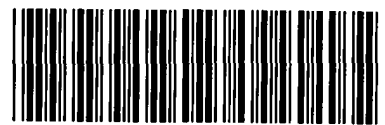


**Report of the Directors and
Financial Statements for the Year Ended 31 December 2020
for
ForgeRock Limited**

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ForgeRock Limited
Company Number 07227664

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for the Year Ended 31 December 2020**

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ForgeRock Limited
Company Number 07227664

**Company Information
for the Year Ended 31 December 2020**

DIRECTORS:

SJ Ferris
JP Fernandez
J Scudder

COMPANY SECRETARY:

JP Fernandez

REGISTERED OFFICE:

4th Floor Broad Quay House
Prince Street
Bristol
BS1 4DJ

REGISTERED NUMBER:

07227664 (England and Wales)

AUDITORS:

Ernst & Young
The Paragon
Counterslip
Bristol
BS1 6BX

**Strategic Report
for the Year Ended 31 December 2020**

The directors present their strategic report on the company for the year ended 31 December 2020.

REVIEW OF THE BUSINESS

The company's principal activity is transforming the way organisations interact securely with customers, employees, devices and things. Organisations adopt the ForgeRock Identity Platform as their digital identity system of record to monetise customer relationships, address stringent regulations for privacy and consent and leverage the internet of things. The group is headquartered in San Francisco and has operations in the United States, Canada, UK, France, Norway, Germany, Singapore, Australia and New Zealand.

RESULTS AND PERFORMANCE

The results of the company for the year, as set out on page 11, show a loss on ordinary activities before taxation of £12,429,767 (2019: £17,767,644). The financial position as at 31 December 2020 show a Shareholder's deficit of £21,935,598 (2019: 9,550,115).

The company maintains a gross profit margin of 85% (2019: 86%) while supporting its customers. The company supports the group's global subsidiaries which procure commercial contracts with customers outside of North America.

The continued development of the company's product portfolio, including the introduction of Cloud and the industry's focus on "identity" offers opportunities for the company to focus on its growth strategy adding value to customer's digital transformation, projects and initiatives.

STRATEGY

The company will continue to consolidate its position and concentrate its efforts on achieving maximum growth in the marketplace. We aim to improve efficiency in all areas of our operations through management of our costs. Customer service remains the highest priority.

PRINCIPLE RISKS AND UNCERTAINTIES

All policies are subject to ongoing reviews by ForgeRock's executive management. Compliance, regulation, legal and ethical standards are monitored by the legal and finance departments, providing oversight on such matters.

The COVID-19 pandemic has introduced a number of risks and uncertainties in regards to the reported amounts of assets and liabilities in the accompanying financial statements as of December 31, 2020, subject to management's estimates and judgments. The company has taken the necessary action to evaluate the immediate impact, if any, on the carrying amount of accounts receivable and other assets measured at fair value, and its continuing operating results and cash flows in light of the economic risk posed by the global pandemic. In addition, our revenue growth rate may experience volatility due to global societal and economic disruption, primarily due to (i) restrictions on customer spending due to delay or pausing of digital transformation or expansion projects, (ii) prolonged sales cycles due to movement of people and effectiveness and (iii) delayed delivery of services. We believe that the COVID-19 pandemic has had a modest negative impact on our business and results of operations.

Strategic Report (continued)
for the Year Ended 31 December 2020

PRINCIPLE RISKS AND UNCERTAINTIES (continued)

The directors have obtained confirmation from ForgeRock, Inc. the ultimate parent undertaking, that they will continue to provide ongoing financial support to the company to facilitate ongoing business operations. Furthermore, ForgeRock, Inc. agrees it will not assert to enforce collection of any intercompany debt, on behalf of itself or other group companies, to the detriment of ForgeRock Limited's continuing operations. ForgeRock Inc. will continue to provide financial support for a period at least until 30th September 2022.

The uncertainty of the European market and the UK's decision to leave the European Union provide a risk to the continued international growth of the business. Management acknowledge this as a period of uncertainty and continue to assess the potential impact of Brexit. The company believes the software industry, specifically identity and digital transformation, is well positioned to offer significant opportunity for the company.

The identity and access management market is intensely competitive, and we expect competition to increase in the future from established competitors and new market entrants. We face competition from (1) legacy providers, (2) cloud-only providers, (3) companies that provide a subset of functionality across identity, access and governance and (4) homegrown solutions that are designed to solve a limited identity use case.

As a provider of identity and security solutions, the company is an attractive target for cyber attacks. Management continually reviews the security measures we have integrated into our internal systems and platform, which are designed to detect unauthorized access or activity and prevent or minimize security breaches to protect our internal networks and product platform against certain attacks and other security incidents.

The company faces exposure to foreign currency fluctuations and the finance department have identified and are continuing to take steps to mitigate currency exposure by developing its treasury function, banking infrastructure and intercompany policies. Fluctuations in currency rates has directly been affected by the COVID-19 pandemic, which the company will continue to monitor closely for the foreseeable future.

STATEMENT OF DIRECTORS' STATUTORY DUTIES AND PERFORMANCE IN ACCORDANCE WITH s172 COMPANIES ACT 2006

The Board of directors consider that they have acted responsibly to promote the success of the company with regard to the stakeholders and matters set forth in s172(1) (a-f) of the Companies Act 2006 and the decisions taken during the year ended 31st December 2020.

In particular;

CONSEQUENCES OF LONG TERM DECISION MAKING

Whilst the company has produced a loss, the directors have reasonable expectation that the company and the ForgeRock group, has adequate resources to continue in operational existence for the foreseeable future. The directors have obtained confirmation from ForgeRock, Inc. the ultimate parent undertaking, that they will continue to provide ongoing financial support to the company to facilitate ongoing business operations. Furthermore, ForgeRock, Inc. agrees it will not assert to enforce collection of any intercompany debt, on behalf of itself or other group companies, to the detriment of ForgeRock Limited's continuing operations.

The group's executive committee, including ForgeRock Limited's directors, have reviewed the group's forecasts of revenue, cash and operating expense projections and approves the continuing adoption of a going concern basis for preparing financial statements.

The directors have reviewed the 2021 operating plan throughout the COVID pandemic and consider the management of operating costs within budget and cashflow sufficient to maintain the company's strategic goals and continued growth.

The Directors recognise the importance of ForgeRock continuing to drive innovation to meet the needs of the business in the short and long term. A specific focus has been applied in product development over the next twelve months, alongside ensuring customer success, to enhance ForgeRock's position as a leader in digital transformation.

OUR PEOPLE

The company's goals are aligned between our investors, customers and our people as a whole. To succeed as a high growth company in the identity and digital transformation market, we rely on our people to continue to deliver the company's strategic ambitions and pass on that impact to our customers. The company continues to invest in our people with the goal of attracting and retaining top talent. The Directors recognise the need to be a responsible employer in terms of remuneration, health, workplace environment, where diversity and inclusion are core to the employee population.

BUSINESS RELATIONSHIPS

Our company's strategy prioritises growth and customer success. Our customers are at the heart of the company's focus in 2020 and beyond, so much so that the directors have identified a number of initiatives, prioritising customer success, to enable our customers to digitally transform their businesses and monetise the benefits thereof. It is important to the company's continued growth that we retain our existing customers, whilst successfully acquiring new customer relationships.

We continue to develop strong partner and supplier relationships to help the company achieve our strategic objectives, including the development of a dedicated procurement function.

**Strategic Report (continued)
for the Year Ended 31 December 2020**

COMMUNITY

The Company continues to invest in its culture that also extends to our responsibility in the community. Trust is at the forefront of the company's product solution, it's value to our customers and importantly the trust we place in our people to make ForgeRock successful.

At the core of ForgeRock's culture are a number of strategic programs; Corporate Social Responsibility, Women in Tech, embRACE and Wellness & Community. ForgeRock actively promotes company and employee participation in numerous charitable and community focused events.

ACT FAIRLY WITH MEMBERS OF THE COMPANY

The Directors are committed to openly engaging with ForgeRock's ultimate investors and recognise the importance of effective dialogue on company strategy. The Directors, fully support the prioritisation of key factors such as product innovation, customer success and employee wellbeing.

FUTURE DEVELOPMENTS

The company will continue to review its growth projections. In the coming year, the company aims to prioritise revenue growth and manage its operating expenses in order to establish future profitability. The company will continue to invest heavily in product development and its infrastructure and people to enable the company to scale in line with management's forecasts and projections.

ON BEHALF OF THE BOARD:



JP Fernandez

Date: 11 September 2021

**Report of the Directors
for the Year Ended 31 December 2020**

The directors present their report with the financial statements of the company for the year ended 31 December 2020.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review is transforming the way organisations interact securely with customers, employees, devices and things, including the sale and support of identity and access management software solutions.

REVIEW OF BUSINESS

The profit and loss account set out on page 11 shows a loss before taxation for the year of £12,429,767 (2019: £17,767,644). The directors do not recommend the payment of a dividend (2019: £nil).

DIRECTORS

The directors who served the company during the year and to the date of this report were as follows:

SJ Ferris
JP Fernandez
J Scudder

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

ForgeRock Limited
Company Number 07227664

**Report of the Directors (*continued*)
for the Year Ended 31 December 2020**

STREAMLINED ENERGY & CARBON REPORTING (SECR)

ForgeRock Limited is obligated within the Streamlined Energy & Carbon Reporting (SECR) Framework which was established by Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

We are committed to responsible energy management and will practise energy efficiency throughout our organisation, wherever it's cost effective. We recognise that climate change is one of the most serious environmental challenges currently threatening the global community and we understand we have a role to play in reducing greenhouse gas emissions.

Scope 1 Emissions kWh for the previous two calendar years are estimated as follows:

	Total 2020 KW	Total 2019 KW
Annual Total	154,455	103,390
Intensity Ratio (Total kWh/Revenue)	0.29%	0.23%

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

All of the current Directors have taken all of the steps that they ought to have taken to make themselves aware of any information needed by the Company's Auditor for the purposes of their audit and to establish that the Auditor is aware of that information. The Directors are not aware of any relevant audit information of which the Auditor is unaware.

AUDITORS

In accordance with s485 of the Companies Act 2006, Ernst and Young, will be proposed for re-appointment as auditor at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:



JP Fernandez

Date: 11 September 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FORGEROCK LIMITED

Opinion

We have audited the financial statements of ForgeRock Limited for the year ended 31 December 2020 which comprise the Profit and Loss Account, the statement of comprehensive income, the Balance Sheet, the statement of cashflow, the Statement of Changes in Equity and the related notes 1 to 17, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

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.

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 twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

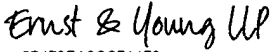
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 102 and the Companies Act 2006) and compliance with the relevant direct and indirect tax regulation in the United Kingdom.
- We understood how ForgeRock Limited is complying with those frameworks by making enquiries of management and those charged with governance to understand how the company maintains and communicates its policies and procedures in these areas. We understood any controls put in place by management to reduce the opportunities for fraudulent transactions. We performed procedures, including reading minutes of the board meetings and making enquiries with the management for any correspondence of non-compliance with the tax authorities, and noted no significant issues. We performed journal entry testing to ensure that there are no unusual legal or penalty expenses incurred during the year and to ensure that the management is in compliance with the applicable framework.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur through internal team conversations and inquiry of management and those charged with governance. Through these procedures we determined there to be a fraud risk of improper revenue recognition due to side agreements promising additional or future still undelivered elements that have not been documented and disclosed to legal and finance and accounted for in the financial statements. In relation to the identified fraud risk, we obtained understanding of the Company's policy/controls regarding side agreements, including sales training programs. We performed fraud inquiries of the senior level employees from the Company's FP&A team, sales and operations. We have directly confirmed terms and conditions with the largest customers with the current year executed revenue contracts. Where we have not received responses, we performed alternative procedures including obtaining signed representations from the sales representative. We additionally inspected subsequent accounts receivables adjustments and credit memos that might suggest concession or cancellation, as well as accounts receivable adjustments that impact 2020 revenue, and reviewed accounts receivable aging for aged receivables. Further, we used data analytics to sample from the entire population of journals, including manual journals to revenue, identifying specific transactions which did not meet our expectations based on specific criteria, to investigate to gain an understanding and agree to source documentation. We selected a sample of revenue transactions recorded before the year end and obtained documentation to verify the revenue recognition criteria had been met.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved inquiry of management and those charged with governance with no indication of non-compliance identified.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

DocuSigned by:


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Jane Barwell (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol

September 15, 2021

**Profit and Loss Account
for the Year Ended 31 December 2020**

	Notes	31.12.20 £	31.12.19 £
TURNOVER	2	52,586,702	46,540,850
Cost of sales		7,783,206	6,344,267
GROSS PROFIT		44,803,496	40,196,583
Administrative expenses		57,434,973	57,969,442
OPERATING LOSS	3	(12,631,477)	(17,772,859)
Interest receivable and similar income		218,078	210,605
Interest payable and similar charges	5	(16,368)	(205,390)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(12,429,767)	(17,767,644)
Tax on loss on ordinary activities	6	(108,011)	1,770,232
LOSS FOR THE FINANCIAL YEAR		<u>(12,537,778)</u>	<u>(15,997,412)</u>

Statement of Comprehensive Income

Loss for the financial year	(12,537,778)	(15,997,412)
Other comprehensive income	-	-
Total comprehensive loss for the year	<u>(12,537,778)</u>	<u>(15,997,412)</u>

Balance Sheet
31 December 2020

	Note s	31.12.20		31.12.19	
		£	£	£	£
FIXED ASSETS					
Intangible asset	7		5,332,790		5,866,069
Tangible assets	8		1,165,196		1,170,718
CURRENT ASSETS					
Debtors	9	37,050,805		38,471,690	
Cash at bank and in hand		<u>9,719,185</u>		<u>5,795,444</u>	
		46,769,990		44,267,134	
NON CURRENT ASSETS					
Debtors falling due after more than one year	10		7,630,720		7,242,151
CREDITORS					
Amount falling due within one year	11	<u>79,755,536</u>		<u>62,551,288</u>	
NET CURRENT LIABILITIES			(32,985,546)		(18,284,154)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>(18,856,840)</u>		<u>(4,005,216)</u>
CREDITORS					
Amounts falling due after more than one year	12		3,231,053		5,544,899
NET LIABILITIES			<u>(22,087,893)</u>		<u>(9,550,115)</u>
CAPITAL AND RESERVES					
Called up share capital	17		100		100
Profit and loss account			(22,087,993)		(9,550,215)
SHAREHOLDERS' DEFICIT			<u>(22,087,893)</u>		<u>(9,550,115)</u>

The financial statements were approved by the Board of Directors on 11 September 2021 and were signed on its behalf by:



JP Fernandez – Director

**Statement of Changes in Equity
for the year ended 31 December 2020**

	Called up share capital Note 17 £	Profit and loss account £	Total £
At 1 January 2018	100	15,651,777	15,651,877
Loss for the financial year	-	(9,204,580)	(9,204,580)
At 31 December 2018	100	6,447,197	6,447,297
Loss for the financial year	-	(15,997,412)	(15,997,412)
At 31 December 2019	100	(9,550,215)	(9,550,115)
Loss for the financial year	-	(12,537,778)	(12,537,778)
At 31 December 2020	100	(22,087,993)	(22,087,893)

**Statement of Cash Flows
for the Year Ended 31 December 2020**

	Notes	2020 £	2019 £
Net cash generated from operating activities	16	4,328,530	2,662,735
Cash flows used in investing activities			
Purchases of property, plant and equipment	8	(411,443)	(801,649)
Proceeds from sale of property, plant and equipment	3	6,026	3,160
Interest received		628	85
Net cash used in investing activities		(404,789)	(798,404)
Cash flows from financing activities			
Net cash from financing activities		-	-
Net increase in cash and cash equivalents		3,923,741	1,864,331
Cash and cash equivalents at beginning of year		5,795,444	3,931,113
Cash and cash equivalents at end of year		9,719,185	5,795,444

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

1. ACCOUNTING POLICIES

Accounting Convention

The financial statements have been prepared in compliance with FRS 102 as it applies for the year ended 31 December 2020.

General information and basis of accounting

ForgeRock Ltd is a company incorporated in England. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on pages 3 to 5.

The financial statements have been prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

The functional currency of ForgeRock Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates. The financial statements are presented in pounds sterling. Foreign operations are included in accordance with the policies set out below.

Going concern

Whilst the company has made substantial losses the directors have obtained confirmation from ForgeRock Inc. the ultimate parent undertaking, that they will continue to provide ongoing financial support to the company for a period at least until 30th September 2022. Furthermore, ForgeRock, Inc. agrees it will not assert to enforce collection of any intercompany debt, on behalf of itself or other group companies, to the detriment of ForgeRock Limited's continuing operations. Given the level of support available, the directors have prepared the financial statements on the going concern basis.

The emergence of the COVID-19 pandemic introduces a number of risks and uncertainties in regard to the reported amounts of assets and liabilities in the accompanying financial statements as of December 31, 2020, subject to management's estimates and judgements. The Company has taken the necessary action to evaluate the impact, if any, on the carrying amount of accounts receivable and other assets measured at fair value, and its continuing operating results and cash flows in light of the economic risk posed by the global pandemic.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation. Amortisation is calculated using a straight line method over its estimated useful life, as follows:

Intellectual Property - 12 years

Amortisation is included within 'administrative expenses' in the profit and loss account.

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

1. ACCOUNTING POLICIES – *continued*

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold	- In accordance with the term of the lease
Fixtures and fittings	- Straight line over 7 years
Computer Equipment	- 25-33% on cost

Foreign currencies

Transactions in foreign currencies are initially recorded in the company's functional currency, sterling, by applying the spot exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into sterling at the rate of exchange ruling at the balance sheet date. Foreign exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company makes an employer contribution into a number of individual pension schemes.

All employees are offered membership of the ForgeRock UK pension scheme, which is a defined contribution scheme. Contributions to the defined contributions scheme are recognised in the profit and loss account in the period in which they become payable.

Revenue Recognition

The company applies the principle that revenue is recognised to depict the transfer of goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services.

The company applies the overall principle to specific customer arrangements using the following five step model:

1. Identify the contract(s) with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocated the transaction price to the performance obligations within the contract
5. Recognise revenue when (or as) the performance obligations are satisfied

The company derives revenues primarily from software license fees, maintenance and support fees and professional services fees, including training. The Company recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

1. ACCOUNTING POLICIES – *continued*

Revenue Recognition - *continued*

Software Licenses

The company enters into contracts to license its software on either a perpetual or subscription basis, the latter which terms are generally on to three years in length. The company sells its offerings through two principal channels: direct, which includes sales by the company's sales force and indirect, which includes sales through authorised partners/resellers. The company also licenses its software to Original Equipment Manufacturers (OEMs) which may be bundled and delivered with the OEM's products.

Revenue is recognised when the software is delivered or made available to the customer, at which time, the company's performance obligation is satisfied.

Support & Maintenance and Software Updates

Perpetual license agreements are typically sold with one year of support and maintenance, and subscription license agreements entitle the customer to access support and maintenance over the subscription period. The support and maintenance service generally consist of varying levels of support services, including rights to unspecified software updates on an if-and-when available basis, as well as access to bug fixes.

Revenue is recognised rateably over the subscription license period or the support period delineated in the agreement for perpetual licenses.

Professional Services and Training

Professional Services and Training can be sold independently or in combination with software licenses and support.

Revenue from custom professional services is recognised as the services are performed, or expiration of the professional service and training effective date. Revenue from other professional services and training is recognised when such service is fully delivered.

In general, consideration earned by the company consists of fixed amounts. The company is generally the primary obligor and revenue is recorded as the gross amounts invoiced and receivable.

The company applies the principle that the expected consideration of a contract is allocated to all products and services (e.g. software licenses, maintenance and support and professional services and training) based on their observable and/or estimated stand-alone selling prices (SSP). Observable stand-alone selling prices for the different components are determined based on the list price, a discounted list price, or the prices at which the company separately sells each of them. However, because the company sells the bundle of software licenses and related support and maintenance to different customers for a broad range of amounts, no observable SSP exists. Stand-alone selling price for the software licenses and support and maintenance bundles is estimated using the residual method approach, where the SSP for support and maintenance is always determined as a fixed percentage of the software license value.

Contract Cost

The company has also considered the impact of the costs incurred to obtain a contract and the requirement to capitalise and amortise incremental costs such as sales commission.

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

1. ACCOUNTING POLICIES – *continued*

Revenue Recognition - *continued*

The company capitalises all commission fees as costs of obtaining a contract when they are incremental and if they are expected to be recovered. Commissions on contracts are amortised consistent with the pattern of transfer of the product or service to which the asset relates. If the expected amortisation period is one year or less, the commission fee is expensed when incurred.

Deferred Revenue

Deferred revenue represents the unearned portion of fees from arrangements for periods for which services have not been rendered.

Taxation

Current 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. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described above, 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.

Share based payment

Share based payment is recognised on a straight line basis over the vesting period following grant date. The Black Scholes model is used to determine the fair value of share options on the date of grant.

The option grant vests 25% on the first anniversary of the vesting start date, and then equally over 36 months commencing on the same day of each month after the first anniversary of the vesting start date. The contractual service period for this award is ten years.

Financial instruments

Financial assets and financial liabilities are not interest bearing and are stated at their nominal value, except where reduced by appropriate allowances for estimated irrecoverable amounts. All other assets and liabilities are not considered in respect of financial instruments

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

2. TURNOVER

Turnover is attributable to the one principal activity of the company. Turnover, analysed geographically between markets, was as follows:

	31.12.20	31.12.19
	£	£
Europe	33,631,956	34,762,815
Rest of World	18,954,746	11,778,035
	<u>52,586,702</u>	<u>46,540,850</u>

3. OPERATING LOSS

The operating loss is stated after charging:

	31.12.20	31.12.19
	£	£
Cost of stock options recognised as an expense (Note 14)	463,280	311,480
Depreciation – owned assets (Note 8)	410,677	280,782
Loss on disposal of fixed assets	262	-
Amortisation (Note 7)	533,279	533,279
Auditors remuneration	29,250	20,600
Operating lease costs (Note 13)	563,596	503,584
Foreign exchange gain	<u>2,226,579</u>	<u>68,034</u>

4. DIRECTORS AND EMPLOYEES

Staff costs during the year were as follows:

	31.12.20	31.12.19
	£	£
Wages and salaries	19,326,301	16,263,132
Social security costs	2,379,376	1,953,642
Other pension costs	709,320	575,204
Cost of stock options recognised as an expense (Note 14)	463,280	311,480
	<u>22,878,277</u>	<u>19,103,458</u>

The average number of employees of the company during the year was:

	2020	2019
	Number	Number
UK and associated employees	<u>218</u>	<u>182</u>

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

4. DIRECTORS AND EMPLOYEES - *continued*

Remuneration in respect of directors was as follows:

	31.12.20	31.12.19
	£	£
Emoluments	<u>495,548</u>	<u>503,536</u>

The amounts set out above include remuneration in respect of the highest paid director as follows:

	31.12.20	31.12.19
	£	£
Emoluments	<u>292,739</u>	<u>307,125</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

Interest payable and similar charges includes the following:

	31.12.20	31.12.19
	£	£
Intercompany interest	5,648	186,090
Bank charges and interest payable	<u>10,720</u>	<u>19,300</u>
	<u>16,368</u>	<u>205,390</u>

6. TAXATION

	31.12.20	31.12.19
a) Tax on the Loss for the year end represents:	£	£
(Loss) on ordinary activities before taxation	<u>(12,429,767)</u>	<u>(17,767,644)</u>
Current tax (credit)/charge	108,011	(1,770,232)
Deferred tax (credit)	-	-
Tax credit on (loss) on ordinary activities	<u>108,011</u>	<u>(1,770,232)</u>
b) Factors affecting total tax for the year		
Loss on ordinary activities before taxation	<u>(12,429,767)</u>	<u>(17,767,644)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	(2,361,656)	(3,375,852)

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

6. TAXATION - *continued*

Effects of:

Expenses not deductible for tax purposes	129,027	48,967
Short term timing differences not recognised	(2,556)	61,693
Unrecognised tax losses carried forward	2,235,185	1,537,914
Prior year adjustment	13,668	(126,113)
Overseas branch taxes	86,918	28,481
Creditable overseas withholding tax	7,425	54,678
Tax on loss on ordinary activities	<u>108,011</u>	<u>(1,770,232)</u>

c) Deferred tax

A deferred tax liability of £172,790 has been recognised in respect of short-term timing differences and a corresponding deferred tax asset of the same amount has been recognised. The company has not recognised a deferred tax asset in relation to unrelieved trading losses of £19.2m (2019: £8.1m) as it is uncertain whether the company will generate sufficient taxable profits in the foreseeable future to utilise these losses.

d) Factors that may affect future tax charges:

An increase in the corporation tax rate from 19% to 25% (effective from 1 April 2023) was substantively enacted on 10 June 2021. The change is not expected to have a material impact to the company for the foreseeable future due to the company's carried forward tax losses and future projections.

7. INTANGIBLE FIXED ASSETS

	Intellectual Property £	Total £
COST		
1 Jan 2020	6,399,348	6,399,348
Additions	-	-
31 Dec 2020	<u>6,399,348</u>	<u>6,399,348</u>
AMORTISATION		
1 Jan 2020	533,279	533,279
Charge for the year	533,279	533,279
31 Dec 2020	<u>1,066,558</u>	<u>1,066,558</u>
NET BOOK VALUE		
31 Dec 2020	<u>5,332,790</u>	<u>5,332,790</u>
31 Dec 2019	<u>5,866,069</u>	<u>5,866,069</u>

Notes to the Financial Statements
for the Year Ended 31 December 2020

8. TANGIBLE FIXED ASSETS

	Short Leasehold £	Fixtures & Fittings £	Computer Equipment £	Total £
COST				
1 Jan 2020	810,167	168,699	1,120,428	2,099,294
Additions	111,732	22,106	277,605	411,443
Disposals	-	(2,861)	(21,039)	(23,900)
31 Dec 2020	921,899	187,944	1,376,994	2,486,837
DEPRECIATION				
1 Jan 2020	186,072	54,963	687,541	928,576
Charge for the year	104,869	21,430	284,378	410,677
Disposals	-	(2,655)	(14,957)	(17,612)
31 Dec 2020	290,941	73,738	956,962	1,321,641
NET BOOK VALUE				
31 Dec 2020	630,958	114,206	420,032	1,165,196
31 Dec 2019	624,095	113,736	432,887	1,170,718

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.20	31.12.19
	£	£
Trade debtors	21,547,324	23,637,690
Amounts owed by group undertakings	14,235,672	13,196,060
Other debtors	1,267,809	1,637,940
	<u>37,050,805</u>	<u>38,471,690</u>

The amounts owed by group undertakings are interest free and have no fixed terms in their repayment.

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

10. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.12.20	31.12.19
	£	£
Amounts owed by group undertakings	6,383,620	6,396,388
Other debtors	1,247,100	845,763
	<u>7,630,720</u>	<u>7,242,151</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.20	31.12.19
	£	£
Deferred revenue	18,493,329	18,947,880
Trade creditors	456,513	641,154
Amounts owed to group undertakings	56,636,445	39,177,957
Taxation and social security	1,929,042	2,440,827
Other creditors	2,240,207	1,343,470
	<u>79,755,536</u>	<u>62,551,288</u>

The amounts owed to group undertakings are interest free and have no fixed terms in their repayments.

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.12.20	31.12.19
	£	£
Deferred revenue	3,231,053	5,544,899
	<u>3,231,053</u>	<u>5,544,899</u>

13. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid over the total term of lease:

	31.12.20	31.12.19
	£	£
Maturing:		
Within one year	319,668	376,900
Between two and five years	1,255,599	1,369,172
After five years	639,278	935,873
	<u>2,214,545</u>	<u>2,681,945</u>

Lease payments of £563,596 (2019: £503,584) were recognised as an expense during the year.

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

14. SHARE OPTIONS

Share options are granted to employees upon joining the company and once approved by the board. Share options are granted under ForgeRock Inc's 2012 Equity Incentive Plan and expire after a period of 10 years. Share options vest 25% on first anniversary of grant date and then equally over 36 months commencing on the first day of each month after the first anniversary of the grant. The Black Scholes model is used to determine the fair value of share options on the date of grant. As at 31 December 2020, share options have a fair market value price of USD \$7.81. During the year, 131,171 share options have been exercised.

The expense recognised in the profit and loss account for the share options granted was £463,280 (2019: £311,480).

	Number of awards		Weighted Average Exercise Price	
	2020	2019	2020 \$	2019 \$
Brought forward 1 January	2,341,059	2,007,594	2.23	1.71
Options granted	554,688	522,200	5.00	4.23
Options exercised	(131,171)	(23,925)	1.37	1.21
Options forfeited	(208,132)	(164,810)	4.44	2.48
Options expired	-	-	-	-
Outstanding at 31 December	<u>2,556,444</u>	<u>2,341,059</u>	<u>2.23</u>	<u>2.23</u>
Exercisable at 31 December	<u>1,702,830</u>	<u>1,546,946</u>	<u>1.77</u>	<u>1.35</u>

The following assumptions were used to estimate the fair value of stock options granted during the year:

	31.12.20	31.12.19
Volatility	41.68% to 50.43%	39.18% to 40.50%
Expected term (in years)	6.01	6.04
Risk free interest rate	0.33% to 1.46%	1.42% to 2.48%
Expected dividends	0	0

15. TRANSACTIONS WITH RELATED PARTIES

	31.12.20	31.12.19
	£	£
Sales to group undertakings	5,837,434	3,235,628
Purchases from group undertakings	35,963,774	36,294,753
Trade debtor amounts due from group undertakings (Notes 9 & 10)	20,466,997	19,592,448
Trade creditor amounts due to group undertakings (Note 11)	56,636,445	39,177,957
Key management personnel compensation	6,384,926	5,129,650

**Notes to the Financial Statements
for the Year Ended 31 December 2020**

15. TRANSACTIONS WITH RELATED PARTIES - *continued*

Transactions with directors other than compensation

During the year end as at 31 December 2020 neither Director was indebted to the company. As at 31 December 2020, SJ Ferris, Director and J Scudder, Director held 80,000 and 40,000 restricted stock units ("RSU") respectively that expire 10 years from the date of grant. The RSUs vest based on a combination of performance and liquidity conditions. As at 31 December 2020, none of the performance or liquidity conditions had been met and therefore no stock based compensation expense was recognised.

16. NOTES TO THE CASH FLOW STATEMENT

	2020	2019
	£	£
Cash flows from operating activities		
Loss for the financial year	(12,537,778)	(15,997,412)
Adjustments for:		
Depreciation of property, plant and equipment (Note 8)	410,677	280,782
Amortisation of intangible assets (Note 7)	533,279	533,279
Loss on disposal of property, plant and equipment	262	-
Bank charges and interest paid (Note 5)	16,368	205,390
Interest received	(628)	(85)
Decrease in trade and other receivables	1,032,316	8,387,701
Increase in trade payables	14,890,402	9,458,470
Cash from operations	4,344,898	2,868,125
Bank charges and interest paid	(16,368)	(205,390)
Net cash generated from operating activities	4,328,530	2,662,735

17. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

			31.12.20	31.12.19
<i>Number</i>	<i>Class</i>	<i>Nominal value</i>	£	£
100	Ordinary	£1.00	<u>100</u>	<u>100</u>

18. ULTIMATE PARENT COMPANY

ForgeRock, Inc. (incorporated in United States of America) is regarded by the directors as being the company's immediate and ultimate parent company.

**Trading Profit and Loss Account
for the Year Ended 31 December 2020**

	31.12.20		31.12.19	
	£	£	£	£
Sales		52,586,702		46,540,850
Cost of sales				
Personnel	6,384,926		5,129,650	
Classroom costs	1,321,638		1,166,891	
Royalty expense	10,356		-	
Partner commission	66,286		47,726	
		<u>7,783,206</u>		<u>6,344,267</u>
GROSS PROFIT		<u>44,803,496</u>		<u>40,196,583</u>
Other income				
Intercompany interest		217,450		210,520
Deposit account interest		628		85
		<u>45,021,574</u>		<u>40,407,188</u>
Expenditure				
Rent	563,596		503,584	
Other establishment costs & utilities	721,929		280,316	
Insurance	28,566		24,164	
Wages	19,326,301		16,263,132	
Social Security	2,379,376		1,953,642	
Pensions	709,320		575,204	
Cost of sales allocation	(6,349,142)		(5,106,232)	
Subcontractors	1,943,960		1,477,135	
Telephone	240,971		219,060	
Post and stationery	32,520		21,417	
Marketing	1,191,487		1,036,838	
Travel and entertainment	368,541		1,437,495	
Subscriptions	52,786		50,628	
Training	24,469		76,389	
Repairs and renewals	11,456		5,172	
Professional and recruitment	211,495		846,974	
Data, communications and other	675,907		698,094	
Intercompany consulting	35,963,774		36,294,753	
Sundry expenses	4,353		(135)	
Legal fees	81,918		149,269	
Auditors remuneration	63,047		81,803	
Royalty expense	10,268		18,570	
Bad debt expense	(4,640)		4,413	
Irrecoverable taxes	-		250	
Stock based compensation	463,280		311,480	
Loss on disposal of assets	262		-	
Foreign exchange (gain)	(2,226,579)		(68,034)	
		<u>56,489,221</u>		<u>57,155,381</u>
Carried forward		(11,467,647)		(16,748,193)

This page does not form part of the statutory financial statements

**Trading Profit and Loss Account - continued
for the Year Ended 31 December 2020**

	31.12.20		31.12.19	
	£	£	£	£
Brought forward loss		(11,467,647)		(16,748,193)
Finance costs				
Bank charges	10,720		19,330	
Other interest and penalties	5,648		186,060	
		<u>16,368</u>	<u>205,390</u>	
		(11,484,015)	(16,953,583)	
Depreciation				
Short leasehold	104,869		58,155	
Fixtures and fittings	21,430		19,188	
Computer equipment	284,378		203,439	
		<u>410,677</u>	<u>280,782</u>	
		(11,894,692)	(17,234,365)	
Amortisation				
Intellectual Property		533,279	533,279	
Cloud Computing Cost		1,796	-	
		<u>(12,429,767)</u>	<u>(17,767,644)</u>	
Income tax (charge)/credit		(108,011)	1,770,232	
NET LOSS		<u>(12,537,778)</u>	<u>(15,997,412)</u>	