
Sums paid to third parties for directors' services	56,250
	414,202

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3.

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2021 £
Remuneration for qualifying services	136,251
Company pension contributions to defined contribution schemes	5,286

Directors remuneration is borne by a subsidiary company.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

6 Interest payable and similar expenses

	2021 £
Interest on bank overdrafts and loans	597,824
Amortisation of debt issue costs	328,272
	<u>1,026,096</u>

7 Taxation

	2021 £
Deferred tax	
Origination and reversal of timing differences	(94,936)
	<u>(94,936)</u>

The total tax (credit)/charge for the period included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2021 £
Loss before taxation	<u>(1,346,009)</u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00%	(255,742)
Tax effect of expenses that are not deductible in determining taxable profit	160,806
	<u>(94,936)</u>

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

8 Fixed asset investments

	Notes	2021 £
Investments in subsidiaries	9	29,105,559

Movements in fixed asset investments

	Shares in group undertakings £
Cost	
At 1 December 2020	-
Additions	29,105,559
At 30 April 2021	29,105,559
Carrying amount	
At 30 April 2021	29,105,559

9 Subsidiaries

Details of the company's subsidiaries at 30 April 2021 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Everest Acquisition Company Limited	1	Holding company	Ordinary	100.00	-
Eque2 Limited	1	Sale of construction and contracts finance software	Ordinary	-	100.00
Intuita Limited	1	Dormant	Ordinary	-	100.00
Sitestream Software Limited	1	Dormant	Ordinary	-	100.00
JNC Solutions Ltd.	1	Business and domestic software development	Ordinary	-	100.00
Clip IT Solutions Ltd	1	Business and domestic software development	Ordinary	-	100.00

Registered office addresses (all UK unless otherwise indicated):

1 Nicholson's House, Nicholson Walk, Maidenhead, Slough, SL6 1LD

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

10 Debtors

	2021 £
Amounts falling due within one year:	
Amounts owed by group undertakings	20,367,914
Prepayments and accrued income	26,416
	<u>20,394,330</u>
Deferred tax asset (note 14)	94,936
	<u>20,489,266</u>

Amounts owed by group undertakings are unsecured and repayable on demand.

11 Creditors: amounts falling due within one year

	2021 £
Amounts owed to group undertakings	31,015,700
Other creditors	503,297
	<u>31,518,997</u>

Amounts owed to group undertakings are unsecured and repayable on demand.

12 Creditors: amounts falling due after more than one year

	Notes	2021 £
Bank loans	13	19,050,601

Bank loans are secured by a fixed and floating charge over the property and other assets of the company and its subsidiaries.

13 Borrowings

	2021 £
Bank loans before unamortised debt issue costs	20,000,000
Less unamortised debt issue costs	(949,399)
	<u>19,050,601</u>
Payable after one year	<u>19,050,601</u>

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

13 Borrowings (Continued)

£949,399 of unamortised debt issues costs are included within bank loans due after more than one year.

The secured bank loan amounting to £20,000,000 was issued on 18 December 2020 and is due for repayment on 18 December 2025. Interest on this loan accrues at 8.75% per annum and is payable quarterly in arrears on 31 March, 30 June, 30 September, and 31 December. Interest charged and paid during the period was £645,084.

14 Deferred taxation

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

	Assets 2021 £	Assets £
Balances:		
tax losses	94,936	-
		2021 £
Movements in the period:		
Liability at 1 December 2020		-
Credit to profit or loss		(94,936)
Asset at 30 April 2021		(94,936)

The deferred tax asset set out above is expected to reverse within 12 months and relates to the utilisation of tax losses against future expected profits of the same period.

15 Share capital

	2021 Number	2021 £
Ordinary share capital issued and fully paid		
Ordinary of 1p each	27,830,000	278,300

Share issues

On incorporation 1 ordinary £0.01 share was issued for cash consideration of £0.01.

On 12 December 2020 the company issued 27,804,496 ordinary £0.01 shares for cash consideration of £278,045.

On 18 December 2020 the company issued 25,503 ordinary £0.01 shares for cash consideration of £255.

Share rights

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at the general annual meeting of the company.

OLYMPUS 789 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 APRIL 2021

16 Reserves

Profit and loss reserves

Cumulative profit and loss net of distributions to owners.

17 Financial commitments, guarantees and contingent liabilities

The loans in the wider group are secured by way of a fixed charge over the assets of the company created on 12 December 2020. The amount outstanding at 30 April 2021 amounted to £20,000,000.

18 Related party transactions

During the period, the company had transactions with Westbridge Fund Managers Limited, an entity owned by an equity investor in the ultimate parent company, Olympus 123 Limited. Monitoring fees of £15,000 were paid, inclusive of £3,750 in prepayments, and fees of £75,000 were paid, inclusive of £18,750 in prepayments, for services of non-executive directors.

19 Ultimate controlling party

The immediate parent company is Olympus 456 Limited and the ultimate parent company is Olympus 123 Limited, both registered and incorporated in England and Wales.

Olympus 123 Limited is the smallest and largest company for which consolidated accounts, including Olympus 789 Limited, are prepared.

A copy of the financial statements can be found at the registered office address: Nicholson's House, Nicholson Walk, Maidenhead, Berkshire, SL6 1LD.

The directors consider that there is no controlling party of Olympus 123 Limited.