

Registered number: 13732733

TYCHO BIDCO LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD FROM
9 NOVEMBER 2021 (DATE OF INCORPORATION) TO 30 JUNE 2022**



TYCHO BIDCO LIMITED

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TYCHO BIDCO LIMITED

COMPANY INFORMATION

Directors

A D Cheong
J A Lillywhite
T W J Shelford
T P Smeaton
S J Walker

Registered number

13732733

Registered office

96 Great Suffolk Street
Southwark
London
SE1 0BE

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

TYCHO BIDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 30 JUNE 2022

The directors present the Strategic Report of Tycho Bidco Limited (the "Company") for the period from 9 November 2021 (date of incorporation) to 30 June 2022.

Business review

The Company was incorporated on 9th November 2021, as a subsidiary of Tycho Midco Limited, a company registered in England and Wales. On 15th November 2021, the Company acquired 100% of the share capital of leading next generation technology consultancy firm Kubrick Group Limited.

During the period, the Company entered into new financing facilities with HSBC including term debt facilities and a revolving credit facility to support the long-term growth of its trading subsidiaries. The loss in the period was £10.6m, reflecting the interest cost of the Company's financing arrangements. At the end of period the Company has net current assets of £3,262,353 and net liabilities of £10,442,985.

Key performance indicators

The directors of the Group manage the Group's operations on a consolidated basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance and position of the business of the Company. The development, performance and position of the Group, which includes the Company, are discussed in the Director's Report of Tycho Holdco Limited. The financial statements of Tycho Holdco Limited are available from the address in note 25.

Risk management

The board has overall responsibility for risk management. The Audit Committee reviews the identification, assessment, management and monitoring of risks.

Principal risks and uncertainties

The principal risks and uncertainties that the Company faces are:

Investment risk

The main risk facing the Company is that its investments do not perform as well as expected, in which case the investment value may be impacted with impairment becoming necessary. At the reporting date, all investments were performing in line with expectations set out at the time of acquisition and the directors therefore do not see any indication of impairment.

Credit risk

Credit risk is the risk that the amount due from group undertakings is not settled. The Group holds a letter of support from the ultimate parent company that will enable them to continue to trade and pay their liabilities as and when they become due for at least 12 months from the date of the financial statements. Therefore, the directors consider this risk to be adequately mitigated.

Interest rate risk

The Company is exposed to interest rate risk predominantly through its use of variable-rate debt facilities, which charge interest based on the Bank of England's published rates. Due to wider economic trends, uncertainty in variable interest rates means the financial performance of the Company, which depends largely on interest expense, can fluctuate between reporting periods.

The Company has covenants which are monitored regularly and the directors consider the funding in place to be sufficient.

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

Jamie Lillywhite

J A Lillywhite

Director

Date: 03-31-2023

TYCHO BIDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2022

The directors present their annual report and the audited financial statements of Tycho Bidco Limited (the "Company") for the period ended 30 June 2022.

The Company was incorporated on 9 November 2021. This is first financial period for which the financial statements of the Company has been prepared.

Principal activities

The principal activity of the Company is that of an investment holding company. The Company provides management services to its subsidiaries and generates revenue from inter-company management fees.

Dividends

No dividends were paid during the period and the directors do not propose a payment of a final dividend for the financial period.

Directors

The directors who served during the period and up to the date of signing the financial statements, unless otherwise stated, were:

A D Cheong (appointed 9 November 2021)
J A Lillywhite (appointed 15 November 2021)
T W J Shelford (appointed 9 November 2021)
T P Smeaton (appointed 15 November 2021)
S J Walker (appointed 15 November 2021)

Going concern

The directors consider it appropriate to prepare these financial statements on a going concern basis. The trading subsidiaries of the Company exhibit a resilient and highly recurring revenue profile with strong demand for their services which has driven their substantial growth. The financing structure, with intercompany loans funded by cumulative preference shares and cumulative loan notes in the Company's parent entities, together with a revolving credit facility, means the Company has sufficient funding not just to continue operating but also to invest in the growth of its subsidiaries.

Qualifying third party indemnity provisions

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the period and is currently in force. The Company also purchased and maintained throughout the period Directors' and Officers' liability insurance in respect of itself and its directors.

Future development

The Company will continue as a holding company. The directors anticipate that demand for the services of the Company's subsidiaries will continue to grow, and the Company is well positioned to provide the funding to deliver future growth.

TYCHO BIDCO LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2022

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

Disclosure of information to auditors

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 auditors are 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 Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for appointment in accordance with section 485 of the Companies Act 2006.

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

Jamie Lillywhite

J A Lillywhite
Director

Date: 03-31-2023

Independent auditors' report to the members of Tycho Bidco Limited

Report on the audit of the financial statements

Opinion

In our opinion, Tycho Bidco Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its loss for the period from 9 November 2021 to 30 June 2022;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance Sheet as at 30 June 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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 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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Independent auditors' report to the members of Tycho Bidco Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the period ended 30 June 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent auditors' report to the members of Tycho Bidco Limited (continued)

Auditors' 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 auditors' 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to specifically the posting of inappropriate journal entries to manipulate financial results. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of any known or suspected instances of non-compliance with laws and regulations and fraud;
- Identifying and testing journal entries, in particular with unusual accounting combinations including unusual or unexpected journal postings to revenue and journal entries with unusual words; and
- Reviewing financial statement disclosures and testing supporting documentation

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Independent auditors' report to the members of Tycho Bidco Limited (continued)

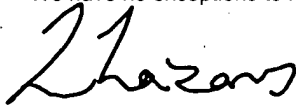
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Louise Lazarus (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

31 March 2023

TYCHO BIDCO LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 JUNE 2022**

	Note	8 month period ended 30 June 2022 £
Turnover	4	332,765
Gross profit		332,765
Administrative expenses		(464,286)
Exceptional administrative expenses	5	(60,000)
Operating loss	5	(191,521)
Interest receivable and similar income	9	(10,662,888)
Interest payable and similar expenses	10	157,121
Loss before taxation		(10,697,288)
Tax on loss	11	122,645
Loss for the financial period		(10,574,643)
Total comprehensive expense for the financial period		(10,574,643)

The notes on pages 12 to 25 form part of these financial statements.

TYCHO BIDCO LIMITED
REGISTERED NUMBER: 13732733

BALANCE SHEET
AS AT 30 JUNE 2022

	Note	2022 £
Fixed assets		
Investments	12	165,178,948
Current assets		
Debtors: amounts falling due after more than one year	13	2,683,508
Debtors: amounts falling due within one year	13	1,335,278
Creditors: amounts falling due within one year	14	(756,433)
Net current assets		<u>3,262,353</u>
Total assets less current liabilities		<u>168,441,301</u>
Creditors: amounts falling due after more than one year	15	(177,596,575)
Provisions for liabilities		
Other provisions	18	(1,287,711)
Net liabilities		<u>(10,442,985)</u>
Capital and reserves		
Called up share capital	19	2
Share based payment reserve	20	131,656
Profit and loss account	20	(10,574,643)
Total shareholders' deficit		<u>(10,442,985)</u>

The financial statements on pages 9 to 25 were approved and authorised for issue by the board and were signed on its behalf by:

Jamie Lillywhite

J A Lillywhite

Director

Date: 03-31-2023

The notes on pages 12 to 25 form part of these financial statements.

TYCHO BIDCO LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 JUNE 2022**

	Called up share capital	Share based payment reserve	Profit and loss account	Total shareholders' deficit
	£	£	£	£
On incorporation	-	-	-	-
Comprehensive expense for the financial period				
Loss for the financial period	-	-	(10,574,643)	(10,574,643)
Total comprehensive expense for the financial period	-	-	(10,574,643)	(10,574,643)
Contributions by and distributions to owners				
Shares issued during the financial period	2	-	-	2
Share based payment	-	131,656	-	131,656
Total transactions with owners	2	131,656	-	131,658
At 30 June 2022	2	131,656	(10,574,643)	(10,442,985)

The notes on pages 12 to 25 form part of these financial statements.

TYCHO BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2022

1. General information

Tycho Bidco Limited (the "Company") is a private company limited by shares and is incorporated and domiciled in England & Wales. The address of its registered office is 96 Great Suffolk Street, Southwark, London, SE1 0BE.

The Company was incorporated on 9 November 2021. This is the first financial period for which the financial statements of the Company has been prepared for the period ended 30 June 2022. Accordingly, results are presented for the period from 9 November 2021 to 30 June 2022, referred to as the "8 month period ending 30 June 2022".

The principal activity of the Company is as a holding company within the Tycho Topco Limited group. The Company was a wholly-owned subsidiary throughout the reporting period.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 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 compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- 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' – Carrying amounts, interest income/expense and net gains/losses for each category financial instrument; 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.

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

2.2 Going concern

The Company's business activities, together with factors likely to affect its future development, its financial positions and risk management objectives are set out in the Directors' Report and Strategic Report. In assessing the Company's ability to continue as a going concern, the directors have considered the performance and financing of the wider group.

The financing structure of the Company's parent, together with a revolving credit facility available to its immediate subsidiary means the Group has sufficient funding and it is appropriate to prepare these financial statements on a going concern basis.

The Company holds a letter of support from the ultimate parent company that will enable it to continue to trade and pay its liabilities as and when they become due for at least 12 months from the date of the financial statements.

TYCHO BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2022

2. Accounting policies (continued)

2.3 Foreign currency translation

The Company's functional and presentational currency is the pound sterling.

During the period, the Company did not transact in any foreign currencies.

2.4 Turnover

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of returns, discounts and rebates allowed by the Company and value added taxes.

Intercompany revenue

Revenue from the provision of directors' services to group companies is recognised in the period of service by the directors.

2.5 Interest income

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

2.6 Finance costs

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

2.7 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

TYCHO BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2022

2. Accounting policies (continued)

2.8 Current taxation

Tax is recognised in the Statement of Comprehensive Income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

2.9 Exceptional items

Exceptional items are transactions that are presented separately due to their size or incidence. During the reporting period these related to non-recurring costs associated with the acquisition of Kubrick Group Limited.

2.10 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.11 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 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.

2.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2.14 Consolidated financial statements

The Company has taken advantage of the exemption provided by Section 400 of the Companies Act 2006 not to prepare group financial statements as the results are in the consolidated financial statements of Tycho Holdco Limited.

TYCHO BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2022

2. Accounting policies (continued)

2.15 Financial instruments

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of recognition and measurement of financial instruments.

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an 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.

2.16 Share based payments

Where the Company participates in a share-based payment arrangement established by a group company, the Company takes advantage of the alternative treatment allowed under Section 26 of FRS 102. The Company recognises the share-based payment expense based on an allocation of its share of the Group's total expense, calculated in proportion to the number of participating employees. The corresponding credit is recognised in retained earnings as a component of equity.

Where the Company is charged for the cost of share-based payment arrangements, the amounts are treated as a reduction in the capital contribution. If the amount charged is in excess of the share-based payment charge, the Company treats the excess as a notional distribution and charges this to retained earnings.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****3. Judgements in applying accounting policies and key sources of estimation uncertainty****Share based payments**

The share based payment charge is based on an estimated valuation of equity shares in Tycho Topco. Limited, based on calculations carried out by an independent advisor. The estimated future value of the equity shares is recognised in line with the vesting period of the shares concerned, with an increase in equity corresponding to an expense in the period.

Financial instruments

The expenses relating to the acquisition of investments and other financial instruments into the Company have been capitalised as part of the carrying value of those investments and financial instruments. The allocation of the expenses was based pro-rata on the value of each instrument and was subject to estimation of whether expenses were relevant to the instrument. Under the effective interest method, the expenses are recognised through the profit and loss as part of the periodic interest charge.

Carrying value of investments

Where there is an indication that investments are impaired, they are tested for impairment by calculating the actual future expected discounted cash flows to be received. Where this is lower than carrying value, an impairment is recognised.

4. Turnover

An analysis of turnover by class of business is as follows:

	8 month period ended 30 June 2022 £
Directors' fees	332,765

5. Operating loss

	8 month period ended 30 June 2022 £
The operating loss is stated after charging:	
Share based payments	131,656
Transaction related costs	60,000
	191,656

Transaction related costs

Expenses of £60,000 relate to additional costs in connection with the acquisition of Kubrick Group Limited. These are shown separately from Administrative Expenses as they were incurred outside of the course of normal business operations and are unlikely to recur in future periods.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****6. Auditors' remuneration**

**8 month
period
ended
30 June
2022
£**

Fees payable to the Company's auditors for the audit of the Company's annual financial statements

6,000

Fees payable to the Company's auditors for other services:

Audit of the Company's subsidiaries

40,000

Tax compliance services

Tax advisory services

13,500

Services relating to corporate finance transactions entered into

674,500

All other non-audit services

20,000

748,000

Fees payable to the Company's auditors were paid for on their behalf by Kubrick Group Limited.

7. Employees

**8 month
period
ended
30 June
2022
£**

Wages and salaries

265,700

Social security costs

35,592

Other pension costs

10,877

312,169

The average monthly number of employees, including the directors, during the period was as follows:

**8 month
period
ended
30
June
2022
Number**

HQ Staff

3

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****8. Directors' remuneration**

	8 month period ended 30 June 2022 £
Remuneration for qualifying services	275,195
Company pension contributions to defined contribution schemes	10,877
	<u>286,072</u>

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

During the period retirement benefits were accruing to 3 directors in respect of defined contribution pension schemes.

The highest paid director received remuneration of £99,876.

The value of the Group contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £1,376.

9. Interest receivable and similar income

	8 month period ended 30 June 2022 £
Other interest receivable	<u>157,121</u>

Other interest receivable relates to intercompany loans with Kubrick Group Limited.

10. Interest payable and similar expense

	8 month period ended 30 June 2022 £
Bank interest payable	830,575
Other interest payable	9,832,313
	<u>10,662,888</u>

Other interest payable relates to intercompany loans with Tycho Midco Limited.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****11. Tax on loss**

	8 month period ended 30 June 2022 £
Corporation tax	
Current tax on loss for the financial period	(122,645)
Total current tax	<u>(122,645)</u>

Factors affecting tax credit for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19.00%. The differences are explained below:

	8 month period ended 30 June 2022 £
Loss before taxation	(10,697,288)
Loss before taxation multiplied by standard rate of corporation tax in the UK of 19.00%	(2,032,485)
Effects of:	
Expenses not deductible	1,463,575
Effects of group relief	475,700
Rate differential	(29,435)
Total tax credit for the financial period	<u>(122,645)</u>

Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2021 (published on 24 May 2021, with royal assent received on 10 June 2021). This confirmed an increase to the corporation tax rate to 25% with effect from 1 April 2023. Deferred taxes at the Balance Sheet date have been calculated based on the corporation tax rate of 25% that is enacted at the reporting date.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****12. Investments**

	Investments in subsidiaries £
Cost and net book value	
On incorporation	-
Added on acquisition of Kubrick Group Limited	165,178,948
	<hr/>
At 30 June 2022	165,178,948
	<hr/> <hr/>

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Kubrick Group Limited	96 Great Suffolk Street, Southwark, London SE1 0BE, United Kingdom	Technology Consultancy	Ordinary	100%

On 15 November 2021, Tycho Bidco Limited, acquired 100% of the share capital of Kubrick Group Limited ("Kubrick") resulting in an investment of £165,178,948. Kubrick is a Hire-Train-Deploy business that recruits and trains consultants in data, AI or cloud engineering before deploying them to client sites chargeable at a daily rate.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****13. Debtors****2022
£****Amounts falling due after more than one year**

Amounts owed by group undertakings

2,683,508

Amounts owed by group undertakings represent intercompany loans with Kubrick Group Limited and are unsecured, interest bearing at a rate of 10% and repayable on 15 November 2028. Accrued interest is capitalised on an annual basis to increase the value of the loan.

**2022
£****Amounts falling due within one year**

Amounts owed by group undertakings

117,192

Other debtors

98,225

Deferred tax

122,645

Prepayments and accrued income

997,216**1,335,278**

Amounts owed by group undertakings represent trading balances with Tycho Topco Limited and Tycho Holdco Limited, are unsecured and non interest bearing.

14. Creditors: amounts falling due within one year**2022
£**

Accrued interest on bank loan

223,519

Amounts owed to group undertakings

532,914**756,433**

Amounts owed to group undertakings represent trading balances with Kubrick Group Limited, are unsecured and non interest bearing.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****15. Creditors: amounts falling due after more than one year**

	2022 £
Bank loans	9,667,595
Amounts owed to group undertakings	167,928,980
	<u>177,596,575</u>

Amounts owed to group undertakings represent intercompany loans with Tycho Midco Limited and are unsecured, interest bearing at a rate of 10% and repayable on 15 November 2028. Accrued interest is capitalised on an annual basis to increase the value of the loan.

16. Loans

Analysis of the maturity of loans is given below:

	2022 £
Amounts falling due within one year	
Accrued interest on bank loan	223,519
Amounts falling due after more than one year	
Bank loans	9,667,595
	<u>9,891,114</u>

Bank loans

On 20 December 2021, Tycho Midco Limited entered in to an agreement with its senior debt provider to arrange term debt facilities totalling £30,000,000. The facilities are secured by a fixed charge in favour of the senior debt provider over the investments and shareholdings of Tycho Midco Limited, Tycho Bidco Limited and Kubrick Group Limited and its subsidiaries and is repayable on 21 December 2028.

Tycho Bidco Limited drew £10,000,000 of the term facility on 20 December 2021. There were no further drawings or repayments of the term facility in the period ended 30 June 2022. The balance at the period end represents the principal amount net of arrangement fees and accrued interest. Interest is charged at SONIA plus 5%.

Following the period end, on 11 August 2022 a further £20,000,000 was drawn on the term debt facility.

The Group's financing facility also includes a £10m revolving credit facility (RCF) which was not drawn at all during the period ended 30 June 2022.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****17. Financial instruments****2022
£****Financial assets**

Financial assets measured at amortised cost

2,898,925**Financial liabilities**

Financial liabilities measured at amortised cost

(178,353,008)

Other financial liabilities measured at fair value - contingent consideration

(1,287,711)**(179,640,719)**

Financial assets measured at amortised cost comprise amounts owed by group undertakings and other debtors.

Financial liabilities measured at amortised cost comprise bank loans and amounts owed to group undertakings.

Financial liabilities measured at fair value comprise contingent consideration.

18. Provisions**Contingent
consideration
£**

On incorporation

-

Additions arising from acquisition of Kubrick Group Limited

1,287,711**At 30 June 2022****1,287,711****Contingent consideration**

As part of the arrangements relating to the acquisition of Kubrick Group Limited, a maximum of £1,580,278 is payable to the sellers based on the realisation of incremental tax cash benefits relating to the transaction. As of 30 June 2022, management's assessment was that the tax benefits were likely to be realised in two tranches, £1,117,122 within one year and the £463,156 within two years. Accordingly, the present value of the liability has been provided.

TYCHO BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2022****19. Called up share capital**

	2022 £
Allotted, called up and fully paid	
2 Ordinary shares of £1 each	2
	=====

The share capital was issued upon incorporation of Tycho Bidco Limited on 9 November 2021.

Ordinary Shares have full voting rights and there are no restrictions on the distribution of dividends and repayment of capital.

20. Reserves**Share based payment reserve**

The share based payment reserve represents the equity element of charges made for the fair value of the share options granted, less amounts realised on the issue of options exercised.

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company.

21. Share based payments

In November 2021, Tycho Topco Limited issued C1 shares to certain employees of the group in which Tycho Bidco Limited is a member. These shares have been accounted for as share based payments, with the charge spread over the vesting period and allocated across the companies in the group based on the proportion of the share class held by employees in each entity. The shares will vest over the period to the next exit event.

The fair value of the C1 shares as of the date they were issued was calculated using a Monte Carlo option pricing model. The model's inputs include expected period to exercise and expected share price volatility.

	8 month period ended 30 June 2022
Number of shares granted in the period	52,382
	=====
	2022 £
Fair value per share at issue	18.80
Total expense recognised in profit and loss account	131,656
Carrying amount for liabilities arising from share-based payment transactions	-
	=====

TYCHO BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2022

22. Pension commitments

The group in which Tycho Bidco Limited is a member operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £10,877.

23. Related party transactions

Transactions with associated companies

During the period Tycho Bidco Limited entered into an intercompany loan agreement with its parent, Tycho Midco Limited. At the period end date of 30 June 2022, a balance of £167,928,980 was outstanding and included within creditors. The loan is interest-bearing at a rate of 10% per annum, compounded annually. The loan is repayable after more than one year.

During the period Tycho Bidco Limited entered into an intercompany loan agreement with its subsidiary, Kubrick Group Limited. At the period end date of 30 June 2022, a balance of £2,683,508 was outstanding and included within debtors. The loan is interest-bearing at a rate of 10% per annum, compounded annually. The loan is repayable after more than one year.

Tycho Bidco Limited maintains trading balances with Tycho Topco Limited, Tycho Holdco Limited, and Kubrick Group Limited to settle payments to suppliers as they fall due. The resulting intercompany loans are unsecured and non interest-bearing.

Transactions with key management personnel

See note 8 for disclosure of the directors' remuneration.

24. Post balance sheet events

On 11 August 2022, Tycho Bidco Limited drew down a further £20m on the senior debt facility. These amounts were used to repay part of the intercompany loan with Tycho Midco Limited.

25. Ultimate parent undertaking and controlling party

The immediate parent entity is Tycho Midco Limited, a company incorporated in England and Wales with registered number 13732663.

The ultimate parent entity and ultimate controlling party is Tycho Topco Limited, a company incorporated in Jersey. Copies of the Tycho Topco Limited accounts are available from the registered address at 22 Grenville Street, St Helier, Jersey, JE4 8PX.

The smallest and largest undertaking for which the Company is a member and for which group financial statements are prepared is Tycho Holdco Limited. Copies of the financial statements are available from the companies registrar at Companies House, Crown Way, Cardiff, CF14 3UZ, United Kingdom.