

REGISTERED NUMBER: 05965280 (England and Wales)

**Strategic Report, Directors' Report and
Financial Statements for the Year Ended 28 February 2021**
for
Advanced Computer Software Group Limited



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for the Year Ended 28 February 2021**

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Advanced Computer Software Group Limited

**Company Information
for the Year Ended 28 February 2021**

DIRECTORS:

G J Wilson
A R Alonso
M S Saroya
B Hung
C Arhanchiague
P Schwalber
M Richards
R J Kerr

REGISTERED OFFICE:

Ditton Park
Riding Court Road
Datchet
Berkshire
SL3 9LL

REGISTERED NUMBER:

05965280 (England and Wales)

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP
Registered Auditors &
Chartered Accountants
One Chamberlain Square
Birmingham
B3 3AX

Strategic Report
for the Year Ended 28 February 2021

The directors present their strategic report for the year ended 28 February 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company during the year under review was that of a holding company for its subsidiaries.

REVIEW OF BUSINESS AND PERFORMANCE MEASUREMENT

The results for the year and financial position of the Company are shown in the financial statements.

The Company did not trade in the current year. During the year the Company generated a loss of £1,996,000 (2020: loss of £6,316,000) and received interest income from other group companies of £6,454,000 (2020: £1,425,000) and paid interest to other group companies of £7,018,000 (2020: £7,162,000). The company has net assets of £160,659,000 (2020: 162,655,000).

The Company's amount owed by and to group undertakings increased as a result of the funds for the indirect undertakings acquisitions flowing through the group structure.

The Group is a leading supplier of software and IT services to the health, care and business services sectors. Its core offerings include Managed Services focusing on the delivery of IT services including: outsourcing, cloud computing, application development and support, and unified communications

The Group's flexibility in service delivery has enabled its customers to consume services from the Group's own data centre facility or from one of the managed suites maintained in shared facilities. In addition, the Groups can provide a combination of third party delivery channels into the solution to offer Infrastructure-as-a-Service from its own cloud platform. Built on best of breed technology, the Group's very own cloud platform is now delivering significantly as an element of the total contribution per annum.

The directors consider that Cloud Computing is now a mainstream, rather than an alternative strategy, and that hybrid IT delivery, which combines the traditional with the cloud, is becoming more typical in terms of IT consumption. This presents a significant growth opportunity for the Group.

Looking forward, the directors consider that as more companies look to save costs and benefit from deploying solutions in the cloud, the Group is the natural partner of choice. The current market is opening up, and few IT organisations have the existing integration skills to architect, implement and manage a multi-cloud service solution that is customised to a specific enterprise's needs. The Group is uniquely placed to work with organisations to solve their key business issues, be they infrastructure, information, or application based.

The Group brings together the technical infrastructure capabilities with the application creation and management capabilities to enable it to deliver a comprehensive solution to its clients and continuously extend the boundaries of all engagements.

PRINCIPAL RISKS AND UNCERTAINTIES

Below are details of the Group's principal risks and the mitigating activities in place to address them.

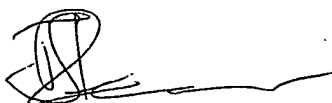
Macroeconomic risk

A prime risk and area of uncertainty facing the Group is the nature of and demand within its marketplace. Global market uncertainty, and national issues including the focus on national debt, have a direct or indirect impact on the organisations and businesses with which the Group trades. The Directors seek to manage these risks by development of the Group's portfolio of market offerings, which enable it to leverage new revenue streams from new and existing customers, together with seeking to ensure a strong level of recurring revenue.

Innovation risk

The IT market is subject to rapid, and often unpredictable, change. As a result the Group's products and services might become unattractive to its customer base. The Group monitors technology and market developments and invests to keep its existing offerings up-to-date as well as seeking out new opportunities and initiatives.

ON BEHALF OF THE BOARD:



.....
R J Kerr - Director

Date: 24th February 2022

**Directors' Report
for the Year Ended 28 February 2021**

The directors present their audited report with the financial statements of the company for the year ended 28 February 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company during the year under review was that of a holding company for its subsidiaries.

REVIEW OF BUSINESS

The review of business can be found in the strategic report on page 2.

Going Concern

The directors have considered it is appropriate to adopt the going concern basis in preparing the financial statements. In reaching this position, a downside severe cash flow scenario has been reviewed. The assumptions modelled in this scenario are based on an estimated potential impact of Covid-19 restrictions and regulations, and also considering the Group's potential responses over the next 12 months.

The downside scenario assumptions include a range of estimated impacts primarily based on the rate of acquiring new software contracts and professional services assignments while also assessing the retention of the existing client base. The business has positively traded throughout the Covid period; however, it has seen a lower level of new business activity than in the pre-Covid period. For this downside assessment scenario revenue, profit and cash flow are assumed not to return to the pre-Covid levels within the next 12-month period.

Advanced operates business divisions which are focused on key market segments. Each unit has experienced sensitivity in its results arising from the impact on their markets due to Covid-19. Overall, as a portfolio of markets the business has remained consistent with Health and Care outperforming expectations and others such as Legal operating below historic levels.

Additional further areas could be assessed in mitigating the downside scenario. These are within management's control and could include reductions to discretionary spend, delaying recruitment and reducing other controllable spend. We have assumed no significant structural changes to the business will be needed in the scenario modelled and any mitigations are not considered to have any significant impacts on customer experience.

DIVIDENDS

The directors do not recommend the payment of a dividend (2020: £nil).

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 March 2020 to the date of this report

A W Hicks (Resigned 1 February 2022)
G J Wilson
A R Alonso
M S Saroya
C J M O Arhanchiague
B Hung
P T Schwalber
M Richards (Appointed 26 May 2020)
R Kerr (Appointed 1 February 2022)

The directors in place during the year and also at the date of approval benefit from qualifying third party indemnity provisions provided by the parent undertaking.

POLITICAL DONATIONS AND EXPENDITURE

There were no political donations made during the year (2020: £nil).

EMPLOYMENT POLICIES

The Company does not trade. As a result, the Company no longer employs any staff and thus no employment policies have been presented.

FINANCIAL RISK MANAGEMENT

Below are details of the Company's principal risks and the mitigating activities in place to address them.

Credit risk

Credit risk is the risk that a counter party to a transaction with the Company fails to discharge its obligations in respect of the instrument. The Company's credit risk arises on (i) transactions with customers following delivery of goods and/or services or on (ii) cash and cash equivalents placed with banks and financial institutions.

In order to manage credit risk the Directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet financial liabilities when they fall due. The Company's policy for managing liquidity risk is to ensure that the business has enough financial resource to meet its day-to-day activities at any point in time. Management believes that the cash resources on hand, together with the profits of the business more than cover the resources needed to meet the financial obligations of the Company.

**Directors' Report
for the Year Ended 28 February 2021**

FUTURE DEVELOPMENTS

The directors believe that there is considerable scope for expansion and growth within the existing client base and market place as the benefits of being a member of a leading software group.

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

- o select suitable accounting policies and then apply them consistently;
- o state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- o make judgements and accounting estimates that are reasonable and prudent; and
- o 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 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 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.

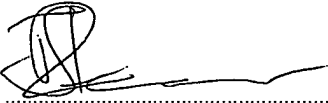
STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

In accordance with section 485 of the Companies Act 2006 by ordinary resolution of the members PricewaterhouseCoopers LLP have been reappointed as auditors of the company.

ON BEHALF OF THE BOARD:



.....
R J Kerr - Director

Date: 24th February 2022

Independent auditors' report to the members of Advanced Computer Software Group Limited

Report on the audit of the financial statements

Opinion

In our opinion, Advanced Computer Software Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 28 February 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Strategic Report, Directors' Report and Financial Statements for the Year Ended 28 February 2021 (the "Annual Report"), which comprise: the Statement of Financial Position as at 28 February 2021; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

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

Reporting on other information

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

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

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

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

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 28 February 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and Direct taxes, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate manual journals to manipulate the financial position of the business and management bias in estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including enquiries into the existence and response to any known or suspected instances of non-compliance with laws and regulation and fraud.
- Journals testing which may appear to have unusual accounting entries.
- Assessing significant judgements and estimates, in particular those relating to recoverability of intercompany receivables and the disclosures included on these balances within the financial statements.

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Alex Hookway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
25 February 2022

**Statement of Comprehensive
Income
for the Year Ended 28 February 2021**

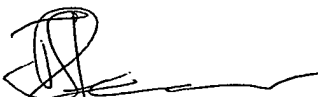
	Notes	2021 £'000	2020 £'000
TURNOVER		-	-
Administrative expenses		<u>(823)</u>	<u>(579)</u>
OPERATING LOSS	5	(823)	(579)
Interest receivable and similar income	6	<u>6,454</u>	<u>1,425</u>
		5,631	846
Interest payable and similar expenses	7	<u>(7,018)</u>	<u>(7,162)</u>
LOSS BEFORE TAXATION		(1,387)	(6,316)
Tax on loss	8	<u>(609)</u>	-
LOSS FOR THE FINANCIAL YEAR		(1,996)	(6,316)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		<u>(1,996)</u>	<u>(6,316)</u>

Advanced Computer Software Group Limited (Registered number: 05965280)

Statement of Financial Position
28 February 2021

	Notes	2021 £'000	2020 £'000
FIXED ASSETS			
Investments	9	146,821	145,772
CURRENT ASSETS			
Debtors	10	234,671	150,962
Cash at bank	11	<u>93</u>	<u>113</u>
		234,764	151,075
CREDITORS			
Amounts falling due within one year	12	<u>(220,926)</u>	<u>(134,192)</u>
NET CURRENT ASSETS		<u>13,838</u>	<u>16,883</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>160,659</u>	<u>162,655</u>
CAPITAL AND RESERVES			
Called up share capital	13	52,656	52,656
Share premium account		11,712	11,712
Merger reserve		7,826	7,826
Retained earnings		<u>88,465</u>	<u>90,461</u>
TOTAL SHAREHOLDERS' FUNDS		<u>160,659</u>	<u>162,655</u>

The financial statements on pages 8 to 18 were approved by the Board of Directors and authorised for issue on 24th February 2022 and were signed on its behalf by:


.....
R J Kerr - Director

Advanced Computer Software Group Limited (Registered number: 05965280)

Statement of Changes in Equity
for the Year Ended 28 February 2021

	Called up share capital £'000	Share premium account £'000	Merger reserve £'000	Retained earnings £'000	Total shareholders' funds £'000
Balance at 1 March 2019	52,656	11,712	7,826	96,777	168,971
Changes in equity					
Total comprehensive loss	-	-	-	(6,316)	(6,316)
Balance at 29 February 2020	<u>52,656</u>	<u>11,712</u>	<u>7,826</u>	<u>90,461</u>	<u>162,655</u>
Changes in equity					
Total comprehensive loss	-	-	-	(1,996)	(1,996)
Balance at 28 February 2021	<u>52,656</u>	<u>11,712</u>	<u>7,826</u>	<u>88,465</u>	<u>160,659</u>

The notes on pages 11 to 18 form part of these financial statements

**Notes to the Financial Statements
for the Year Ended 28 February 2021**

1. ACCOUNTING POLICIES

Basis of preparation

Advanced Computer Software Group Limited (the "Company") is a private company limited by shares and incorporated in England & Wales under the Companies Act 2006. The address of the registered office is given on the Company Information page and the nature of the company's operations and its principal activities are set out in the directors' report.

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The financial statements have been prepared on the historical cost basis.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The directors' have considered it is appropriate to adopt the going concern basis in preparing the financial statements. In reaching this position, a downside severe cash flow scenario has been reviewed. The assumptions modelled in this scenario are based on an estimated potential impact of Covid-19 restrictions and regulations, and also considering the Group's potential responses over the next 12 months.

The downside scenario assumptions include a range of estimated impacts primarily based on the rate of acquiring new software contracts and professional services assignments while also assessing the retention of the existing client base. The business has positively traded throughout the Covid period; however, it has seen a lower level of new business activity than in the pre-Covid period. For this downside assessment scenario revenue, profit and cash flow are assumed not to return to the pre-Covid levels within the next 12-month period.

Advanced operates business divisions which are focused on key market segments. Each unit has experienced sensitivity in its results arising from the impact on their markets due to Covid-19. Overall, as a portfolio of markets the business has remained consistent with Health and Care outperforming expectations and others such as Legal operating below historic levels.

Additional further areas could be assessed in mitigating the downside scenario. These are within management's control and could include reductions to discretionary spend, delaying recruitment and reducing other controllable spend. We have assumed no significant structural changes to the business will be needed in the scenario modelled and any mitigations are not considered to have any significant impacts on customer experience.

Financial Reporting Standard 102 - reduced disclosure exemptions

The Company's parent undertaking Aston Midco Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Aston Midco Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from Companies House.

The company is considered to be a qualifying entity and has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- o Reconciliation of the number of shares outstanding from the beginning to end of the period;
- o Cash Flow Statement and related notes under FRS 102 paragraph 1.12(b); and
- o Key Management Personnel compensation under FRS 102 para 33.7.

The company has taken advantage of the exemption, under FRS 33.1 (a), from disclosing related party transactions as they are all with other companies that are wholly owned by Aston Midco Limited.

As the consolidated financial statements of Aston Midco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- o The 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.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest receivable

Interest payable and similar charges include interest payable from intercompany and bank loans. Interest receivable and similar income include interest receivable on intercompany lending.

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

1. ACCOUNTING POLICIES - Continued

Interest payable

Interest income and interest payable are recognised in Statement of Comprehensive Income as they accrue, using the effective interest method. Dividend income is recognised in the Statement of Comprehensive Income on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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.

Financial guarantee contracts

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

Foreign currencies

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 Statement of Financial Position 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 Statement of Comprehensive Income.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Key sources of estimation uncertainty

The Company considers the following uncertain estimations as at balance sheet date that may have any material impact on the carrying amounts of its assets and liabilities in applying the Company's accounting policy:

Impairment of Investments

The company considers whether investments are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

Recoverability of intercompany debtors

Management review the recoverability of intercompany debtors as needed, taking into account the evidence available at the time and provide for any doubtful debts accordingly.

Critical accounting judgements in applying the Company's accounting policies

The Company does not consider there to be any critical accounting judgements involved in applying the Company's accounting policies.

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 28 February 2021 nor for the year ended 29 February 2020.

4. DIRECTORS' EMOLUMENTS

The directors are also directors of other companies in the Aston Midco Limited Group. These directors' services to the Company do not occupy a significant amount of their time and as such the directors do not consider that they have received any remuneration for their incidental services to the Company during the year (2020: £nil). The directors are remunerated for their services to this Company by another Group company.

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

5. OPERATING LOSS

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

	2021 £'000	2020 £'000
Foreign exchange differences	<u>23</u>	<u>2</u>

Amounts receivable by the company's auditors and their associates in respect of the audit of these financial statements is £2,500 (2020: £2,500).

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2021 £'000	2020 £'000
Inter-company loan interest	<u>6,454</u>	<u>1,425</u>

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	2021 £'000	2020 £'000
Inter-company loan interest	<u>7,018</u>	<u>7,162</u>

8. TAX ON LOSS

Analysis of the tax charge

The tax charge on the loss for the year was as follows:

	2021 £'000	2020 £'000
Current tax:		
Adjustments to tax charge in respect of previous periods	<u>609</u>	-
Tax on loss	<u>609</u>	-

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2021 £'000	2020 £'000
Loss before tax	<u>(1,387)</u>	<u>(6,316)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2020 - 19%)	(264)	(1,200)
Effects of:		
Expenses not deductible for tax purposes	147	-
Adjustments to tax charge in respect of previous periods	609	-
Group Relief	117	1,200
Total tax charge	<u>609</u>	-

Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023, the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

Deferred taxes at the statement of financial position date have been measured using these enacted tax rates and reflected in the financial statements.

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

9. INVESTMENTS

	Shares in group undertakings £'000
COST	
At 1 March 2020	145,772
Additions	<u>1,049</u>
At 28 February 2021	<u>146,821</u>
NET BOOK VALUE	
At 28 February 2021	<u>146,821</u>
At 29 February 2020	<u>145,772</u>

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

9. INVESTMENTS - continued

The movement in investments in the current year relate to acquisition fees for the acquisition of CareWorks in the prior year.

Undertaking	Country of registration or incorporation	Principal activity	Percentage of ordinary shares held	
			Direct	Indirect
Drury Lane (Jersey) Limited	Jersey	Holding company	100%	
Intercede 2445 Limited	England & Wales	Investment company		50%
5 Star Computer Systems Limited	England & Wales	Liquidation		100%
A.S.R Computers Limited	England & Wales	Liquidation		100%
ADV Management Services Limited	England & Wales	Non-Trading		100%
Advanced 365 Limited	England & Wales	IT managed service		100%
Advanced Application Modernisation Inc	Canada	Software development		100%
Advanced Business and Healthcare Solutions India Private Limited	India	Software development	100%	
Advanced Business Software and Solutions Limited	England & Wales	Software development		100%
Advanced Business Software and Solutions Pte Limited	Singapore	Software development		100%
Advanced Business Solutions CRM Limited	England & Wales	Liquidation		100%
Advanced Chorus Application Software Limited	England & Wales	Dormant		100%
Advanced Communications Software and Solutions Ltd	England & Wales	Liquidation		100%
Advanced Enterprise Software Limited	England & Wales	Liquidation		100%
Advanced Field Service Solutions Limited	England & Wales	Liquidation		100%
Advanced Health and Care Limited	England & Wales	Software development		100%
Advanced Legal Solutions Limited	England & Wales	Software development		100%
Advanced Sharpowl Software Limited	England & Wales	Liquidation		100%
Advanced Ticketing Limited	England & Wales	Software development		100%
AIM Group Holdings Limited	England & Wales	Liquidation		100%
Alphalaw Limited	England & Wales	Holding company		100%
Applied Computer Expertise Limited	England & Wales	Liquidation		100%
Belmin Group Limited	England & Wales	Dormant		100%
Business Systems Group Holdings Limited	England & Wales	Holding company		100%
Careworks (UK) Limited	England & Wales	Software development		100%
CareWorks Ltd	Ireland	Software development		100%
CareWorks Technology Holdings Ltd	Ireland	Holding company	100%	
CarēDirector USA LLC	Ireland	Software development		100%
Certainty The National Will Register Limited	England & Wales	Software development		100%
Charity Software Limited	England & Wales	Liquidation		100%
Clear Review Limited	England & Wales	Software development		100%
Cobaltside Limited	Ireland	Software development		100%
Compass Computer Consultants Limited	England & Wales	Software development		100%
Computer Software Group Limited	England & Wales	Software development		100%
Computer Software Holdings Limited	England & Wales	Holding company		100%
Consultcm Limited	England & Wales	Software development		100%
Consultgrp Limited	England & Wales	Liquidation		100%
CSG Bidco Limited	England & Wales	Holding company		100%
CSG EquityCo Limited	England & Wales	Holding company		100%
CSG Midco Limited	England & Wales	Holding company		100%
CSG Shareholder Debtco Limited	England & Wales	Holding company		100%
Exchequer 365 Solutions Ltd	England & Wales	Liquidation		100%
Fabric Technologies Limited	England & Wales	Property subletting		100%
G B Systems Limited	England & Wales	Liquidation		100%
Goldcrest Solutions Limited	England & Wales	Liquidation		100%
Healthy Software Limited	England & Wales	Liquidation		100%
KHL Newco Ltd	England & Wales	Holding company		100%
Kirona Group Ltd	England & Wales	Liquidation		100%
Kirona Holdings Ltd	England & Wales	Holding company		100%
Kirona Solutions Ltd	England & Wales	Software development		100%
Kirona Solutions (commercial) Ltd	England & Wales	Liquidation		100%
Kirona Ltd	England & Wales	Liquidation		100%
Konnekt IT software limited	England & Wales	Liquidation		100%
Laserform International Limited	England & Wales	Dormant		100%
Lawwwdiary Limited	England & Wales	Liquidation		100%
Meridian Law	England & Wales	Liquidation		100%
Mitrefinch Holdings Limited	England & Wales	Software development		100%
Mitrefinch Limited	England & Wales	Software development		100%
MS Modernisation Services UK Ltd	England & Wales	Software development		100%
Opsis Limited	Ireland	Software development		100%
Opsis Practice Management Solutions Limited	England & Wales	Software development		100%
Oyez Professional Services Ltd	England & Wales	Software development		100%
PCTI Technologies Limited	Ireland	Dormant		100%

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

9.	INVESTMENTS - continued			
	PCTI Investments Limited	England & Wales	Dormant	100%
	PCTI Solutions Limited	England & Wales	Software development	100%
	Plain Healthcare	England & Wales	Liquidation	100%
	Prolog Systems Ltd	England & Wales	Liquidation	100%
	Redac Limited	England & Wales	Holding company	100%
	Science Warehouse Limited	England & Wales	Software development	100%
	SWL Australia Pty Limited	Australia	Software development	100%
	Staffplan Limited	England & Wales	Liquidation	100%
	Strand Technology Limited	England & Wales	Liquidation	100%
	The National Will Register Limited	England & Wales	Software development	100%
	Tikit Limited	England & Wales	Software development	100%
	Transoft Group Limited	England & Wales	Software development	100%
	One Advanced Inc	USA	Software development	100%
	V1 Limited	England & Wales	IT managed service	100%
	Videss Limited	England & Wales	Liquidation	100%
	Waterlow Business Supplies Ltd	England & Wales	Software development	100%
	Willdata Limited	England & Wales	Software development	100%
	Xmbrace Ltd	England & Wales	Dormant	100%

The registered address of all subsidiary undertakings incorporated in England and Wales is Ditton Park, Riding Court Road, Datchet, Berkshire, SL3 9LL. The registered address of the other subsidiary undertakings are as follows:

Undertaking:	Registered Address:
Advanced Application Modernisation Inc.	Suite 1700, Park Place, 666 Burrard Street, Vancouver BC, V6C 2X8, Canada
Advanced Business Software and Solutions Pte Limited	10 Anson Road, 33-04 International Plaza, Singapore, Malaysia 079903
Advanced Business and Healthcare Solutions India Private Limited	46 Byrasandra Main Road, 1st Block East, Jayanagar,, Bangalore, India, 560011
Advanced Legal Solutions Inc	Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle, DE 19801
AIM Group Holdings Limited	6 Queens Road, Aberdeen, AB15 4ZT
Advance Systems International Limited	Unit 4L, The Square Industrial Complex, Tallaght, Dublin 24
BluePhoenix I-TER SRL	Via Flaminia 171, 47923 Rimini (RN)
CareDirector USA LLC	11921 Freedom Drive Suite 550, Reston, VA 20190
CareWorks Ltd	Unit 5 (B) Sandyford Business Centre, Dublin
CareWorks Technology Holdings Ltd	Unit 5 (B) Sandyford Business Centre, Dublin
Clear Review Inc	874 Walker Road, Suite C, Dover, Kent, 19904, US
Cobaltside Limited	Unit 5 (B) Sandyford Business Centre, Dublin
GB Systems Limited	CMS Cameron McKenna, 6 Queens Road, Aberdeen, AB15 4ZT
Kirona France SARL	24 Rue Bailey, 14000 Caen
Liraz Systems Export (1990) Ltd	Holon 5886 Israel L3
Liraz Systems Ltd	Holon 5886 Israel L3
Mitrefinch Australia	Unit 30, Homebush Business Village, 11-21 Underwood Road, Homebush, NSW 2140, Australia
Mitrefinch Inc	79A Chapel Street, Newton, Boston, Massachusetts
Mitrefinch LLC	8 The Green, Ste. A, DE, 1990
Mitrefinch Canada	Suite 1005, 5500 North Service Road, Burlington, Ontario, L7L 6W
Modern Systems Corporation	Dallas, TX 75240, USA
Modern Systems LM SRL	Via Flaminia 171, 47923 Rimini (RN)
ModSys International Ltd	Holon 5886 Israel L3
MODSYS-Modernizaion Services SRL	Strada St. Cristescu Dima Nr. 3B Bucharest
MS Modernisation Services Inc	Dallas, TX 75240, USA
Opsis Limited	Unit 5 (B) Sandyford Business Centre, Dublin
Oneadvanced Inc.	1165 Northchase Parkway, Suite 225, Marietta, GA 30067
PCTI Technologies Limited	Unit 5 (B) Sandyford Business Centre, Dublin
SWL Australia Pty Limited	Level 11, 1 York Street, Sydney, NSW 2000
Tikit Inc	200 King Street W, Suite 1904, Toronto ON M5H 3TA, Canada
V1 Document Management Inc.	1165 Northchase Parkway, Suite 225, Marietta, GA 30067
Drury Lane Jersey	28 Esplanade, St Helier, Jersey, JE2 3QA
Advanced CS Australia PTY Limited	Frenchs Forest, NSW 2086

10.	DEBTORS		
		2021	2020
		£'000	£'000
	Amounts owed by group undertakings	234,670	150,936
	VAT	-	23
	Prepayments and accrued income	1	3
		<u>234,671</u>	<u>150,962</u>

Notes to the Financial Statements - continued
for the Year Ended 28 February 2021

10. DEBTORS - continued

Amounts owed by group undertakings include an amount of £188,740,000 (2020: £98,837,000) bearing interest at LIBOR plus 4%. All amounts are unsecured and repayable on demand.

11. CASH AT BANK

	2021	2020
	£'000	£'000
Bank deposit account	<u>93</u>	<u>113</u>

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£'000	£'000
Trade creditors	58	157
Amounts owed to group undertakings	220,506	133,922
VAT	61	-
Other creditors	33	47
Accruals and deferred income	<u>268</u>	<u>66</u>
	<u>220,926</u>	<u>134,192</u>

Amounts owed to group undertakings include an amount of £202,434,000 (2020: £73,394,000) bearing interest at LIBOR plus 4%. All amounts are unsecured and repayable on demand.

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2021	2020
Number:	Class:	Nominal value:	£'000	£'000
526,557,843	Ordinary	£0.10	<u>52,656</u>	<u>52,656</u>

14. CONTINGENT LIABILITIES

The Company had guaranteed bank borrowings of fellow group undertakings. As at year end, the company is an obligor to a banking facility held by Aston Finco Sarl, comprising of a first Lien loan of \$330,000,000 (2020: \$330,000,000) (\$326,700,000 outstanding as at 28 February 2021 (2020: \$330,000,000 outstanding)) and £395,000,000 (2020: £285,000,000) (£391,350,000 outstanding as at 28 February 2021 (2020: £285,000,000 outstanding)) repayable at 1% per annum with the balance payable on 9 October 2026, a £75,000,000 (2020: £75,000,000) revolving credit facility (£6,500,000 drawn (2020: Nil)) and a second Lien loan of \$115,000,000 (2020: \$115,000,000) and £175,000,000 (2020: £175,000,000) falling due on 9 October 2027. The interest rates on both loans vary between 4.25% and 8.25% over LIBOR. In prior year, an agreement was reached between Aston Bidco (Holding) Limited and Morgan Stanley, Goldman Sachs and HSBC to hedge 100% of the USD debt in a cross-currency swap, thus limiting the Group's exposure to USD/GBP exchange variances.

VAT

The Company is registered for Value Added Tax (VAT) as part of a single VAT registration within the group. The representative member of the VAT group is Advanced Computer Software Group Limited. The Company has disclosed its liabilities in respect of VAT payable within current liabilities. All the members of the group remain jointly and severally liable for any VAT debts.

15. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

16. ULTIMATE PARENT COMPANY

The immediate parent company is Air Bidco Limited, a company registered in England and Wales.

The parent company of the smallest and largest group in which the Company is included in consolidated financial statements is that of Aston Midco Limited a company registered in Jersey.

The consolidated financial statements of Aston Midco limited are available to the public from Companies House.

**Notes to the Financial Statements - continued
for the Year Ended 28 February 2021**

17. POST BALANCE SHEET EVENTS

Company's indirect undertakings acquired 100% of BKSB Limited for £19.3m on 28th April 2021.

On 17th May 2021 indirect undertakings acquired 100% of Smart Apprentices Limited for £24.5m.

On 24th September 2021 indirect undertakings acquired 100% of Iosec Limited for £22.3m.

On 8th October 2021 indirect undertakings acquired 100% of Cloud Trade Technologies Limited for £25.8m.