# **OS** AA01

## Statement of details of parent law and other information for an overseas company



What this form is for You may use this form to accompany your accounts disclosed under parent law. What this form is NOT fo You cannot use this form to an alteration of manner of with accounting requireme



30/01/2024

	A12	COMPANIES HOUSE
Part 1	Corporate company name	→ Filling in this form Please complete in typescript or in
Corporate name of overseas company •	CORVID Protect Holdings Limited	bold black capitals.  All fields are mandatory unless
UK establishment number	B R 0 1 9 2 9 2	specified or indicated by *  This is the name of the company in its home state.
Part 2	Statement of details of parent law and other information for an overseas company	
A1	Legislation	
	Please give the legislation under which the accounts have been prepared and audited.	This means the relevant rules or legislation which regulates the preparation of accounts.
Legislation @	FRS 102	FF-3-3-3-3-3-3-3-3-3-3-3-3-3-3-3-3-3-
A2	Accounting principles	

	<b>3</b> 1
Accounts	Have the accounts been prepared in accordance with a set of generally accepted accounting principles?
	Please tick the appropriate box.
	No. Go to Section A3.
	Yes. Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3.
Name of organisation or body <b>③</b>	FRS 101

19 Please insert the name of the appropriate accounting organisation or body.

## **OS** AA01

Statement of details of parent law and other information for an overseas company

A3	Audited accounts				
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards?	Please insert the name of the appropriate accounting			
	Please tick the appropriate box.	organisation or body.			
	No. Go to Part 3 'Signature'.				
	Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.				
Name of organisation or body <b>●</b>	Deloitte				
Part 3	Signature				
	I am signing this form on behalf of the overseas company.				
Signature	Signature X				
	This form may be signed by: Director, Secretary, Permanent representative.				

## **OS** AA01

Statement of details of parent law and other information for an overseas company

## **Presenter information** You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. Contact name **Rose Ellis** Company name **CORVID Protect Holdings Limited** Address County/Region Postcode Country DX Telephone 01242 651251 Checklist We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.

## Important information

Please note that all this information will appear on the public record.

### Where to send

You may return this form to any Companies House address:

#### **England and Wales:**

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

#### Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1

#### Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.

## Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Company Registration No. 62157

## CORVID PROTECT HOLDINGS LIMITED

**Annual Report and Unaudited Financial Statements** 

For the year ended 31 December 2020

## ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS 2020

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## ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS 2020

## OFFICERS AND PROFESSIONAL ADVISORS

### **DIRECTORS**

S. Pryce

A. Nanson

#### **SECRETARY**

A. Prakash

### REGISTERED OFFICE

Royal Bank Place 1 Glategny Esplanade St Peter Port GY1 4ND

### **BANKERS**

Royal Bank of Scotland plc PO Box 39952 2 ½ Devonshire Square London EC2M 4XJ

#### **DIRECTORS' REPORT**

The directors present their Strategic Report on Corvid Protect Holdings Limited ("the Company"), a company limited by shares, for the year ended 31 December 2020. The directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

#### **CAUTIONARY STATEMENT**

This Strategic Report has been prepared solely to provide additional information to shareholders to assess the Company's strategies and the potential for those strategies to succeed.

The Strategic Report contains certain forward-looking statements. These statements are made by the directors in good faith based on the information available to them up to the time of their approval of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

#### PRINCIPAL ACTIVITY

The principal activity of the Company is Cyber Protection and can be delivered as part of either a Managed or Consultancy Service. The services available include: Network Defence, Internet Security, Email Protection, Vulnerability Scanning, Incident Response and Malware Hunting. Coupled with timely intelligence, the Company provides comprehensive continuous protection for cyber security.

During the period, the Company had 30 employees (2019: 30 employees).

The Covid-19 pandemic has caused extensive disruptions to businesses and economic activities globally. The uncertainties arising from the Covid-19 pandemic continue to cause disruptions and volatility to the global market up until the date of signing these financial statements. The Company continued to operate throughout the year, therefore management do not consider there to be any specific impacts of Covid-19 to this entity.

#### RESULTS AND PERFORMANCE

The profit for the year, after taxation, is £4,000 (2019: £17,000). At year end, the Company had net assets of £47,000 (2019: £43,000).

#### KEY PERFORMANCE INDICATORS

	2020 £'000	2019 £'000	Variance £'000
Revenue	2,699	2,865	(166)
Gross profit	635	714	(79)

Revenue reduced in 2020 reflecting decreased scope of work for Ultra Electronics Holdings Plc, partially offset by an increase in sales to various external parties. Gross profit reduced, reflecting the decreased revenue.

Approved by the Board and signed on its behalf by:

- DocuSigned by:

Andrew Nonson

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A. Nanson Director

1 November 2021

#### **DIRECTORS' REPORT**

The directors present their annual report on the affairs of Corvid Protect Holdings Limited and the unaudited financial statements for the year ended 31 December 2020.

#### **DIVIDENDS**

No dividend was paid during the year.

#### **DIRECTORS**

The directors, who served during the year and to the date of signing, unless otherwise specified, are listed on page 1.

#### **GOING CONCERN**

After making appropriate enquiries and considering the uncertainties arising from the Covid-19 pandemic on the Company, the Board's view is that the Company has adequate resources to continue in existence for the foreseeable future. The Company has no dependency on any external borrowings and creditors are predominantly intergroup. They therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **AUDITOR**

In accordance with Section 256 of the Companies (Guernsey) Law, 2008, the company waives the requirement under section 255 to have its annual accounts audited indefinitely, therefore the accounts have not been audited.

#### STRATEGIC REPORT

Disclosures relating to results and performance and future prospects have been disclosed in the Strategic Report on page 2.

Approved by the Board and signed on its behalf by:

---- DocuSigned by:

Andrew Nonson

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A. Nanson

Director

1 November 2021

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Guernsey) Law 2008. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# INCOME STATEMENT For the year ended 31 December 2020

	Note	2020 £'000	2019 £'000
Revenue Cost of sales		2,699 (2,064)	2,865 (2,151)
GROSS PROFIT		635	714
Administrative expenses		(635)	(714)
PROFIT BEFORE TAXATION	4	<del>-</del>	-
Tax	5	4	17
PROFIT FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY		4	17

The Company has no recognised gains and losses other than those reflected above and therefore no separate statement of comprehensive income has been presented.

## **BALANCE SHEET** As at 31 December 2020

	Note	2020 £'000	2019 £'000
NON-CURRENT ASSETS			
Intangible assets	6	-	-
Property, plant and equipment	7	195	89
Deferred tax asset	5	47	43
		242	132
CURRENT ASSETS			
Trade and other receivables	8	270	283
Cash and bank balances		4,094	3,999
		4,364	4,282
TOTAL ASSETS		4,606	4,414
CURRENT LIABILITIES			
Trade and other payables	9	(4,559)	(4,371)
NET ASSETS		47	43
POLITY			
EQUITY Share conital	10		
Share capital Retained earnings	10	47	43
EQUITY ATTRIBUTABLE TO THE OWNERS			
OF THE COMPANY		47	43

The financial statements of Corvid Protect Holdings Limited, company registration number 62157, were approved by the board of directors and authorised for issue on 1 November 2021.

They were signed on its behalf by:

--- DocuSigned by:

Andrew Nonson

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A. Nanson Director

# STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2020

	Share capital £'000	Retained earnings £'000	Total £'000
BALANCE AT 1 JANUARY 2019 Profit for the period	-	26 17	26 7
BALANCE AT 31 DECEMBER 2019 Profit for the period	- -	43	43
BALANCE AT 31 DECEMBER 2020	_	47	47

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

#### 1. GENERAL INFORMATION

Corvid Protect Holdings Limited ("the Company") is a private limited company incorporated in the Channel Islands under the Companies (Guernsey) Law, 2008 and is registered in Guernsey. The registered office is given on page 1. The Company is a subsidiary of Ultra Electronics Holdings plc, which is incorporated in the United Kingdom and registered in England and Wales.

The nature of the Company's operations and its principal activities are set out in the Strategic report on page 2.

These financial statements are presented in sterling because that is the currency of the primary economic environment in which the company operates.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101").

These financial statements are separate financial statements. The Company is exempt from the preparation and delivery of consolidated financial statements and disclosures required by IFRS 3, because it is included in the group accounts of Ultra Electronics Holdings plc. The group accounts of Ultra Electronics Holdings plc are available to the public and can be obtained as set out in note 12. The registered office address of the parent Company preparing consolidated accounts is 35 Portman Square, London, United Kingdom, W1H 6LR.

#### 2. ACCOUNTING POLICIES

A summary of the principal accounting policies, is set out below.

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and law. These financial statements present information about the Company as an individual undertaking and not about its group.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under the standard in relation to business combinations, financial instruments, fair value measurements, capital management, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions.

#### Going concern

After making appropriate enquiries and considering the recent economic uncertainty, the Board's view is that the Company has adequate resources to continue in existence for the foreseeable future. The Company has no dependency on any external borrowings and creditors are predominantly intergroup. They therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Revenue recognition

The Company recognises revenue from the sales of goods and services. Revenue is measured based on the consideration specified in a contract. Revenue is recognised either when the performance obligation in the contract has been performed, i.e. "point in time" recognition, or, "over time", as control of the performance obligation is transferred to the customer. The Company follows the "five step" model as set out in IFRS 15 to ensure revenue is recognised at the appropriate point whether over time or at a point in time; the five steps are:

- 1. Identify the contract(s) with a customer.
- 2. Identify the performance obligations.
- 3. Determine the transaction price.
- 4. Allocate the transaction price to the performance obligations.
- 5. Recognise revenue as performance obligations are satisfied.

For each performance obligation, the Company determines if revenue will be recognised over time or at a point in time.

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

#### 2. ACCOUNTING POLICIES (continued)

Or the Company's revenue meets the criteria of point in time revenue. This is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods or services provided in the normal course of business, net of discounts, VAT and other sales-related taxes. Revenue is normally recognised when control of the goods or services have transferred to the customer. This may be:

- at the point of physical delivery of goods and acceptance by the customer;
- when the customer has legal title to the asset;
- when the customer has the significant risks and rewards of ownership of the asset; or
- when customer-specific acceptance criteria have been met e.g. when product testing has been completed.

In the majority of cases, revenue is recognised at the point of physical delivery and acceptance by the customer, and the Company has the right to payment.

#### Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Property, plant and equipment

Property, plant and equipment are shown at original historical cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life as follows:

Plant and machinery

3 to 20 years

Tangible assets are not depreciated until they come into use.

#### Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives, typically as follows:

Software

3 to 5 years

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### Foreign currencies

Transactions in currencies other than the Company's functional currency are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences are recognised in profit or loss in the period in which they arise.

### Trade receivables

Trade receivables are initially measured at fair value then subsequently remeasured at amortised cost less any impairment. An appropriate provision is recorded for expected credit losses in accordance with the simplified approach permitted under IFRS 9. The Company measures the provision at an amount equal to lifetime expected credit losses, estimated by reference to past experience and relevant forward-looking factors.

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

#### 2. ACCOUNTING POLICIES (continued)

#### Disclosure exemptions

The Company meets the definition of a qualifying entity within FRS 101; a member of a group where the parent of that group prepares publicly available consolidated financial statements, which are intended to give a true and fair view (of the assets, liabilities, financial position and profit or loss), and that member is included in the consolidation. The Company's majority shareholder is Ultra Electronics Holdings plc (95% ownership), such that the Company is consolidated in the group financial statements of Ultra Electronics Holdings plc. The consolidated financial statements of the Group are available to the public and may be requested from the company's registered address at 35 Portman Square, London, United Kingdom, W1H 6LR.

As a qualifying entity, the Company has taken disclosure exemptions from the below paragraphs of FRS 101. Equivalent disclosures relating to these points have been made in the consolidated financial statements of the parent company.

- 8f the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - o paragraph 73(e) of IAS 16 Property, Plant and Equipment relating to a movements note on property, plant and equipment,
  - o paragraph 118(e) of IAS 38 Intangible Assets relating to a movements note on intangible assets
- 8h the requirements of IAS 7 Statement of Cash Flows relating to the preparation of a Cash flow statement.
- 8j the requirements of paragraphs 17 and 18(a) of IAS 24 Related Party Disclosures relating to disclosure of compensation paid to key management personnel, and transactions and outstanding balances with related parties, and;
- 8k the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary, which is a party to the transaction, is wholly owned by such a member.

## 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

## Critical accounting judgements in applying the Company's accounting policies

There were no critical accounting judgements that would have a significant effect on the amounts recognised in the Company financial statements.

#### Critical accounting estimates and assumptions

There were no critical accounting estimates and assumptions that would have a significant effect on the amounts recognised in the Company financial statements.

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

#### PROFIT BEFORE TAXATION 4.

D C. 1 C				**.* /	/ 1 · · ·
Profit before	tavation	is stated	after	crediting/	(charging)

	Profit before taxation is stated after crediting/(charging):		
		2020 £'000	2019 £'000
	Revenue	2,699	2,865
-	Amortisation of acquired intangible assets	-	(23)
	Depreciation of property, plant and equipment	<del>(89)</del>	(8)
5.	TAX		
	The tax charge comprises:	2020 £'000	2019 £'000
	Current tax:		
	UK corporation tax		
	Total current tax	-	-
	Deferred tax:	_	
	Origination and reversal of temporary differences	2	11 (28)
	Adjustments in respect of prior years Impact of change in tax rate	(1) (5)	(26)
	Total deferred tax credit	(4)	(17)
	Total tax credit	(4)	(17)
	The difference between the total tax shown above and the amount calculated but to the profit before tax is as follows:	y applying the stand	ard rate of
		2020 £'000	2019 £'000
	Profit before tax for the financial period		
	Tax at 19.00% (2019: 19.00%) thereon	•	-
	Group relief	2	13
	Adjustment in respect of prior years	(1)	(28)
	Impact of change in deferred tax provision rate	(5)	(2)
	Tax expense for the period	(4)	(17)
	The company had closing deferred tax assets of:		
	Fixed asset temporary difference	47	43

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

#### 5. TAX (continued)

#### Deferred tax asset

	Accelerated tax
	depreciation £'000
At 1 January 2019	26
Credit to profit or loss	17
At January 2020	<del></del>
Credit to profit or loss	4
At 31 December 2020	47

#### Change in corporation tax rate

The Finance Bill 2016 enacted provisions to reduce the main rate of UK corporation tax to 17% from 1 April 2020. However, the March 2020 Budget announced a reversal of this rate reduction and confirmed that the corporation tax rate would be held at 19%. Substantive enactment of Finance Act 2020 was after 31 December 2019 and hence deferred tax balances as at 31 December 2019 continued to be measured at a rate of 17%.

The Finance Bill 2021 contains provisions to increase the main rate of UK corporation tax to 25% from 1 April 2023. Substantive enactment of this legislation is after the Balance Sheet date, so deferred tax balances as at 31 December 2020 are measured at a rate of 19% being the corporation tax rate substantively enacted at the Balance Sheet date. If the amended tax rate of 25% from 1 April 2023 had been used, the deferred tax asset would have been £12,000 higher.

#### 6. INTANGIBLE ASSETS

	Software, patents and trademarks £°000
Cost	
At 1 January 2020 Additions	358
At 31 December 2020	358
Accumulated amortisation	
At 1 January 2020 Charge for the year	(358)
At 31 December 2020	(358)
Carrying amount	
At 31 December 2020	_

# NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

I OI	the year ended 31 December 2020		
	At 31 December 2019	=	<del>-</del>
7.	PROPERTY, PLANT AND EQUIPMENT		
	•		Plant and machinery £'000
	Cost At 1 January 2019 Additions		215 90
	At 1 January 2020 Additions	_	305 195
	At 31 December 2020	_	500
	Accumulated depreciation		(200)
	At 1 January 2019 Charge for the year		(208) (8)
	At 1 January 2020 Charge for the year	-	(216) (89)
	At 31 December 2020	_ _	(305)
	Carrying amount	_	
	At 31 December 2020	-	195
	At 31 December 2019	. =	89
8.	TRADE AND OTHER RECEIVABLES		
		2020 £'000	2019 £'000
	Amounts falling due within one year: Trade receivables	75	159
	Amounts receivable from group undertakings	11	75
	Prepayments and other receivables	184	<u>49</u>
		270	283
	Amounts receivable from group undertakings are unsecured, receivable	ole on demand and non-inter	est bearing.
9.	TRADE AND OTHER PAYABLES		
		2020 £'000	2019 £'000
	Amounts falling due within one year:	24	
	Trade payables	84 4,138	17 4,233
	Amounts due to group undertakings	4,138	4,233

121

337

Accruals and other payables

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

4,559 4,371

Amounts owed to group undertakings are unsecured, repayable on demand and non-interest bearing.

#### 10. SHARE CAPITAL

Authorised, issued and fully paid:	No. of shares	2020 £	No. of shares	2019 £
0.001p ordinary shares	100,000	1	100,000	1
	100,000	1	100,000	1

#### 11. RELATED PARTY TRANSACTIONS

The directors are executives of the ultimate parent company, Ultra Electronics Holdings plc, as well as being directors of Corvid Protect Holdings Limited. It is not felt practical to allocate their remuneration between their services as directors or executives of Ultra Electronics Holdings plc and their services as directors of Corvid Protect Holdings Limited.

#### 12. CONTROLLING PARTY

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Ultra Electronics Holdings plc, a company incorporated in the United Kingdom. Copies of the group financial statements of Ultra Electronics Holdings plc are available from that company's registered office at 35 Portman Square, London, United Kingdom, W1H 6LR. The Company's immediate controlling party is Corvid Holdings Limited.

#### 13. POST BALANCE SHEET EVENTS

#### Changes in corporation tax rate

The Finance Bill 2021 contains provisions to increase the main rate of UK corporation tax to 25% from 1 April 2023. Substantive enactment of this legislation is after the Balance Sheet date, so deferred tax balances as at 31 December 2020 are measured at a rate of 19% being the corporation tax rate substantively enacted at the Balance Sheet date. If the amended tax rate of 25% from 1 April 2023 had been used, the deferred tax asset would have been £12,000 higher.