

ACQUISITION U.K. LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018**

Registered number 04619483

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CORPORATE INFORMATION

Directors

Gordon Davies
Madhu Ranganathan
Christian Waida
Oliver Gallienne

Independent auditor

KPMG LLP
Arlington Business Park
Theale
Berkshire
RG7 4SD

Company number

04619483

Registered office

420 Thames Valley Park Drive
Thames Valley Park
Reading
Berkshire
RG6 1PT

DIRECTORS' REPORT

Directors' report for the year ended 30 June 2018

The directors present their report and the audited financial statements for the year ended 30 June 2018.

Business review

Acquisition U.K. Limited, "the Company", is part of a group of companies which regard Open Text Corporation (OTC) as the ultimate parent company. The single-entity financial statement of the Company is included in the consolidated financial statement of OTC. OTC was founded in 1991. Its initial public offering was on NASDAQ in 1996 and subsequently it was listed on the Toronto Stock Exchange (TSX) in 1998. Both of these are North American stock exchanges.

Principal activity

The Company's principal activity is that of a holding company. The principal activities of its subsidiary undertaking are to provide internationally based processing services, consultancy and system development resources in, among others, the United Kingdom, Republic of Ireland, Africa and United Arab Emirates.

Based on its size, the Company has met the requirements in Section 414B Companies Act 2006 to obtain exemption from preparing a strategic report.

Results and dividends

The results for the year are given in the profit and loss account on page 9. During the year the Company made a loss before taxation of £495k (2017: loss before taxation of £6.7m). The loss for the year is due to interest expense on intercompany loans.

The directors have not recommended a dividend (2017: £nil).

Going concern

Notwithstanding net current liabilities of £34,715,866 as at 30 June 2018, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors assess that the Company will have sufficient funds, through funding from its ultimate parent company to meet its liabilities as they fall due. The assessment is dependent on Open Text Corporation not seeking repayment of the amounts currently due to the group, which at 30 June 2018 amounted to £34,715,866, and providing additional financial support. Open Text Corporation has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the 12 months from the date of approval of the financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

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

Brexit risk

The future trading activities of the Company's subsidiary, GXS Limited, are subject to some uncertainties as a result of Brexit.

DIRECTORS' REPORT *(continued)*

Political and charitable contributions

The Company made no political or charitable contributions (2017: £nil).

Directors

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

Gordon Davies
John Doolittle (resigned 31 May 2018)
Madhu Ranganathan (appointed 31 May 2018)
Christian Waida
Oliver Gallienne

Independent auditor

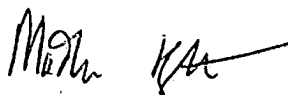
Pursuant to Section 487 of the Companies Act 2016, KPMG LLP will be deemed to be reappointed and will therefore continue in office.

Disclosure of information to auditor

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

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

Signed on behalf of the board of directors of the Company on 17 March 2019:



Madhu Ranganathan
Director

420 Thames Valley Park Drive, Thames Valley Park, Reading, Berkshire, RG6 1PT

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

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACQUISITION U.K. LIMITED

We have audited the financial statements of Acquisition U.K. Limited for the year ended 30 June 2018 which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and the related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Brexit other matter paragraph —The Impact of uncertainties due to the UK exiting the European Union on our audit
Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the Company's future prospects and performance. Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the Company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company 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 their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACQUISITION U.K. LIMITED (CONTINUED)

Directors' report

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

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

Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

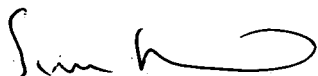
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACQUISITION U.K. LIMITED (CONTINUED)

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

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



29 March 2019

Simon Baxter (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Reading Berkshire
RG7 4SD

Acquisition U.K. Limited
Profit and Loss Account and Other Comprehensive Income
For the year ended 30 June 2018

	Note	2018 £	2017 £
Amounts written off investments	2	-	(6,247,475)
Operating loss		-	(6,247,475)
Interest payable and similar expenses	6	(494,505)	(494,162)
Loss before taxation		(494,505)	(6,741,637)
Tax on loss	7	-	-
Loss for the financial year		(494,505)	(6,741,637)
Other comprehensive income		-	-
Total comprehensive loss		<u>(494,505)</u>	<u>(6,741,637)</u>

The results in the above profit and loss account relate entirely to continuing operation.

The notes on pages 12 to 19 form part of these financial statements.

Acquisition U.K. Limited
Balance Sheet
As at 30 June 2018

	Note	2018 £	2017 £
Fixed assets			
Fixed asset investment	8	23,452,525	23,452,525
Creditors: amounts falling due within one year	9	<u>(34,715,866)</u>	<u>(34,221,361)</u>
Net liabilities		<u><u>(11,263,341)</u></u>	<u><u>(10,768,836)</u></u>
Capital and reserves			
Called-up share capital	11	92	92
Other reserve		1,688,497	1,688,497
Profit and loss account		<u>(12,951,930)</u>	<u>(12,457,425)</u>
Shareholders deficit		<u><u>(11,263,341)</u></u>	<u><u>(10,768,836)</u></u>

The notes on pages 12 to 19 form part of these financial statements.

Signed on behalf of the board of directors of the Company on ²⁷ March 2019:



Madhu Ranganathan
Director

Company registration number: 04619483

Acquisition U.K. Limited
Statement of Changes in Equity
For the year ended 30 June 2018

	Called up share capital £	Other reserve £	Profit and loss account £	Total £
At 30 June 2016	92	1,688,497	(5,715,788)	(4,027,199)
Total comprehensive loss	-	-	(6,741,637)	(6,741,637)
At 30 June 2017	92	1,688,497	(12,457,425)	(10,768,836)
Total comprehensive loss	-	-	(494,505)	(494,505)
At 30 June 2018	92	1,688,497	(12,951,930)	(11,263,341)

The notes on pages 12 to 19 form part of these financial statements.

Acquisition U.K. Limited
Notes to the financial statements
For the year ended 30 June 2018

Notes
(forming part of the financial statements)

1 Accounting Policies

Acquisition U.K. Limited is a company limited by shares and incorporated and domiciled in England and Wales, registration number 4619483. The registered office is 420 Thames Valley Park Drive, Thames Valley Park, Reading, Berkshire, RG6 1PT.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

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") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied.

In accordance with Section 1.8 of FRS 102, the Company is a "qualifying entity" entitled to avail of certain disclosure exemptions (as set out in Section 1.12 of FRS 102) as it is member of a group whose parent ("Open Text Corporation") prepares publicly available consolidated financial statements in which the Company is included. These financial statements are publically available from 275 Frank Tampa Drive, Waterloo, Ontario, N2L 0A1, Canada or at www.opentext.com. The exemptions the Company has availed of are set out below:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes; and

As the consolidated financial statements of Open Text Corporation include the equivalent disclosures, the Company has also taken the exemption under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments Issues* in respect of financial instruments not falling within the fair value accounting rules of Schedule 3, paragraph 39 of the Companies Act 2014.

The Company has availed of the exemption available under "Section 33 Related Party Disclosures" of Financial Reporting Standard 102 from disclosing transactions entered into between members of the group, where the Company as a party to the transaction is a wholly owned member.

The presentation currency of these financial statements is Sterling.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 12.

Notes (continued)

1 Accounting Policies (continued)

Going concern

Notwithstanding net current liabilities of £34,715,866 as at 30 June 2018, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors assess that the Company will have sufficient funds, through funding from its ultimate parent company to meet its liabilities as they fall due. The assessment is dependent on Open Text Corporation not seeking repayment of the amounts currently due to the group, which at 30 June 2018 amounted to £34,715,866, and providing additional financial support. Open Text Corporation has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the 12 months from the date of approval of the financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

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

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.

Classification of financial instruments issued by the Company

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

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

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

Notes (continued)

1 Accounting Policies (continued)

Basic financial instruments

Trade and other debtors/creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at transaction price less any impairment losses. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and deposits.

Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

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 asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the entity would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the entity'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 recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Notes (continued)

1 Accounting Policies (continued)

Impairment (continued)

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Expenses

Interest receivable and interest payable

Interest payable and similar expenses include interest payable on intercompany trade and loan balances.

Interest receivable and similar income include interest receivable on operating bank accounts, intercompany trade and loan balances.

Interest income and interest payable are recognised in profit or loss as they accrue. Dividend income is recognised in the profit and loss account on the date the Company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

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 on income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

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.

Acquisition U.K. Limited
Notes to the financial statements
For the year ended 30 June 2018

Notes (continued)

2 Operating expenses

Included in operating loss are the following:

	2018	2017
	£	£
Impairment of investment	-	6,247,475

3 Auditor's remuneration

	2018	2017
	£	£
Audit of these financial statements	11,630	12,720
<i>Disclosure below based on amounts receivable in respect of other services to the company and its subsidiaries:</i>		
Audit of financial statements of subsidiary to the Company	67,866	74,269
Taxation compliance services	27,500	28,400
	<u>106,996</u>	<u>115,389</u>

4 Remuneration of directors

The directors for the Company are remunerated by the parent company Open Text Corporation, Open Text Inc and Open Text UK Ltd. The directors are officers of a number of companies within the Open Text Group and their services to the Company do not occupy a significant amount of their time.

5 Staff number and costs

The Company had no employees during the current financial year (2017: nil)

6 Interest payable and similar expenses

	2018	2017
	£	£
Interest payable to group undertakings	<u>494,505</u>	<u>494,162</u>

Acquisition U.K. Limited
Notes to the financial statements
For the year ended 30 June 2018

Notes (continued)

7 Taxation on loss

	2018 £	2017 £
(a) Analysis of expense in the year		
Current tax:		
UK Corporation tax	-	-
(Over)/under provision	-	-
Total tax	-	-

(b) Factors affecting current tax expense

The tax assessed on the loss for the year is higher (2017: higher) than the standard rate of corporation tax in the UK of 19% (2017: 19.75%).

	2018 £	2017 £
<i>Current tax reconciliation</i>		
Loss before tax	(494,505)	(6,741,637)
Current tax at 19% (2017: 19.75%)	(93,956)	(1,331,473)
<i>Effects of:</i>		
Group relief surrendered	93,956	97,597
Expenses not deductible for tax purposes	-	1,233,876
Total tax	-	-

Acquisition U.K. Limited
Notes to the financial statements
For the year ended 30 June 2018

Notes (continued)

8 Fixed asset investments

Shares in subsidiary undertakings

	£
Cost	
At 1 July 2017	23,452,525
Provision for Impairment	-
At 30 June 2018	<u>23,452,525</u>
Net book value	
At 30 June 2018	<u>23,452,525</u>
At 30 June 2017	<u>23,452,525</u>

The undertaking in which the Company's interest at the year end is more than 20% are as follows:

Group undertakings	Aggregate of capital and reserves £	Profit for the year £	Country of incorporation	Class of shares held	Ownership %
GXS Limited 420 Thames Valley Park Drive, Reading, Berkshire, RG6 1PT, United Kingdom	12,900,085	1,746,055	United Kingdom	Ordinary shares	100%

The management conducts an annual impairment review of the investments using discounted cash flows forecasts. Management project cash-flows over 5 years, assuming growth of 0.5%, and a discount rate of 8.5%. The cash flows forecasts support the carrying value of the investments.

9 Creditors

	2018 £	2017 £
Amounts falling due within one year		
Amounts owed to group undertakings	<u>34,715,866</u>	<u>34,221,361</u>

Notes (continued)

10 Interest-bearing loans

This note provides information about the contractual terms of the Company's interest-bearing loans, which are measured at amortised cost.

Terms and repayment schedule

Group Company	Nominal interest rate	Year of maturity	Repayment schedule	2018 £	2017 £
GXS International	1.73% per annum	31 December 2022	On Demand	26,470,917	26,470,917
GXS Limited	1.73% per annum	Not fixed	On Demand	4,915,000	4,915,000
				<u>31,385,917</u>	<u>31,385,917</u>

11 Called up share capital

	2018 £	2017 £
Allotted, called up and fully paid		
Ordinary shares of £1 each (shares issued - 92)	<u>92</u>	<u>92</u>
	<u>92</u>	<u>92</u>

12 Accounting estimates and judgements

The Directors conduct at each reporting date an impairment review of the Company's investment, when an indicator of impairment exists. This review assesses if the assets may be impaired, by considering the net present value of discounted cash flows forecasts. Further details on the estimates and assumptions are included in Note 8.

13 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company's immediate parent undertaking for the period was GXS UK Holding Limited (a company incorporated in the United Kingdom). The Company's ultimate parent company and controlling entity is Open Text Corporation (a company incorporated in Canada). Open Text Corporation has undertaken to provide support to the Company to enable it to meet its liabilities as they fall due, for at least twelve months from the date of approval of these financial statements.

The results of the Company are consolidated under the financial statements of Open Text Corporation (a company incorporated in Canada). The consolidated financial statements of this company are available to the public and may be obtained from 275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1 (www.opentext.com).