



**Adobe Systems Europe Limited  
Directors' Report and Financial Statements  
Year Ended 30 November 2022**

**Registered number: SC101089**



## CONTENTS

	Page
DIRECTORS AND OTHER INFORMATION.....	2
STRATEGIC REPORT.....	3-4
DIRECTORS' REPORT.....	5-7
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS.....	8
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ADOBE SYSTEMS EUROPE LIMITED.....	9-13
PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME.....	14
BALANCE SHEET.....	15
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2022.....	16
NOTES TO THE FINANCIAL STATEMENTS.....	17-28

**DIRECTORS AND OTHER INFORMATION**

**Board of Directors**

Fiona Grace (Ireland)  
Yulia Levedev Beck (US)  
Vinh Hoang (US)

**Solicitors**

Taylor Wessing LLP  
5 New Street Square,  
London  
EC4A 4TW  
United Kingdom

**Registered Office**

C/O EQ Accountants LLP  
14 City Quay  
Dundee  
DD1 3JA  
United Kingdom

**Bankers**

Bank of America  
5, Canada Square  
London,  
E14 5AQ  
United Kingdom

**Registered number:** SC101089

**Auditor**

KPMG  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
Ireland

## STRATEGIC REPORT

The directors set out their strategic report for the year ended 30 November 2022 below.

### Principal activities

Adobe Systems Europe Limited (the “Company”) is a member of the Adobe Inc. (ADOBE) group (the Group). The principal activity of the Company during the year was sales solicitation and marketing of Adobe products on behalf of a Group member company. Its revenues are derived 100% from fellow Group companies in accordance with service agreements with those entities.

### Review of performance of the business and its financial position including key performance indicators

Both the level of business and the year-end financial position were satisfactory with profit on ordinary activities before taxation of £18,552,000 (2021: £17,178,000). The Company recorded a profit after tax of £15,113,000 for the year (2021: profit £15,460,000) in its Profit & Loss account and statement of other comprehensive income. Turnover increased by 12% compared with 2021. Average headcount increased to 1,031 (2021: 905). The Company remains in a strong financial position with net assets of £74,838,000 at 30 November 2022 (2021: £55,988,000).

### Future development

The Company is expecting its operations to remain stable for the near term, but is dependent on current economic climate changes.

### Principal risks and uncertainties facing the Company

#### Credit risk

The Company trades with a small number of Group companies and credit risk is deemed to be low.

#### Currency risk

The majority of revenues and purchases are in GBP so currency risk is deemed to be low.

#### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company aims to mitigate liquidity risk by managing cash generation by its operations, ensuring there are adequate funds to meet potential liabilities.

#### Cash flow risk

Cash flow risk is the risk that inflows and outflows of cash and cash equivalents will not be sufficient to finance day-to-day operations of the Company. The Company manages cash flow risk by maintaining funds to enable it to meet its liabilities as they fall due.

## STRATEGIC REPORT - CONTINUED

### Section 172 statement

The Board of Directors confirm that during the year under review, it has acted in a way it considered in good faith to be most likely to promote the long-term success of the Company for the benefit of its stakeholders as a whole, whilst having due regard to the matters set out in section 172 (1) to (f) of the Companies Act 2006 being the:

- (a) likely consequences of any decision in the long-term;
- (b) interests of the Company's employees;
- (c) need to foster the Company's business relationships with suppliers, customers and others;
- (d) impact of the Company's operations on the community and the environment;
- (e) desirability of the Company maintaining a reputation for high standards of business conduct; and
- (f) need to act fairly between members of the Company.

In making this statement, the Board considers that its key stakeholders include the ADOBE Group's shareholders and potential investors, employees, occupiers, visitors, local authorities, community partners, suppliers and finance providers.

**On behalf of the board**

*Fiona Grace*

---

Fiona Grace  
Director  
28 July 2023

## DIRECTORS' REPORT

The directors present their directors' report and financial statements for the year ended 30 November 2022.

### Results and dividends

The results for the year ended 30 November 2022 are shown in the profit and loss account and statement of other comprehensive income on page 14. The Company declared and paid a £31,000,000 dividend to its parent during the year (2021: £29,000,000).

### Research and development

The Company undertakes limited research and development activities.

### Post balance sheet events

There have been no material events subsequent to the year end which would require adjustment to, or disclosure in, the financial statements.

### Directors

The directors who served the Company during the year were as follows:

Fiona Grace (Ireland)  
Lauren Pfeiffer (US)  
Keith San Felipe (US)  
Vinh Hoang (US)

On 25 August 2022, Keith San Felipe resigned as a director of the Company and Vinh Hoang was appointed as a director of the Company.

On 31 May 2023, Lauren Pfeiffer resigned as a director of the Company and Yulia Lebedev Beck was appointed as a director of the Company.

The Company is a wholly-owned subsidiary of a company incorporated outside Great Britain. During the year, and up to the date of approval of the financial statements, the Group had in place a third-party indemnity provision for the benefit of all the directors of the Company.

None of the directors held an interest with the Company during the year.

### Statement of disclosure of information to auditor

The directors confirm that, so far as each person who was a director as at the date of approving this report is aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Accounting records

The measures taken by the directors to secure compliance with the Company's obligation to keep proper accounting records are the use of appropriate systems and procedures and employment of competent persons. The accounting records are kept at Adobe Systems Software Ireland Limited, 4-6 Riverwalk, Citywest Business Park, Dublin, D24DCW0, Ireland.

### Political contributions

The Company made no political donations during the year.

### Policy and practice of payment

The Company endeavours to agree terms of payment with suppliers prior to placing business. This ensures that suppliers are aware of the terms of payment in advance. It is the Company's policy to pay to agreed terms.

## **DIRECTORS' REPORT – CONTINUED**

### **Stakeholder engagement statement**

The Board will sometimes engage directly with certain stakeholders on certain issues, but the size and distribution of our stakeholders and of the Group means that stakeholder engagement often takes place at an operational level.

In addition, to ensure a more efficient and effective approach, certain stakeholder engagement occurs at the Group level, in particular where matters are of Group-wide significance or have the potential to impact the employees and business of the Group as a whole.

The directors consider the suppliers to be a key stakeholder of the business. The ADOBE group implements the Group wide procurement policy and best practices for engaging with suppliers. The Group puts money directly into the hands of entrepreneurs and business owners from underrepresented communities, supporting their business's economic recovery and growth by working with diverse suppliers. All Adobe employees who participate in the purchasing process must complete procurement training courses every 2 years.

To the ADOBE group people come first, and our top priority remains the health and wellbeing of our employees. With the ease of Covid restrictions, from October 2022 the Group adopt a hybrid and flexible work model. The employees divide their work between the office and home about half the time. The Group increased the frequency of communications, surveyed employees regularly, and rolled out new benefits and programs to meet their needs.

The Board considers and discusses information from across the organization to help it understand the impact on the Group's operations, and the interests and views of our key stakeholders. It also reviews strategy, financial and operational performance reports and metrics. This information is provided to the board through written reports and through in-person presentations.

As a result of these activities, the board has an overview of engagement with stakeholders, employees, and other relevant factors, which enables the directors to comply with their legal duty under section 172 of the Companies Act 2006.

More information about key decisions made by ADOBE can be found at <https://www.adobe.com/investor-relations.html>.

### **Employees**

#### **Disabled employees**

The Company has an equal opportunity policy in place which extends to disabled persons. This reflects the Company's philosophy that people should be treated fairly and with dignity, and that the Company must continue to value and benefit from a wide diversity of ideas, perspectives and backgrounds. It is ADOBE's policy to base all employment decisions, both in terms of recruitment and employment decisions relating to individuals after hiring, on the principles of equal employment opportunity, without regard to disability (or indeed other classifications protected by applicable law). The Company will also make reasonable adjustments in relation to disabled employees and job applicants to ensure, in so far as is reasonably possible, that they are not disadvantaged by their disability.

#### **Employee consultation and involvement**

Meetings are held between leaders and employees to provide business updates and discuss company initiatives. Employees can directly interact with respective leaders to ask questions or provide feedback. The meetings are live and broadcasted to all employees in that organisation. Adhoc announcements along with an all hands (such as an important re-organisation or acquisition) is normally organised to share more context with the employees and allow them to ask questions that can be asked live in the session or pre-submitted beforehand. In addition, the Company would consult where required by law with employees and as otherwise in relation to matters which impact on them. Roundtable meetings with employees, Social Impact leads, Employee Networks representatives along with team meetings, team huddles, daily stand-ups or informal team meetings have the purpose of creating a community and a platform for managers and employees to get together and communicate, share ideas, roadblocks, need for support. All our employees get news from the UK Insider, a monthly email newsletter that features site-specific information, activities, and events, as well as corporate events and information.

**DIRECTORS' REPORT – CONTINUED**

**Auditor**

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

**On behalf of the board**

*Fiona Grace*

---

Fiona Grace  
Director  
28 July 2023  
C/O EQ Accountants LLP  
14 City Quay  
Dundee  
DD1 3JA  
United Kingdom



**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 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 state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

**On behalf of the board**

*Fiona Grace*

---

Fiona Grace  
Director



KPMG

Audit  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
D02 DE03  
Ireland

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ADOBE SYSTEMS EUROPE LIMITED**

### **Report on the audit of the financial statements**

#### ***Opinion***

We have audited the financial statements of Adobe Systems Europe Limited ('the Company') for the year ended 30 November 2022 set out on pages 14 to 28, which comprise the Profit and Loss Account and Statement of Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 30 November 2022 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 The Financial Reporting standard applicable in the UK and Republic of Ireland; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006

#### ***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### ***Conclusions relating to going concern***

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

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

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.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ADOBE SYSTEMS EUROPE LIMITED (continued)**

### **Report on the audit of the financial statements – continued**

#### **Conclusions relating to going concern - continued**

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 the date 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.

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

#### ***Detecting irregularities including fraud***

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

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

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ADOBE SYSTEMS EUROPE LIMITED** *(continued)*

### **Report on the audit of the financial statements - continued**

#### **Detecting irregularities including fraud- continued**

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls. On this audit we do not believe there is a fraud risk related to revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

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

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

#### **Other information**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic report and the directors' report. The financial statements and our auditor's report thereon do not comprise part of 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 as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ADOBE SYSTEMS EUROPE LIMITED (continued)**

### **Report on the audit of the financial statements – continued**

#### ***Opinions on other matters prescribed by the Companies Act 2006***

*Based solely on our work on the other information undertaken during the course of the audit:*

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

#### ***Matters on which we are required to report by exception***

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

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

We have nothing to report in these respects.

### **Respective responsibilities and restrictions on use**

#### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### ***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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ADOBE SYSTEMS EUROPE LIMITED** *(continued)*

**Respective responsibilities and restrictions on use - continued**

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

Our report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

*John Corrigan*  
**(Senior Statutory Auditor)**  
**for and on behalf of**  
**KPMG Statutory Auditor**  
**Chartered Accountants**  
1 Stokes Place  
St Stephen's Green  
Dublin 2

28 July 2023

**PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME**

Year ended 30 November 2022

	Notes	2022 £'000	2021 £'000
Turnover	2	252,521	226,272
Administrative Expenses		<u>(234,114)</u>	<u>(209,092)</u>
<b>Operating profit - continuing operations</b>	3	<b>18,407</b>	17,180
Income from other financial assets	6	97	-
Interest receivable and similar income	7	48	-
Interest payable and similar charges	8	<u>-</u>	<u>(2)</u>
<b>Profit on ordinary activities before taxation</b>		<b>18,552</b>	17,178
Tax expense on profit on ordinary activities	9	<u>(3,439)</u>	<u>(1,718)</u>
<b>Profit for the year</b>		<b><u>15,113</u></b>	<b><u>15,460</u></b>

All amounts above relate to continuing activities.

The Company had no income or loss in the current or previous financial year other than those shown above and accordingly, no separate statement of other comprehensive income has been presented.

## BALANCE SHEET

As at 30 November 2022

	Notes	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Tangible assets	10	1,852	2,806
Financial assets	11	1	1
		<u>1,853</u>	<u>2,807</u>
<b>Current assets</b>			
Debtors	12	97,411	64,290
Cash at bank and in hand		15,466	26,075
		<u>112,877</u>	<u>90,365</u>
<b>Creditors - amounts falling due within one year</b>	13	<u>(39,892)</u>	<u>(37,156)</u>
<b>Net current assets</b>		<u>72,985</u>	<u>53,209</u>
<b>Total assets less current liabilities</b>		<b>74,838</b>	<b>56,016</b>
<b>Provisions for liabilities</b>	15	<u>-</u>	<u>(28)</u>
<b>Net assets</b>		<u><b>74,838</b></u>	<u><b>55,988</b></u>
<b>Capital and reserves</b>			
Called up share capital	16	30	30
Share premium account		2,312	2,312
Equity contribution from parent		52	52
Profit and loss account		<u>72,444</u>	<u>53,594</u>
<b>Shareholder's funds</b>		<u><b>74,838</b></u>	<u><b>55,988</b></u>

The financial statements and accompanying notes on pages 14 to 28 were approved by the board of directors on 28 July 2023 and signed on its behalf by:

*Fiona Grace*

\_\_\_\_\_  
**Fiona Grace**  
**Director**  
**Company registered number:**  
**SC101089**



STATEMENT OF CHANGES IN EQUITY YEAR ENDED 30 NOVEMBER 2022

	Called up share capital £'000	Share premium account £'000	Equity contribution from parent £'000	Profit and loss account £'000	Total Equity £'000
<b>Balance at 30 November 2020</b>	<b>30</b>	<b>2,312</b>	<b>52</b>	<b>45,372</b>	<b>47,766</b>
Share-based compensation contribution	-	-	21,762	-	21,762
Transfer to profit and loss account	-	-	(21,762)	21,762	-
Dividend paid	-	-	-	(29,000)	(29,000)
Total profit for the year	-	-	-	15,460	15,460
<b>Balance at 30 November 2021</b>	<b>30</b>	<b>2,312</b>	<b>52</b>	<b>53,594</b>	<b>55,988</b>
Share-based compensation contribution	-	-	34,737	-	34,737
Transfer to profit and loss account	-	-	(34,737)	34,737	-
Dividend paid	-	-	-	(31,000)	(31,000)
Total profit for the year	-	-	-	15,113	15,113
<b>Balance at 30 November 2022</b>	<b>30</b>	<b>2,312</b>	<b>52</b>	<b>72,444</b>	<b>74,838</b>

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 1. Statement of accounting policies

#### Basis of preparation

Adobe Systems Europe Limited (the "Company") is a private company incorporated, domiciled and registered in the UK. The registered number is SC101089 and the registered address is C/o EQ Accountants LLP, 14 City Quay, Dundee, DD1 3JA, United Kingdom.

The Company is exempt by virtue of Section 401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

#### Exemptions for qualifying entities under FRS 102

The Company's ultimate parent undertaking, ADOBE, includes the Company in its consolidated financial statements. The consolidated financial statements of ADOBE are available to the public and may be obtained from the parent company's website at [www.adobe.com](http://www.adobe.com). In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of ADOBE include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value:

- Derivative financial instruments
- Financial instruments classified at fair value through profit or loss
- Investment property
- Tangible fixed assets and intangible assets measured in accordance with revaluation model
- Investments in associates and joint ventures measured at fair value

#### Going concern

The Company provides services to the group companies by intercompany agreements which were extended from 27 November 2020 for a period of two years, and thereafter are automatically renewed for successive periods of two years unless and until terminated. The Company earns revenue from an intercompany compensation of costs plus mark up, therefore it is protected from losses. The management do not identify events or conditions that may cast significant doubt on the Company's ability to continue as going concerns for the 12 months from the date of approval of the financial statement by the directors.

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 1. Statement of accounting policies - continued

#### Research and development

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred. Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

#### Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. The Company assesses at each reporting date whether tangible fixed assets are impaired. Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

Leasehold improvements	20% per annum
Fixtures, fittings and equipment	20% per annum
Computer hardware and software	between 20% and 33% per annum

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

#### Turnover

The revenue arises from the service provisions to other group companies under the terms of intercompany agreements. The income is earned as a mark-up on certain costs of providing these services, as these costs are incurred.

#### Income from other financial assets

The income from other financial assets arise from the dividends received from the shareholding of a group company and disposal of shareholding of a group company. They are recognised when the right to receive payment is established.

#### Debtors

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

#### 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.

#### Cash

Cash is represented by cash in hand and deposits with financial institutions and represented as current assets.

#### Dividends

Dividend distribution to the Company's shareholder is recognised as a liability in the Company's financial statement in the period in which the dividends are approved by the Company's share holder.

Dividend income is recognised when the right to receive payment is established.

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 1. Statement of accounting policies - continued

#### Impairment

##### *Financial assets (including receivables)*

A financial asset is impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in profit and loss.

##### *Non-financial assets*

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the consolidated profit or loss.

#### Foreign currency

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

#### Employee costs

##### *Defined contribution plans and other long-term employee benefits*

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

##### *Termination benefits*

Termination benefits are recognised as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits are recognised as an expense if the Company has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

#### Operating leases

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 1. Statement of accounting policies - continued

#### Provisions for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the time effect value of money is material, the amount of the provision is the present value of the expenditures expected to be required to settle the obligation.

#### Interest income and expense

Interest income and interest expense are recognised in profit or loss as they accrue.

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account.

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

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### Share based compensation

The ultimate holding company, ADOBE, operates equity-settled, share-based compensation plans for its employees, which include employees of the Company. Details of the plan and related disclosures are available in Note 17.

#### National Insurance Contributions on share options

On exercise of share options, the Company is required to pay national insurance on the difference between the exercise price and market value of the shares issued. The Company becomes unconditionally liable to pay the national insurance upon exercise of the options. The Company therefore makes a provision for the National Insurance contributions over the vesting period of the options and this provision is re-measured at each period end until the options are exercised.

**NOTES TO THE FINANCIAL STATEMENTS – CONTINUED**

**2. Turnover**

Turnover represents fees for marketing and support services charged to other group companies. An analysis of turnover by geographical market is given below:

	<b>2022</b>	2021
	<b>£'000</b>	£'000
European Union (EU)	<b>239,975</b>	218,140
Outside EU	<b>12,546</b>	8,132
	<b>252,521</b>	226,272

**3. Operating profit**

Operating profit is stated after charging:

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Research and development expensed as incurred		
Depreciation of owned fixed assets	<b>1,660</b>	2,278
Operating lease rentals (buildings)	<b>4,288</b>	3,850
Net loss on foreign currency translation	<b>34</b>	13
Auditor's remuneration:		
- Audit services	<b>27</b>	29
- Non-audit services – taxation	<b>8</b>	9

**4. Employee costs**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Wages and salaries	<b>122,845</b>	105,939
Social security costs	<b>20,459</b>	26,740
Share based compensation expenses	<b>34,737</b>	21,762
Pension costs (note 18)	<b>6,303</b>	5,471
	<b>184,344</b>	159,912

The average number of employees during the year was as follows:

	<b>2022</b>	2021
	<b>Number</b>	Number
Finance and operations	<b>83</b>	66
Sales and marketing	<b>872</b>	779
Research and development	<b>76</b>	60
	<b>1,031</b>	905

NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

5. Directors' remuneration

	2022	2021
	£'000	£'000
Emoluments and other benefits	-	36

Certain directors' emoluments have been borne by fellow group companies. These directors' services to the Company do not occupy a significant amount of their time and as such these directors do not consider that they have received any remuneration for their incidental services to the Company.

6. Income from other financial assets

	2022	2021
	£'000	£'000
Dividend income from subsidiary undertaking	109	-
Withholding taxes on dividend income	(16)	-
Sale of investment in subsidiary undertaking	4	-
	<u>97</u>	<u>-</u>

7. Interest receivable and similar income

	2022	2021
	£'000	£'000
Bank interest	41	-
Interest on late receipts	7	-
	<u>48</u>	<u>-</u>

8. Interest payable and similar charges

	2022	2021
	£'000	£'000
Interest on bank overdraft	-	2

9. Taxation

	2022	2021
	£'000	£'000
<b>(a) Tax on profit on ordinary activities</b>		
<i>Current tax:</i>		
UK corporation tax	3,658	1,836
Adjustments in respect of prior year	(142)	(192)
Total current tax charge	<u>3,516</u>	<u>1,644</u>
<i>Deferred tax:</i>		
Reversal and origination of timing differences (note 14)	(77)	74
Total tax	<u>3,439</u>	<u>1,718</u>

NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

9. Taxation -continued

(b) Factors affecting tax charge

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (2021:19%). The differences are reconciled below:

	2022	2021
	£'000	£'000
Profit on ordinary activities before taxation	18,552	17,180
Profit on ordinary activities multiplied by standard rate of tax of 19% (2021: 19%):	3,524	3,264
<i>Effects of:</i>		
Income not taxable for tax purposes	(95)	(1,554)
Capital allowances in excess of depreciation	(129)	190
Pension and payroll related provisions	281	10
Adjustments in respect of prior years	(142)	(192)
Other timing differences	-	-
Total tax (note 9(a))	3,439	1,718

10. Tangible assets

	Computer hardware and software	Fixtures, fittings and equipment	Leasehold improvements	Total
Cost	£'000	£'000	£'000	£'000
At beginning of year	5,952	2,921	15,130	24,003
Additions	780	13	-	793
Disposals	(179)	-	-	(179)
At end of year	6,553	2,934	15,130	24,617
<b>Depreciation</b>				
At beginning of year	5,328	2,723	13,146	21,197
Provided during the year	429	134	1,097	1,660
Disposals	(92)	-	-	(92)
At end of year	5,665	2,857	14,243	22,765
<b>Net book value</b>				
At beginning of year	624	198	1,984	2,806
At end of year	888	77	887	1,852



**NOTES TO THE FINANCIAL STATEMENTS – CONTINUED**

**11. Financial assets**

	2022	2021
	£'000	£'000
Cost		
Investment in fellow subsidiary undertakings	<u>1</u>	<u>1</u>

At the beginning of the year the Company owned 1% of the ordinary share capital in Adobe Systems Belgium BV, a company incorporated in Belgium with registered address Culliganlaan 2F, Park Lane Building F, 1st Floor, 1831 Diegem, Belgium. On the 2<sup>nd</sup> August 2022, the Company sold its investment to Adobe Systems Benelux B.V.

The Company owns 4% of the ordinary share capital of Adobe Systems Italia SRL, a company incorporated in Italy with registered address Via Bracco Boberto 6, 20159 Milano, Italy. The principal activity of the company is sales solicitation and marketing of Adobe products on behalf of a group member company.

The directors' are satisfied that the realisable value of the investments are not less than its net book value.

**12. Debtors - Amounts due within one year**

	2022	2021
	£'000	£'000
Amounts owed by group companies	92,499	57,865
Other debtors	8	1,249
VAT recoverable	1,178	1,387
Corporation tax receivable	-	531
Prepayments	2,802	2,411
Deferred taxation (note 14)	924	847
	<u>97,411</u>	<u>64,290</u>

Amounts due from group companies are unsecured, non-interest bearing and are repayable on demand.

**13. Creditors - amounts falling due within one year**

	2022	2021
	£'000	£'000
Amounts due to a group company	287	-
Trade creditors	3,679	4,920
Social security taxes	7,509	8,309
Accrued AIP bonuses	8,464	7,777
Accrued commissions	6,862	4,666
Corporation tax	851	-
Accruals	12,240	11,484
	<u>39,892</u>	<u>37,156</u>

Amounts due to a group company is unsecured, non-interest bearing and are repayable on demand. Certain amounts in the note for the comparative period have been reclassified to conform to the current year's presentation.

NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

14. Deferred tax asset

	2022 £'000	2021 £'000
At beginning of year	847	921
Movement in the year (note 9)	77	(74)
At end of year	<u>924</u>	<u>847</u>

Deferred taxation recognised in the financial statements is as follows:

	2022 £'000	2021 £'000
Capital allowances in excess of depreciation	816	847
Other timing differences	108	-
Deferred taxation asset	<u>924</u>	<u>847</u>

15. Provision for liabilities

Provision for NIC on stock options

	£'000
Balance at 30 November 2021	28
Provisions made during the year	-
Provisions reversed during the year	(28)
Balance at 30 November 2022	<u>-</u>

The Company becomes unconditionally liable to pay the National Insurance on the difference between the share option exercise price and market value of the shares issued upon exercise of the share options. The Company therefore makes a provision for the National Insurance Contributions (NIC) over the vesting period of the options and this provision is re-measured at each period end until the options are exercised.

16. Share capital

	2022 £'000	2021 £'000
<b>Authorised</b>		
500,000 ordinary shares of £1 each (2021: 500,000)	<u>500</u>	<u>500</u>
<b>Allotted, called up and fully paid</b>		
30,003 (2021: 30,003) ordinary shares of £1 each	<u>30</u>	<u>30</u>

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 17. Share based payments

ADOBE's stock-based compensation programs are long-term retention programs that are intended to attract, retain and provide incentives for employees, officers and directors, and to align stockholder and employee interests. ADOBE has the following stock-based compensation plans and programs:

#### Restricted Stock Units and Performance Share Programs

ADOBE grants restricted stock units and performance awards to eligible employees under the 2019 Equity Incentive Plan ("2019 Plan").

Restricted stock units generally vest over four years. Certain grants have other vesting periods approved by the Executive Compensation Committee of ADOBE's Board of Directors. Share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense on a straight-line basis over the requisite service period, which is generally the vesting period.

ADOBE's Performance Share Programs aim to help focus key employees on building stockholder value, provide significant award potential for achieving outstanding performance and enhance the ability of ADOBE to attract and retain highly talented and competent individuals. The Executive Compensation Committee of ADOBE's Board of Directors approves the terms of each Performance Share Program, including the award calculation methodology.

Under ADOBE's 2022 Performance Share Program, shares may be earned based on the achievement of (i) an objective relative total shareholder return measured over a three-year performance period, as well as (ii) revenue-based financial metrics measured over three one-year performance periods. Each type of performance goal is weighted 50% and achievement of each performance goal is determined independently of the other. Shares associated with each performance goal are not awarded until the corresponding performance targets are defined.

Under ADOBE's 2021 and 2020 Performance Share Programs, shares may be earned based on the achievement of an objective relative total shareholder return measured over a three-year performance period.

Performance share awards in each of our 2022, 2021 and 2020 Performance Share Programs will cliff-vest upon the later of (i) the three-year anniversary of the earliest vesting commencement date in the respective Performance Share Program, or (ii) the ADOBE Executive Compensation Committee's certification of the level of achievement of the final performance period in the respective Performance Share Program, contingent upon the participant's continued service. Participants can earn between 0% and 200% of the target number of performance shares.

As of November 30, 2022, the shares awarded under our 2022, 2021 and 2020 Performance Share Programs were yet to be vested.

#### Employee Share Purchase Plan

ADOBE's Employee Share Purchase Plan ("ESPP") allows eligible employee participants to purchase shares of ADOBE's common stock at a discount through payroll deductions. The ESPP consists of twenty-four-month offering periods with four six-month purchase periods in each offering period. Employees purchase shares in each purchase period at 85% of the market value of ADOBE's common stock at either the beginning of the offering period or the end of the purchase period, whichever price is lower. If the market value of ADOBE's common stock at the end of a purchase period is lower than the market value at the beginning of the offering period, participants are rolled over into the subsequent offering, resulting in a reset of the offering price and the twenty-four month offering period.

The ESPP will continue until the earlier of termination by ADOBE's Board of Directors or the date on which all of the shares available for issuance under the plan have been issued.

ADOBE uses the Black-Scholes option pricing model to determine the fair value of ESPP shares. This fair value is affected by the share price as well as assumptions regarding a number of complex and subjective variables. These variables include the expected share price volatility over the expected term of the awards, actual and projected employee stock option exercise behaviours, a risk-free interest rate and any expected dividends.

ADOBE uses a 24-month expected term, which approximates the offering period. ADOBE estimates the volatility of its common stock by using a blend of historical volatility of ADOBE's stock and implied volatility in market-traded options.

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 17. Share based payments - continue

#### Employee Share Purchase Plan - continued

ADOBE bases the risk-free interest rate on zero-coupon yields implied from U.S. Treasury issues with remaining terms similar to the expected term. ADOBE does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option pricing model.

### 18. Pension commitments

The Company participated in a defined contribution pension scheme for the year ended 30 November 2022. Contributions are charged to the profit and loss account in the year in which they become payable. The pension charge for the year was £6,303,000 (2021: £ 5,471,000 ). At the end of the year, the Company had £972,000 pension liabilities ( 2021: nil).

### 19. Related party transactions

During the year, the Company made sales to other group companies. Its revenues are derived 100% from fellow group companies in accordance with service agreements with those entities.

An analysis of sales to related parties is given below:

	2022 £'000	2021 £'000
Adobe Inc.	12,546	8,132
Adobe Systems Software Ireland Ltd	239,975	218,140
Total	<u>252,521</u>	<u>226,272</u>

The amount of outstanding intercompany receivable and payable balances at the year end are given in notes 12 and 13 respectively. Details of the availability of the group financial statements are given in note 21.

During the year the Company has availed of the exemption in FRS 102 Section 1.12 from the requirement to disclose key management personnel compensation.

### 20. Operating lease commitments

At year end, the Company had total future minimum office building lease payments under non-cancellable operating leases as set out below:

	2022 Buildings £'000	2021 Buildings £'000
Less than one year	5,147	4,576
Between one and five years	17,583	12,433
After more than five years	5,721	5,176
Total	<u>28,451</u>	<u>22,185</u>

During the year £4,288,000 was recognised in the profit and loss account in respect of operating leases (2021: £3,850,000).

## NOTES TO THE FINANCIAL STATEMENTS – CONTINUED

### 21. Group membership

The Company's immediate parent company is Adobe Systems Benelux BV, a company incorporated in the Netherlands.

The Company's ultimate parent company and controlling party, Adobe Inc. (ADOBE), a company incorporated in the United States with registered address c/o Corporation Service Company, 251 Little Falls Drive, Wilmington DE 19808, United States. ADOBE is the parent company of the largest group of undertakings for which consolidated financial statements are drawn up and of which the Company is a member. The group financial statements of ADOBE are available to the public from 345 Park Avenue, San Jose, CA 95110, USA and from the parent company's website at [www.adobe.com](http://www.adobe.com).

Adobe Systems Software Ireland Limited, a company incorporated in Ireland with registered address 4-6 Riverwalk, Citywest Business Campus, Saggart, Dublin 24, prepares consolidated financial statements for the smallest group of undertakings of which the Company is a member. No other group financial statements include the results of the Company.

### 22. Commitments and contingencies

The company had no contracted capital commitments or contingencies at the year end date (2021: £Nil).

### 23. Subsequent events

There have been no material events subsequent to the year end which would require adjustment to, or disclosure in, the financial statements.

### 24. Accounting estimates and judgements

The Company makes assumptions, judgements and estimates that affect the reported amounts of assets, liabilities, revenue and expenses. The Company bases these assumptions, judgements and estimates on historical experience and various other factors that the Company believes to be reasonable under the circumstances. On a regular basis the Company evaluates these assumptions, judgements and estimates, and believes the actual results do not differ materially from these estimates. There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.