

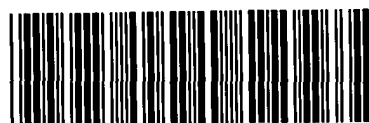
Registered number: 13364805

CLOUDCARE UK HOLDINGS LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

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CLOUDCARE UK HOLDINGS LIMITED

COMPANY INFORMATION

Directors	A J Davis (appointed 30 March 2023) M Figgner (appointed 30 March 2023) R W Bostock (resigned 31 March 2023) J Heilmann (resigned 31 March 2023)
Company secretary	Intertrust (UK) Limited
Registered number	13364805
Registered office	Investcorp House 48 Grosvenor Street London United Kingdom W1K 3HW
Independent auditor	Cooper Parry Group Limited Statutory Auditor Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA

CLOUDCARE UK HOLDINGS LIMITED

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**CLOUDCARE UK HOLDINGS LIMITED
GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their strategic report on the group for the year ended 31 December 2022.

Review of the business

Cloudcare UK Holdings Limited, was incorporated in March 2021 with the aim to purchase part of the Cloudcare SPA group of companies. As part of the acquisition strategy Cloudcare UK Holdings Limited purchased a 100% holding in Cloudcare TopCo Limited, which in turn purchased a 100% holding in Cloudcare Bidco Limited. Cloudcare Bidco Limited has a 68.74% in Cloudcare S.p.A which owns a 100% interest in Alipax SRL, Spin Up S.r.l, Comparasemplice Broker S.r.l, Hunica S.r.l and Affida S.r.l. Hunica S.r.l and Affida S.r.l were both purchased within the year ended 31 December 2022.

Cloudcare UK Holdings Limited and Cloudcare Topco Limited are registered in the United Kingdom, whilst Cloudcare Bidco S.r.l and Cloud Care S.p.A are registered in Italy. The Cloudcare UK Holdings Group of companies is involved in the technology and energy sector which focuses on customer lead generation. The group mainly operates in Italy. The group is involved in lead generation and acquires their customers from the internet.

Net revenue amounted to €53.9 million for the year (2021: €23.5 million). Net loss amounted to €1.07 million for the year (2021: €1.09 million). This is mainly attributable to a €8.7 million charge for amortisation against goodwill during the year.

Section 172 (1) Statement

The directors have acted in the way they consider, in good faith, promotes the success of the group for the benefit of its members as a whole, and in doing so have given regard to (amongst other matters):

Business Relationships

The group acknowledges its responsibility for adverse impacts on the key principles for sustainable development throughout its value chains. To best meet this responsibility the group expects from all business relationships that they also meet the minimum standard for responsible business conduct. They commit to ask all business relationships to meet the global minimum standard over time and will seek to collaborate and share good practices with key relationships. Meeting that expectation includes that the group raises similar expectations.

Our People

The group is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, customers, shareholders, communities, and society as a whole. People are at the heart of delivering quality services both internally and externally. For our business to continue to succeed we continually manage our people's performance and develop and bring through talent while ensuring we operate as efficiently as possible.

Community, Charity and Environment

The group has a strong commitment to the communities where we are located, to collaborate in the development of the territories close to all the group companies. In this respect, we strive to maintain a good long-term relationship with the people of each territory, and to be respectful of their rights, culture, and traditions.

Culture and Values

The group endeavours to maintain the highest levels of confidentiality and good business ethics at all times. We employ fair and honest methodologies and ensure that our staff are aware of and comply with all relevant legislation, statutory codes and internal quality systems.

Shareholders

The management is committed and openly engaged with our shareholders. The shareholders and their representatives are actively engaged in understanding our strategy, culture, people and the performance of our shared objectives for the short, mid and longer terms.

**CLOUDCARE UK HOLDINGS LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Principal risk and uncertainties

The Board of Directors regularly assesses the company's overall risks and the individual risk factors associated with its activities. The Board of Directors adopts guidelines for key risk areas, monitors progress and prepares action plans for reducing and managing individual risk factors, including financial and business risks, insurance and environmental conditions and compliance with competition law.

The key risks are identified, monitored and actively managed by the group are:

- 1) Commercial Risk;
- 2) Logistic Risk;
- 3) IT Breakdown;
- 4) Employees;
- 5) Brand and Image;
- 6) Intellectual Property Rights;
- 7) Environment;
- 8) Market Risk;
- 9) Credit Risk; and
- 10) Liquidity Risk.

The group regularly reviews the risks above to seek to eliminate dependency on commercial trends, to review and strengthen demand and supply chains, to update guidelines and tools to support managers, to proactively provide consistent and transparent public relations, and to continuously improve internal quality systems to reduce deficiencies.

Financial risk management objectives and policies

Price risk

The group's business may be affected by fluctuations in prices in terms of being able to obtain products to sell. The group employs policies and practices to mitigate these risks where possible.

Credit risk

Credit risk applies to financial instruments such as trade debtors. Policies and procedures exist to ensure the management of trade debtors minimises as far as is reasonably practicable the group's exposure to credit risk.

Liquidity risk

The group monitors cash flow as part of its day to day control procedures and is achieving this through credit lines and bank loans.

Cash flow risk

The group's policy is to ensure that it always has sufficient cash to allow it to meet its liabilities when they become due. The risk is mitigated through budgeting and forecasting and a regular review of cash requirements.

Key performance indicator

The key performance indicators of the business are revenue growth and net profit. Revenue has increased to €53.9 million. Please see review of business for further details on net profit.

**CLOUDCARE UK HOLDINGS LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Anti Slavery Act 2015

The products and services delivered by the Group are sourced from a range of both national and international suppliers. These supplier relationships are sourced and managed by internal Group operational and management team.

The Group have defined policies on legislation, child labour, conditions of employment, wages and benefits, health and safety and the environment. These policies have recently been updated to include the policy on anti-slavery and zero tolerance of human trafficking.

The Group undertake all reasonable and practical steps to ensure that standards are being implemented throughout its own operational and administrative business, along with that of our suppliers, in addition to local legislation and regulation compliance. Any instances of non-compliance will be assessed on a case by case basis with appropriate remedial action where required.


The Group will only trade with those who fully apply with this policy or are taking verifiable steps towards full compliance. The statement is approved and will be reviewed on a timely basis by the full Board of Directors pursuant to section 54(1) of the modern Slavery Act.

Future outlook

During 2023, the group has made several acquisitions which have been taken into account within the performance of the group for 2023:

- On October 25 2022, The Cloudcare group acquired 73% of Hunica S.r.l and 42% of Affida S.r.l. Since year end, on January 25, 2023, Hunica S.r.l has merged with Affida S.r.l. As of that date, the Cloudcare group directly controls 83.17% of Affida S.r.l.
- On February 15, 2023, the group purchased 100% of Assicurofacile S.r.l, a fast-growing insurance broker with an important geographical presence in central Italy. The acquisition is part of the diversification strategy of the Cloud Care Group whose main objectives are to grow in the insurance market.

This report was approved by the board and signed on its behalf by:

DocuSigned by:

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A J Davis
Director

Date: 26 September 2023

**CLOUDCARE UK HOLDINGS LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

The directors are responsible for preparing the group strategic report, the directors' report and the consolidated 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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the group and of the profit or loss of the group for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the group's financial statements and then apply them consistently;
- make judgements and accounting 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and to 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The group's principal is lead generation and providing technological services.

Results and dividends

The total comprehensive loss for the year amounted to €1.07 million (2021: €1.09 million).

No dividends have been paid or proposed during the year. The directors do not recommend the payment of a final dividend.

Directors

The directors who served during the year and to the date of approval of these financial statements were:

A J Davis (appointed 30 March 2023)
M Figgner (appointed 30 March 2023)
R W Bostock (resigned 31 March 2023)
J Heilmann (resigned 31 March 2023)

Going concern

After making enquiries into future trading forecasts and cash requirements the directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the group and company has adequate resources to meet its obligations and continue in operational existence for the foreseeable future. For these reasons, the directors continue to adopt the going concern basis in preparing the directors report and financial statements.

Strategic report note

The group has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out in the Strategic Report information required by the Large and Medium-sized Companies and Groups (accounts and reports) Regulations 2008 Schedule 7 to be contained in the Directors' Report.

**CLOUDCARE UK HOLDINGS LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Streamlined Energy Carbon Reporting (SECR)

The group and UK subsidiary are considered a low energy user given that the UK carbon usage is below the de minimis threshold of 40,000 kWh and as such, is exempt from reporting under the SECR regulations.

Employee involvement

Employees are involved on a regular basis in discussions related to their specific interests and staff are encouraged to take an active interest in all aspects of the group's performance. The group seeks to train and develop all staff to continually improve product knowledge and customer service.

Disabled employees

The group is committed to a policy of recruitment and promotion based on aptitude and ability without discrimination of any kind. Particular attention is given to the training and promoting of disabled employees to ensure that their career development is not unfairly restricted by their disability, or perceptions of it. The group's HR procedure makes it clear that full and fair consideration must be given to applications made by and the promotion of disabled persons. Where an employee becomes disabled whilst employed by the group, the HR procedure also requires that reasonable effort is made to ensure they have the opportunity for continued employment within the group. Retraining of employees who become disabled whilst employed by the group is offered where appropriate.

Political and charitable donations

The group has not made any donations to any political party or charitable organisation in the current or prior period.

Post balance sheet events

There have been no significant events affecting the group.

Future developments

The group's primary strategy is to grow revenue and EBITDA focussing on margin improvement and cost savings. The group plans to remain focused on core design strengths and commitment to innovation.

Existence of branches of the group outside the United Kingdom

The company operates no branches outside of the United Kingdom.

Directors' indemnities

The group has granted the directors with qualifying third-party indemnity provisions within the meaning given to the term by sections 234 and 235 of the Companies Act 2006. This is in respect of liabilities to which they may become liable in their capacity as director of the company and of any company within the group. Such indemnities were in force throughout the financial year and will remain in force.

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware' and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the group's auditor is aware of that information.

The report was approved by the board and signed on its behalf by:

DocuSigned by:

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A J Davis
Director

Date: 26 September 2023

CLOUDCARE UK HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOUDCARE UK HOLDINGS LIMITED

Opinion

We have audited the financial statements of Cloudcare UK Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022, which comprise the consolidated Statement of Comprehensive Income, the consolidated and company Balance Sheets, the consolidated and company Statements of Changes in Equity, the consolidated Statement of Cash Flows, the consolidated Statement of Net Debt and the related notes, 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's 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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

CLOUDCARE UK HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOUDCARE UK HOLDINGS LIMITED (CONTINUED)

Opinion 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 group strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the group strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the group strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Our assessment focused on key laws and regulations the company has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice and relevant tax legislation.

CLOUDCARE UK HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOUDCARE UK HOLDINGS LIMITED
(CONTINUED)**

We are not responsible for preventing irregularities. Our approach to detecting irregularities included, but was not limited to, the following;

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- designing our audit procedures to respond to our risk assessment;
- obtaining an understanding of the legal and regulatory framework applicable to the entity and how the entity is complying with that framework;
- obtaining an understanding of the entity's policies and procedures and how the entity has complied with these, through discussions and sample testing of controls;
- obtaining an understanding of the entity's risk assessment process, including the risk of fraud;
- performed analytical procedures to identify any unusual or unexpected transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in note 2 were indicative of potential bias;
- performing audit testing over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business.

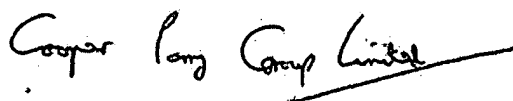
Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities arising from fraud are inherently more difficult to detect than those arising from error.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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.



Melanie Hopwell (Senior Statutory Auditor)

for and on behalf of
Cooper Parry Group Limited

Statutory Auditor
Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

Date: 26 September 2023

CLOUDCARE UK HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	Year ended 31 December 2022 € '000	Period ended 31 December 2021 € '000
Revenue	3	53,911	23,534
Change in stocks		(28,895)	(14,561)
Staff costs	6	(6,289)	(1,761)
Other operating income	4	211	372
Other operating expenses		(6,299)	(1,336)
Operating profit before depreciation and amortisation	4	12,639	6,248
Depreciation	4,11	(98)	(48)
Amortisation	4,10	(8,820)	(5,272)
Operating profit		3,721	928
Interest income and similar income	8	40	-
Interest payable and similar charges	8	(250)	(15)
Profit/ (loss) before taxation		3,511	913
Tax on profit/(loss)	9	(4,590)	(2,008)
Loss for the financial year		(1,079)	(1,095)
Loss for the financial year attributable to:			
Owners of the parent company		(3,841)	(2,544)
Non-controlling interest		2,762	1,449
		(1,079)	(1,095)
Total comprehensive expense attributable to:			
Owners of the parent company		(3,841)	(2,544)
Non-controlling interest		2,762	1,449
		(1,079)	(1,095)

All amounts relate to continuing activities.

No other comprehensive income or (expenses) were noted for the year.

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED

REGISTERED NUMBER: 13364805

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 € '000	2021 € '000
Non-current assets			
Intangible assets	10	74,448	73,643
Tangible fixed assets	11	1,396	1,344
Non-current financial assets		1,000	37
Debtors	13	703	487
		77,547	75,511
Current assets			
Debtors	13	19,930	16,427
Cash at bank and in hand		7,634	5,088
		27,564	21,515
Creditors: amounts falling due within one year	14	(45,417)	(42,523)
Net current assets / (liabilities)		(17,853)	(21,008)
Total assets less current liabilities		59,694	54,503
Creditors: amounts falling due after more than one year	15	(6,000)	(730)
Net assets		53,694	53,773
Capital and reserves			
Share capital	22	-	-
Share premium	22	52,849	51,849
Other reserves	22	300	300
Profit and loss account	22	(6,385)	(2,544)
Equity attributable to owners of the parent		46,764	49,605
Non-controlling interest	22	6,930	4,168
Total equity		53,694	53,773

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:

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AJ Davis
 Director

Date: 26 September 2023

The notes on pages 16 to 30 form part of these financial statements.

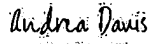
CLOUDCARE UK HOLDINGS LIMITED
REGISTERED NUMBER: 13364805

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 € '000	2021 € '000
Non-current assets			
Investments in subsidiaries	12	52,899	51,899
		52,899	51,899
Current assets			
Cash at bank and in hand		156	241
		156	241
Creditors: amounts due within one year		(1)	(6)
	14		
Net current assets / (liabilities)		155	235
Net assets		53,054	52,134
Capital and reserves			
Share premium	22	52,849	51,849
Capital contribution	22	300	300
Profit and loss account	22	(95)	(15)
Shareholders' funds		53,054	52,134

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent company for the year was €79,626 (2021: €15,032).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:

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A J Davis
Director

Date: 26 September 2023

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Share premium € '000	Other reserves € '000	Profit and loss account € '000	Equity attributable to owners of parent company € '000	Non- controlling interest €'000	Total equity € '000
As at 28 April 2021	-	-	-	-	-	-
Transactions with shareholders:						
Share capital issue	51,849	300	-	52,149	-	52,149
Total transactions with shareholders	51,849	300	-	52,149	-	52,149
Other transactions:						
Business combination	-	-	-	-	2,719	2,719
Comprehensive expense for the period:						
Loss for the period	-	-	(2,544)	(2,544)	1,449	(1,095)
Total comprehensive expense	-	-	(2,544)	(2,544)	1,449	(1,095)
As at 31 December 2021	51,849	300	(2,544)	49,605	4,168	53,773
Transactions with shareholders:						
Share capital issue	1,000	-	-	1,000	-	1,000
Total transactions with shareholders	1,000	-	-	1,000	-	1,000
Comprehensive expense for the year:						
Loss for the year	-	-	(3,841)	(3,841)	2,762	(1,079)
Total comprehensive expense	-	-	(3,841)	(3,841)	2,762	(1,079)
At 31 December 2022	52,849	300	(6,385)	46,764	6,930	53,694

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital €'000	Share premium €'000	Profit and loss account €'000	Total equity €'000
As at 28 April 2021	-	-	-	-
Loss for the year	-	-	(15)	(15)
Share issue	51,849	300	-	52,149
At 31 December 2021	51,849	300	(15)	52,134
Loss for the year	-	-	(80)	(80)
Share issue	1,000	-	-	1,000
At 31 December 2022	52,849	300	(95)	53,054

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 € '000	2021 € '000
Cash flows from operating activities			
Loss for the financial year		(1,079)	(1,095)
Adjustments for:			
Amortisation of intangible assets	4,10	8,820	5,272
Depreciation of tangible assets	4,11	98	47
Interest payable	8	250	16
Interest receivable	8	(40)	-
Taxation charge	9	4,590	2,008
(Increase) in stocks	13	-	(1)
(Increase) in debtors	14	(2,874)	(16,550)
Increase in creditors	15	3,237	11,386
Decrease in provisions		(640)	-
Decrease in amounts owed by parent undertakings	15	246	29,754
Corporation tax paid		(5,699)	(814)
Net cash generated from operating activities		6,909	30,023
Cash flows from investing activities			
Interest received	8	40	-
Purchase of intangible fixed assets	10	(10,159)	(78,915)
Purchase of tangible fixed assets	11	(150)	(1,391)
Sale of intangible fixed assets	11	534	-
Purchase of financial assets		(963)	(37)
Net cash used in investing activities		(10,698)	(80,343)
Cash flows from financing activities			
Share capital issued		1,000	54,868
Proceeds of loans		5,585	556
Interest paid	8	(250)	(16)
Net cash used in financing activities		6,335	55,408
Net increase in cash and cash equivalents		2,546	5,088
Cash and cash equivalents at the start of the year		5,088	-
Cash and cash equivalents at the end of year		7,634	5,088
Cash and cash equivalents at the end of year			
Cash at bank and in hand		7,634	5,088

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF NET DEBT
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	Opening balance	Cashflows	Closing balance
		€'000	€'000	€'000
Cash at bank		5,088	2,546	7,634
Bank loans due within one year	19	(50)	(91)	(141)
Bank loans due after one year	19	(506)	(118)	(624)
Other loans due within one year	19	-	(5,376)	(5,376)
Other loans due after one year	16	(224)	224	-
		4,308	(2,815)	1,493

The notes on pages 16 to 30 form part of these financial statements.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. ACCOUNTING POLICIES

Cloudcare UK Holdings Limited is a private limited liability company incorporated and domiciled in the United Kingdom. The address of its registered office is shown on the company information page and the principal place of business of the group is disclosed in note 12. The principal activity of the group is lead generation and providing technological services.

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention unless otherwise specified within those accounting policies and in accordance with Financial Reporting Standard 102 (FRS 102), the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires the directors to exercise judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The financial statements are prepared in Euros (€'000), which is the group's presentational and functional currency. All the amounts in the financial statements have been rounded to the nearest €'000.

Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No cash flow statement has been presented for the parent company; and
- No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.
- No disclosure has been made in relation to basic and non-basic financial instruments.

The following principal accounting policies have been applied consistently throughout the year:

1.2 Basis of consolidation

The consolidated financial statements present the results of this company and its own subsidiaries ("the group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

Goodwill or the negative difference of the combination is determined by the difference between the market values of the assets acquired and assumed liabilities recorded and the cost of the combination, all referred to the date of acquisition.

Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity.

The company has taken the exemption of S.408 of the Companies Act 2006 not to present its individual Statement of Comprehensive Income and related notes that form part of the financial statements.

CLOUDCARE UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. ACCOUNTING POLICIES (CONTINUED)

1.3 Going concern

At the Statement of Financial Position date the group has strong cash balances of €7 million (2021: €5 million) and significant current asset resources of €27.5 million (2021: €21.5 million). The Directors believe that there are no material uncertainties with respect to the use of going concern assumption. The Cloudcare group have continued throughout 2022 and 2023 to trade well and make acquisitions beneficial to the group. At the time of signing the accounts, the forecasts indicate that the company will continue to trade for a period of at least 12 months. On this basis, the directors have prepared these financial statements on a going concern basis.

1.4 Revenue

Revenues, costs, and charges are presented net of returns, discounts, rebates, and premiums directly related to the sale of services and the generation of leads. Additionally, taxes directly connected with the sale of services and commissions are presented separately in the financial statements.

The group recognises commission income when it acts as an intermediary and facilitates transactions that lead to the generation of leads. Revenue from commissions is recognized when the transaction is completed, and the commission is earned, provided that the following criteria are met:

- The company has fulfilled its contractual obligations in facilitating the transaction.
- The commission amount can be reliably measured.
- It is probable that the economic benefits associated with the commission will flow to the company.
- The costs incurred or to be incurred in generating the commission revenue can be identified and measured reliably.

Revenue from brokerage services is recognized when the company has fulfilled its brokerage obligations, and the following criteria are met:

- The company has acted as an intermediary in facilitating transactions for its clients.
- The brokerage fee can be reliably measured.
- It is probable that the economic benefits associated with the brokerage fee will flow to the company.

Costs incurred in generating leads and providing services are recognized as expenses in the year in which they are incurred and can be reliably measured. These costs may include marketing expenses, technology investments, staff salaries, and other expenses directly related to the services rendered and commission earned.

Income, costs, and expenses relating to foreign exchange transactions are recorded at spot exchange rates on the date on which the relevant transaction is completed. Any resulting exchange gains or losses are recognized in the income statement in the year when the exchange rate changes occur.

1.5 Intangibles

Intangible assets are measured at cost price, comprising directly and indirectly related expenses, less accumulated impairment losses and amortisation.

Software, IT development and patents are amortised over the useful life of 5 years. Cost includes the acquisition price as well as costs arising directly in connection with the acquisition and until the point of time when the asset is ready for use. Amortisation is provided on a straight-line basis over the expected useful life.

Development expenses are stated in the Balance Sheet at cost price, comprising the direct and indirect costs attributable to the development activities, less accumulated amortisation and impairment.

CLOUDCARE UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. ACCOUNTING POLICIES (CONTINUED)

1.5 Intangibles (continued)

The group assess whether there are indications of impairment on an annual basis. If indications are identified, the recoverable amount is estimated based on the value in use or fair value less costs to disposal. An impairment loss is recognised if the recoverable amount is less than the carrying amount.

Amortisation takes place on a straight-line basis as shown below:

Goodwill	10 years
Development	5 years
Patents	5 years
Other	5 years

1.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Security deposits on tangible fixed assets are held in non-current assets.

Repairs and maintenance are charged to the consolidated Statement of Comprehensive Income during the year in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. Land is not depreciated.

The depreciation period is determined on the basis of management's experience in the group's business area, and management believes the following estimates to be the best estimate of the economic lives of the assets:

Buildings	25 – 33 years
Plant and machinery	4 – 7 years
Industrial equipment	4 – 7 years
Fixtures, fittings, tools and equipment	3 – 8 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

At each Balance Sheet date, the group reviews the carrying amounts of its tangible fixed assets to determine whether there is any indication that any items have suffered an impairment loss. If any such indication exists, the recoverable amount of an asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of the asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately in the consolidated Statement of Comprehensive Income.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within other operating expenses in the consolidated Statement of Comprehensive Income.

CLOUDCARE UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. ACCOUNTING POLICIES (CONTINUED)

1.7 Investment in subsidiaries

Investments in subsidiaries are initially valued at cost and reviewed annually for signs of impairment. If an impairment loss is identified this is recognised immediately in the Statement of Comprehensive Income and the value of the investment is reduced accordingly.

1.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the group's cash management.

1.9 Financial instruments

The group enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities such as trade and other debtors and creditors, loans from banks and other third parties and loans to related parties.

All financial assets and liabilities are initially measured at transaction price and subsequently measured at amortised cost.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the group would receive for the asset if it were to be sold at the Balance Sheet date.

1.10 Operating leases

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the period of the lease.

1.11 Provision for liabilities

Provisions are recognised when, as a consequence of a past event during the financial year, the group has a legal or constructive obligation, and it is likely that settlement of the obligation will require an outflow of the group's financial resources.

Provisions are measured as the best estimate of the costs required to settle the liabilities at the end of the reporting year. Provisions with an expected term of more than a year at end of the reporting year are measured at present value.

The accounting estimates applied in respect of provisions are based on management's best estimates of assumptions and judgements.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. ACCOUNTING POLICIES (CONTINUED)

1.12 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount. Issued costs are initially recognized as a reduction in the proceeds of the associated capital instrument.

1.13 Current and deferred tax

The tax charge comprises of current and deferred tax.

Current tax is recognised for the amount of corporation tax payable in respect of the taxable profit for the current year or past reporting periods using the tax rates and laws that have been enacted or subsequently enacted by the reporting date. The income tax charge will also be affected by estimates and judgements made by management on the availability and allocation of tax losses within the group.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

1.14 Debtors

Short term debtors are measured at transaction price, less any impairment.

1.15 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The group makes estimates and assumptions concerning the future. The directors are also required to exercise judgement in the process of applying group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The 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 are addressed below.

In preparing these financial statements, the directors have made the following judgements:

Provisions

A provision is recognised when the group has a present legal or constructive obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Whether a present obligation is probable or not requires judgement. The nature and type of risks for these provisions differ and management's judgement is applied regarding the nature and extent of obligations in deciding if an outflow of resources is probable or not. The group does not maintain a dilapidation provision in respect of occupied leasehold properties, as the directors do not believe any such liability would be material to the financial statements.

Tangible and intangible assets

Tangible and intangible assets are tested for impairment to determine if any indicators exist that the assets may have become impaired, and an impairment loss is recognised when indicators exist that difficulties may arise in recovering the net book value through use. Impairment testing requires management to exercise subjective judgement based on the information available within the group and from the market, as well as past experience. Moreover, when a potential impairment is identified, the group determines the amount using valuation techniques considered appropriate. The correct identification of indicators of potential impairment and estimates made to determine the impairment amount depend on factors that may change over time, affecting the assessments and estimates made by management.

Bad debts

The allowance for bad debts reflects management's best estimate of the losses that will be incurred on trade receivables. The estimate is based on the losses expected by the group, determined based on past experience with similar receivables, current and past overdue accounts, careful monitoring of credit quality and projections about economic and market conditions.

Carrying value of investments

In determining the recoverable amounts, it is necessary to make a series of assumptions to estimate the higher of fair value less costs to sell and the present value of future cash flows. In each case, these assumptions have been made by management reflecting past experience and are consistent with the relevant external sources of information. This evidence is also used to assess the recoverability of investments in subsidiary undertakings in the company.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

3. REVENUE

An analysis of revenue by geographical location is as follows:

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Geographical split		
Italy	53,911	23,534
	53,911	23,534

The group derives revenue from the transfer of goods on dispatch for the following product lines:

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Primary product lines		
Active commissions	43,208	22,276
Brokerage services	10,703	1,258
	53,911	23,534

4. OPERATING PROFIT / (LOSS)

The operating loss is stated after charging/(crediting):

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Impairment loss on trade and other receivables	-	24
Depreciation of tangible fixed assets	98	48
Amortisation of intangible fixed assets	8,820	5,272
Operating income	(211)	(372)

5. AUDITOR'S REMUNERATION

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Fees payable to the company's auditor for the audit of the company's annual accounts	57	44
Fees payable to the company's auditor for non-audit services	5	3
Fees payable to the subsidiaries' auditor in respect of:		
Audit of the company's subsidiaries	132	47
	194	94

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

6. EMPLOYEES

Group staff costs, including directors' remuneration, were as follows:

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Wages and salaries	4,751	1,343
Social security costs	1,229	284
Pension costs	309	134
	<u>6,289</u>	<u>1,761</u>

The average monthly number of employees, including the directors, for the group during the year was as follows:

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Management and operations	142	87
	<u>142</u>	<u>87</u>

The company incurred no staff costs and had no employees.

7. DIRECTORS' REMUNERATION

The directors of the company received no remuneration in the current or prior year. Their role within the company is deemed to be incidental to their wider role within the group and therefore the company bears no cost in relation to these directors. The directors are also directors of other group companies outside of this consolidation within which their remuneration is paid.

Key management personnel include the directors of the parent company. They have the authority and responsibility for planning, directing and controlling the activities of the group. The total compensation paid to key management personnel for services provided to the group was €Nil (2021: €Nil).

8. INTEREST (PAYABLE), RECEIVABLE AND SIMILAR CHARGES

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Interest expenses:		
Other interest costs	(250)	(15)
	<u>(250)</u>	<u>(15)</u>
Interest income:		
Other interest income	40	-
	<u>40</u>	<u>-</u>

CLOUDCARE UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

9. TAXATION

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Current tax		
Current tax for the year	4,712	2,013
Total current tax	4,712	2,013
Deferred tax		
Charged to the Statement of Comprehensive Income	(122)	(5)
Total deferred tax	(122)	(5)
Total tax	4,590	2,008

Factors affecting tax charge for the year

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	Year ended 31 December 2022 €'000	Period ended 31 December 2021 €'000
Loss before tax	3,511	913
Loss multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	667	173
Effects of:		
Expenses not deductible for tax purposes	600	1,076
Income not deductible for tax purposes	(188)	-
Foreign tax	3,615	751
Deferred tax adjustments	(128)	-
Deferred tax not recognised	24	8
Total tax charge for the year	4,590	2,008

Factors that may affect future tax charges

On 3 March 2021, the Chancellor of the Exchequer announced that the corporation tax rate would increase to a maximum of 25% from 1 April 2023. This was substantively enacted on 24 May 2021. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised, based on tax law and the corporation tax rates that have been enacted, or substantively enacted, at the balance sheet date. As such, the deferred tax rate applicable at 31 December 2022 is 25% and deferred tax has been re-measured at this rate.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

10. INTANGIBLE ASSETS

Group	Goodwill €'000	Development €'000	Patents, licenses and rights €'000	Other intangible assets €'000	Total €'000
Cost					
At 1 January 2022	77,733	220	795	384	79,132
Additions	9,291	328	-	540	10,159
Disposals	-	-	(653)	-	(653)
At 31 December 2022	87,024	548	142	924	88,638
Amortisation					
At 1 January 2022	(5,183)	(28)	(214)	(64)	(5,489)
Amortisation for the year	(8,702)	(113)	-	(5)	(8,820)
Disposals	-	-	119	-	119
At 31 December 2022	(13,885)	(141)	(95)	(69)	(14,190)
Net book value					
At 31 December 2022	73,139	407	47	855	74,448
At 31 December 2021	72,550	192	581	319	73,643

The company has no intangible assets.

11. TANGIBLE FIXED ASSETS

Group	Land and buildings €'000	Plant and machinery €'000	Industrial equipment €'000	Other fixed assets €'000	Total €'000
Cost					
At 1 January 2022	1,198	71	250	472	1,991
Additions	4	25	16	105	150
At 31 December 2022	1,202	96	266	577	2,141
Depreciation					
At 1 January 2022	(49)	(68)	(249)	(281)	(647)
Depreciation for the year	(36)	(8)	(4)	(50)	(98)
At 31 December 2021	(85)	(76)	(253)	(331)	(745)
Net book value					
At 31 December 2022	1,117	20	13	246	1,396
At 31 December 2021	1,149	3	1	191	1,344

The carrying value of land totals € Nil.

The company has no tangible fixed assets.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

12. INVESTMENTS

The group has no fixed asset investments.

Company	Investment in subsidiaries €'000
Cost	
Cost brought forward	51,899
Additions	1,000
At 31 December 2021	52,899
Impairment	
Impairment in the year	-
At 31 December 2021	-
Net book value	
At 31 December 2022	52,899
At 31 December 2021	51,899

The following were subsidiary undertakings of the company:

Name	Class of share	Holding	Principal activity
Cloudcare Topco Limited	Ordinary shares	100%	Investment holding company
* Cloudcare Bidco S.r.l.	Ordinary shares	100%	Investment holding company
** Cloudcare S.p.A	Ordinary shares	68.74%	Technology company
*** Spin Up S.r.l	Ordinary shares	68.74%	Technology company
*** Comparasemplice Broker SRL	Ordinary shares	68.74%	Brokerage company
*** Alipax SL Unico Socio	Ordinary shares	68.74%	Technology company
*** Hunica S.r.l	Ordinary shares	68.74%	Brokerage company
*** Affida S.r.l	Ordinary shares	68.74%	Technology company

* These subsidiaries are indirect subsidiaries of Cloudcare Topco Limited

** These subsidiaries are indirect subsidiaries of Cloudcare Bidco S.r.l.

*** These subsidiaries are indirect subsidiaries of Cloudcare S.p.A

The registered office of the subsidiaries are:

Name	Registered office
Cloudcare Topco Limited	Investcorp House, 48 Grosvenor Street ,London, United Kingdom,W1K 3HW
Cloudcare Bidco S.r.l.	Corso Di Porta Romana 6 20122 Milan (MI)
Cloudcare S.p.A	Via Righi 27 - 28100 Novara (NO)
Spin Up S.r.l	Medina N.5 - 80133 Naples
Comparasemplice Broker SRL	Via Mattei 24 - 28100 Novara (NO)
Alipax SL Unico Socio	Via Mar Della Cina 193 - 00144 Rome (RM)
Hunica S.r.l	Via Lucrezio Caro 62 00193 Rome (RM)
Affida S.r.l	Via Lucrezio Caro 62 00193 Rome (RM)

In the opinion of the directors the value of these investments as at 31 December 2022 is not less than the aggregate amount in the Balance Sheet at that date.

The reporting year end of the subsidiary undertakings is co-terminus with the company.

All of the above subsidiaries are included in the group consolidation.

CLOUDCARE UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

13. DEBTORS

Amounts due within one year	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Trade debtors	17,240	-	15,448	-
Amounts owed from related parties	-	-	252	-
Tax receivable	1,062	-	111	-
Other debtors	1,182	-	181	-
Prepayments	-	-	257	-
Accruals	300	-	178	-
Deferred tax (note 18)	146	-	-	-
	19,930	-	16,427	-

An impairment loss of Nil (2021: €24,027) was recognised in administrative expenses against trade debtors during the year.

Amounts due after one year	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Trade debtors	703	-	487	-
	703	-	487	-

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Bank loans (note 16)	141	-	50	-
Trade creditors	4,874	1	5,564	2
Amounts owed to parent undertaking (note 15)	30,000	-	30,006	2
Social security	1,273	-	299	-
Other creditors	7,627	-	4,567	-
Accruals	155	-	38	2
Provisions	54	-	694	-
Corporation tax	1,293	-	1,305	-
	45,417	1	42,523	6

The amounts owed to parent undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Bank loans (note 16)	624	-	506	-
Other loans	-	-	224	-
Bonds (note 19)	5,376	-	-	-
	6,000	-	730	-

16. BANK LOANS

At 31 December 2022 a number of subsidiary companies hold loans with banks. These loans attract interest rates of between 3% and 6%.

Analysis of maturity of bank loans is given below:

	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Amounts falling due within one year	141	-	50	-
Amounts falling due after more than one year	624	-	506	-
	765	-	556	-

17. SHARE CAPITAL

	2022 €'000	2021 €'000
3 (2021: 2) Ordinary shares of € 1 each	-	-
	-	-

On 4 March 2022, Investcorp Funding Limited (parent company), decided to fund an additional €1,000,000 to Cloudcare UK Holdings Limited for future growth opportunities, through a share issue of 1 ordinary share with nominal value €1 and share premium of €999,999. This addition of €1,000,000 relates to additional equity capitalised in respect of the subsidiary Cloudcare Topco Limited.

18. DEFERRED TAX

	2022 € '000	2021 € '000
Brought forward	-	-
Charged to the Statement of Comprehensive Income	146	-
At end of the year	146	-

The provision for deferred taxation is made up as follows:

	2022 €'000	2021 €'000
Accelerated capital allowances	146	-
At end of the year	146	-

CLOUDCARE UK HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

19. BONDS

Cloudcare SpA has subscribed for an unsecured, non-convertible bond by Merito SGR (a member of the UniCredit group) which attracts a rate of annual interest equal to Euribor 6 months plus a margin of 5.5% with maturity is in 2026.

Analysis of maturity of bonds is given below:

	2022 Group €'000	2022 Company €'000	2021 Group €'000	2021 Company €'000
Amounts falling due within one year	-	-	-	-
Amounts falling due after more than one year	5,376	-	-	-
	5,376	-	-	-

20. RELATED PARTIES

Amounts due to related parties at year end totaled €30,000,000 (2021: €30,006,268) .

An amount of €30,000,000 (2021: €30,001,782), is payable to Mist Holdings Limited (parent company).

An amount of Nil (2021: €4,486), is payable to Investcorp Funding Limited (parent company).

The balances above have arisen due to funding for acquisitions in the prior year. There has been no other intercompany trade between group entities throughout the year.

21. CONTINGENT LIABILITIES

The group has issued a guarantee amounting to €1,190,000 (2021: €1,190,000), (relating to property located in Novara), purchased by Cloudcare S.p.A, to a leading Italian bank.

Securities were issued to leading Italian banks for contractual commitments and rent liabilities, of which €66,000 (2021: € Nil) relates to Cloudcare S.p.A and €120,000 (2021: € Nil) relates to Spin Up S.r.l.

22. RESERVES**Share capital**

The nominal value of allotted and fully paid up ordinary share capital.

Share premium

The share premium comprises the amount received, attributable to shareholders' equity, in excess of the nominal amount of the share issued.

Other reserves

Other reserves comprise of capital contributions and merger differences arising in connection with the acquisition of subsidiaries within the year.

Profit and loss account

This reserve represents accumulated gains and losses recognised in the Statement of Comprehensive Income.

Non controlling interest

The cumulative net gains and losses recognised in the Statement of Comprehensive Income due to non-controlling interest parties.

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23. BUSINESS COMBINATION

The group noted the following acquisitions which occurred during the financial year:

On 25 October 2022, Cloudcare SpA purchased 73% of Hunica S.r.l for €6.046m.

	Fair Value €'000
Share capital	37
Profit and loss brought forward	(86)
Other reserves	1
Net Assets	<u>(48)</u>
Add: goodwill recognised at acquisition	6,094
Non-controlling interest on acquisition	(48)
Purchase price consideration	<u>6,046</u>

As part of the purchase, On 25 October 2022, Cloudcare SpA also purchased 42% of Affida S.r.l, a company which Hunica S.r.l already owned 57% for €6,178m.

	Fair Value €'000
Share capital	62
Profit and loss brought forward	910
Other reserves	2,009
Net Assets	<u>2,982</u>
Add: goodwill recognised at acquisition	3,197
Non-controlling interest on acquisition	(1)
Purchase price consideration	<u>6,178</u>

24. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Mist Holdings Limited, and the ultimate parent undertaking is Investcorp Holdings B.S.C. Both parent companies are incorporated in the Cayman Islands.

25. POST BALANCE SHEET EVENTS

On October 25 2022, The Cloudcare group acquired 73% of Hunica S.r.l and 42% of Affida S.r.l. Since year end, on January 25, 2023, Hunica S.r.l has merged with Affida S.r.l. As of that date, the Cloudcare group directly controls 83.17% of Affida S.r.l.

On February 15, 2023, the group purchased 100% of Assicurofacile S.r.l, a fast-growing insurance broker with an important geographical presence in central Italy. The acquisition is part of the diversification strategy of the Cloud Care Group whose main objectives are to grow in the insurance market.