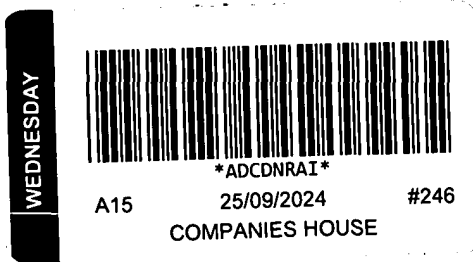


COMVERGENT LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2023



COMVERGENT LIMITED

COMPANY INFORMATION

Directors

Mr D Tong
Mr L Brusselaers
Mr A Boilot

Company number

05494561

Registered office

Viscount House
River Lane
Saltney
Chester
CH4 8RH
United Kingdom

Auditor

Bennett Brooks & Co. Limited
Chartered Accountants & Statutory Auditors
St George's Court
Winnington Avenue
Northwich
Cheshire
CW8 4EE

COMVERGENT LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present the strategic report for the year ended 31 December 2023.

Business model

The Company provides an end-to-end solution to mobile network operators and infrastructure owners in the telecoms sector.

The results are as shown in the statement of comprehensive income on page 8. Although the result for the year was disappointing, the Company has made significant progress with establishing both Fibre and Electric Vehicle Charging business units which will provide opportunities for growth and improved trading performance in 2024 and beyond. Turnover for the year was £30,961,878 (2022: £25,670,861) and an EBITDA of £112,614 (2022: loss of £3,472,272). The loss for the year after taxation was £144,735 (2022: loss of £3,696,124) and no dividends were declared or paid in the year (2022: £nil).

Principal risks and uncertainties

The Company is exposed to the risk of a downturn in activity within the telecommunications service sector. The Company manages this risk by focusing on the range and quality of the services it provides to its customers while identifying and pursuing new or additional opportunities.

The telecoms sector, and therefore the Company, is not immune to the risks and uncertainties posed by operational and technological changes and by financial pressures within its customers and markets. However, the directors believe that major factors such as the completion of the spectrum auctions, the development of 5G plans and its establishment in the Fibre and EV sectors will enable the Company to trade profitably over the medium term and develop a strong pipeline of work.

The Company is exposed to the risk of default by its trade debtors. The directors consider this risk to be minimised due to the customer base being largely blue-chip organisations with whom the Company has a long term trading relationship combined with exercising strong credit control. The trade debtors presented in the balance sheet are stated net of provision for doubtful debts. Provision is made where the directors consider there to be a risk that the full amount of the outstanding receivable will not be recoverable.

In order to maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the Company uses a mixture of long-term and short-term finance. Short term finance is available through invoice discounting facilities and this is supplemented by funding from the ultimate parent company where necessary. Forward looking cash flow projections are prepared on a regular basis to assess funding requirements. The credit risk on liquid funds is limited given the nature of the providers.

Future developments

Following the investment in Fibre and Electric Vehicle Charging in 2023, the Company is well placed to expand its customer base across Fibre, EV and Wireless over the next 12 months. In particular the Fibre sector represents a significant opportunity for the Company due to the shortage of resources across the UK and the breadth of experience in the wider Solutions30 Group.

Key performance indicators

The directors consider the key performance indicators to be those that reflect the underlying trading performance of the Company. The directors consider that turnover, gross profit and EBITDA provide the most representative measures of the Company's performance.

	2023	2022
	£	£
Turnover	30,961,878	25,670,861
Gross profit	1,481,381	(1,300,331)
Gross margin %	5%	-5%
EBITDA	112,614	(3,472,272)
EBITDA %	0%	-14%

COMVERGENT LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

In addition to the financial KPIs, the directors monitor a suite of operational KPIs relating to health & safety, productivity and quality. Further details of these KPIs are not published due to their commercial sensitivity.

This report was approved by the Board and signed on its behalf by:

Signed by:

David Tong

BD5066EED31649A.....

Mr D Tong
Director

18-Sep-2024

Date:

COMVERGENT LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their annual report and financial statements for the year ended 31 December 2023.

Principal activities

The principal activity of the Company during the year was the provision of an end-to-end solution to mobile network operators and infrastructure owners in the telecoms sector.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr P M Garston – resigned 24 May 2024
Mr D Tong – appointed 7 June 2024
Mr L Brusselaers - appointed 24 January 2023
Mr A Boilot
Mr F D'Alia - resigned 24 January 2023

Results and dividends

The results for the year are set out on page 8. No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

The directors have not benefited from third party indemnity provisions in place during the financial year and to the date of this report.

Going concern

The directors are required to prepare the statutory financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business. In satisfaction of this responsibility the directors have considered the Company's ability to meet its liabilities as they fall due.

The Company's business activities, together with the factors likely to affect future development and performance are set out in the Strategic Report, including management of liquidity and credit risk.

The Company meets its day to day working capital requirements through an invoice discounting facility with further supporting being made available by the ultimate parent company as required. The directors have received a letter of support from its ultimate parent company, Solutions 30 SE, confirming that it will continue to support the Company for a period of at least 12 months from the date of approval of the 31 December 2023 Comvergent Limited financial statements.

Auditor

The auditor, Bennett Brooks & Co. Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the Company's auditor is aware of that information.

On behalf of the board

Signed by:

David Tong

BD5066EED31649A... ..

Mr D Tong
Director

18-Sep-2024

Date:.....

COMVERGENT LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMVERGENT LIMITED

Opinion

We have audited the financial statements of Comvergent Limited (the 'Company') for the year ended 31 December 2023 which comprise the statement of comprehensive income, the statement of financial position, statement of changes in equity and notes to the financial statements, 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, including 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 state of the Company's affairs as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 at least 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.

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. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMVERGENT LIMITED (CONTINUED)

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 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 4, 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.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation and regulations which govern the preparation of financial statements, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. 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 posting inappropriate journal entries to increase revenue, through management bias in manipulation of accounting estimates or accounting for significant transactions outside the normal course of business. Audit procedures performed included:

- Enquiry of management around actual and potential litigation and claims and instances of non-compliance with laws and regulations;
- Auditing the risk of management override of controls, through testing journal entries and other adjustments for appropriateness, testing accounting estimates (because of the risk of management bias), and evaluating the business rationale of significant transactions outside the normal course of business; and,
- Reviewing financial statement disclosures and agreeing to supporting documentation to assess compliance with applicable laws and regulations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONVERGENT LIMITED (CONTINUED)

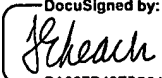
There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material 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 Financial Reporting Council's website at: <http://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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Jason Leach FCA (Senior Statutory Auditor)
For and on behalf of Bennett Brooks & Co. Limited
Chartered Accountants & Statutory Auditors
St George's Court
Winnington Avenue
Northwich
Cheshire
CW8 4EE 19-Sep-2024
Date:

COMVERGENT LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
	Notes	£	£
Turnover	2	30,961,878	25,670,861
Cost of sales		(29,480,497)	(26,971,192)
Gross profit		<u>1,481,381</u>	<u>(1,300,331)</u>
Administrative expenses		(1,621,727)	(2,351,063)
Other operating income		-	-
Operating loss	3	<u>(140,346)</u>	<u>(3,651,394)</u>
Interest payable and similar expenses	6	(259,032)	(172,925)
Loss before taxation		<u>(399,378)</u>	<u>(3,824,319)</u>
Tax on loss	7	254,643	128,195
Loss for the financial year		<u><u>(144,735)</u></u>	<u><u>(3,696,124)</u></u>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 11 to 22 form part of these financial statements.

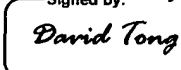
COMVERGENT LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Notes	£	2023 £	£	2022 £
Fixed assets					
Intangible assets	8		63,949		86,472
Tangible assets	9		224,073		279,076
Current assets					
Stocks		-		-	
Debtors	10	10,276,957		13,194,337	
Cash at bank and in hand		1,117,090		235,267	
		<u>11,394,047</u>		<u>13,429,604</u>	
Creditors: amounts falling due within one year	11	<u>(15,401,735)</u>		<u>(17,370,083)</u>	
Net current liabilities			<u>(4,007,688)</u>		<u>(3,940,479)</u>
Total assets less current liabilities			<u>(3,719,666)</u>		<u>(3,574,931)</u>
Provisions for liabilities	12		-		-
Net (liabilities)			<u>(3,719,666)</u>		<u>(3,574,931)</u>
Capital and reserves					
Called up share capital	13		8,280		8,280
Profit and loss reserves			(3,727,946)		(3,583,211)
Total shareholders deficit			<u>(3,719,666)</u>		<u>(3,574,931)</u>

The notes on pages 11 to 22 form part of these financial statements.

18-Sep-2024

The financial statements were approved by the board of directors and authorised for issue on and are signed on its behalf by:

Signed by:

805066EED31649A.....
 Mr D Tong
 Director

COMVERGENT LIMITED
STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2023

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 31 December 2021	8,280	112,913	121,193
Year ended 31 December 2022:			
Loss and total comprehensive expense for the year	-	(3,696,124)	(3,696,124)
Balance at 31 December 2022	8,280	(3,583,211)	(3,574,931)
Year ended 31 December 2023:			
Loss and total comprehensive expense for the year	-	(144,735)	(144,735)
Balance at 31 December 2023	8,280	(3,727,946)	(3,719,666)

The notes on pages 11 to 22 form part of these financial statements.

COMVERGENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies

Company Information

Comvergent Limited (Company no 05494561) is a private company limited by shares incorporated in England and Wales. The registered office and principal place of business is Viscount House, River Lane, Saltney, Chester, United Kingdom, CH4 8RH.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The Company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income; and,
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the Company are consolidated in the financial statements of Solutions 30 SE. These consolidated financial statements are available from its registered office, 3 Rue De La Reine, Luxembourg, L-2418.

Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The directors have received a letter of support from the Company's ultimate parent company, Solutions 30 SE, confirming that it will continue to support the Company for a period of at least 12 months from the date of approval of the 31 December 2023 Comvergent Limited financial statements. On this basis the directors believe that it is appropriate to prepare the financials statements on a going concern basis.

COMVERGENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided to customers during the period, exclusive of Value Added Tax.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

Government grants

Grants received from the government in relation to the Coronavirus Job Retention Scheme are recognised as other operating income in the Income Statement in the period in which the benefit was received.

Intangible fixed assets

Intangible fixed assets are initially measured at cost and subsequently measured at cost, net of amortisation and any impairment losses.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following basis:

Software	3 years
----------	---------

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following basis:

Land and buildings	- 20% straight line
Plant and machinery	- 20% - 30% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of fixed assets

At each reporting period end date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

COMVERGENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents include cash in hand.

Accrued and deferred income

Revenue is recognised in the accounting period in which the services are rendered when the outcome and stage of completion can be estimated reliably. The Company uses the percentage of completion method based on the actual service performed as a percentage of the total services to be provided.

Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade, group and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

A provision for impairment of trade debtors is established when there is objective evidence that the amounts due will not be collected according to the original terms of the contract. Impairment losses are recognised in profit or loss for the excess of the carrying value of the trade debtor over the present value of the future cash flows discounted using the original effective interest rate. Subsequent reversals of an impairment loss that objectively relate to an event occurring after the impairment loss was recognised, are recognised immediately in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

COMVERGENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade, group and other creditors, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the Company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

COMVERGENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

Judgements and key sources of uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The company makes estimates and assumptions confirming the future. The resulting accounting estimates will, by definition, seldom equal the actual results. The estimates and assumptions that will have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are addressed below.

Accounting for accrued income

As noted above, the Company uses the percentage of completion method based on the actual service performed as a percentage of the total services to be provided to recognise revenue. Whilst this estimate is based on all information available at the relevant balance sheet date, measurement of percentage completion is inherently uncertain.

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with an assessment of the effect of future planning strategies.

2. Turnover

Turnover is attributable to the one principal activity of the Company and all turnover is derived in the United Kingdom.

COMVERGENT LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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3. Operating loss

	2023	2022
	£	£
Operating loss for the year is stated after charging / (crediting):		
Exchange losses/(gains)	11,200	539
Depreciation of owned tangible fixed assets	166,828	128,565
Amortisation of owned intangible fixed assets	86,132	50,557
Gain on disposal of tangible fixed assets	-	-
Fees payable to the Company's auditor for the audit of the Company's annual accounts	30,000	16,300
Defined contribution pension cost	108,748	94,552
Operating lease charges	155,131	170,381
	<u> </u>	<u> </u>

4. Employees

The average monthly number of persons (including directors) employed by the Company during the year was:

	2023	2022
	Number	Number
Production	104	103
Administrative	10	14
Senior management	4	3
	<u> </u>	<u> </u>
	118	120
	<u> </u>	<u> </u>

Their aggregate remuneration comprised:

	2023	2022
	£	£
Wages and salaries	4,524,240	4,717,474
Social security costs	557,982	634,488
Pension costs	108,748	94,552
	<u> </u>	<u> </u>
	5,190,970	5,446,514
	<u> </u>	<u> </u>

COMVERGENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2023****5. Directors remuneration**

	2023	2022
	£	£
Remuneration for qualifying services	130,000	126,667
Company pension contributions to defined contribution schemes	1,321	1,321
	<u>131,321</u>	<u>127,988</u>

2 (2022: 2) directors were remunerated by a fellow group company during the year. The number of directors who were members of defined contribution schemes was 1 (2022: 1) at year end.

6. Interest payable and similar expenses

	2023	2022
	£	£
Interest on invoice finance arrangements	235,826	103,604
Other interest on financial liabilities	23,206	69,321
	<u>259,032</u>	<u>172,925</u>

COMVERGENT LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

7. Taxation

	2023	2022
	£	£
Current tax		
UK corporation tax on profits for the current period	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred Tax		
Origination and reversal of timing differences	(264,848)	11,080
Adjustments in respect of prior periods	10,205	(75,627)
Amounts relating to change in tax rate	-	(63,648)
Total tax credit	<u>(254,643)</u>	<u>(128,195)</u>

The total tax credit for the year included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2023	2022
	£	£
Loss before taxation	<u>(399,378)</u>	<u>(3,824,319)</u>
Expected tax credit based on the standard rate of corporation tax in the UK of 23.52% (2022: 19%)	(93,936)	(726,621)
Tax effect of expenses that are not deductible in determining taxable profit	12,242	11,303
Adjustments in respect of prior years	10,205	(75,627)
Amounts relating to change in tax rate	-	(63,648)
Super deduction allowance	(5,139)	(6,224)
Deferred tax (recognised) / not recognised	(178,015)	732,622
Taxation credit	<u>(254,643)</u>	<u>(128,195)</u>

Factors that may affect the future tax charge

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19% as previously enacted). This new law was substantively enacted on 24 May 2021. Income taxes in the income statement are measured at 23.5% (blended average) and deferred taxes on the balance sheet data are measured at 25%

COMVERGENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2023****8. Intangible fixed assets**

	Software
	£
Cost	
At 1 January 2023	113,818
Additions	63,609
Disposals	-
	<hr/>
At 31 December 2023	177,427
	<hr/>
Depreciation	
At 1 January 2023	27,346
Amortisation charged in the year	86,132
Eliminated in respect of disposals	-
	<hr/>
At 31 December 2023	113,478
	<hr/>
Carrying amount	
At 31 December 2023	63,949
	<hr/> <hr/>
At 31 December 2022	86,472
	<hr/> <hr/>

COMVERGENT LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

9. Tangible fixed assets

	Land and buildings	Plant and machinery etc	Total
	£	£	£
Cost			
At 1 January 2023	10,743	455,439	466,182
Additions	-	111,825	111,825
Disposals	-	-	-
At 31 December 2023	<u>10,743</u>	<u>567,264</u>	<u>578,007</u>
Depreciation			
At 1 January 2023	4,464	182,642	187,106
Depreciation charged in the year	2,144	164,684	166,828
Eliminated in respect of disposals	-	-	-
At 31 December 2023	<u>6,608</u>	<u>347,326</u>	<u>353,934</u>
Carrying amount			
At 31 December 2023	<u>4,135</u>	<u>219,938</u>	<u>224,073</u>
At 31 December 2022	<u>6,279</u>	<u>272,797</u>	<u>279,076</u>

10. Debtors

	2023	2022
	£	£
Amounts falling due within one year:		
Trade debtors	5,455,712	7,955,205
Amounts owed by group undertakings	14,971	11,990
Corporation tax recoverable	13,010	13,010
Prepayments and accrued income	4,271,540	4,947,551
Other debtors	500	-
	<u>9,755,733</u>	<u>12,927,756</u>
Deferred tax asset (see note 12)	521,224	266,581
	<u>10,276,957</u>	<u>13,194,337</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

COMVERGENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2023****11. Creditors: Amounts falling due within one year**

	2023	2022
	£	£
Trade creditors	730,183	1,222,275
Amounts owed to group undertakings	6,154,108	6,501,335
Other taxation and social security	1,470,089	338,591
Payments received on account	1,161,845	1,802,923
Accruals and deferred income	1,222,973	1,255,584
Other creditors	4,662,537	6,249,375
	<u>15,401,735</u>	<u>17,370,083</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Included within Other creditors as at 31 December 2023 is £4,326,087 relating to invoice discount financing by BNP Paribas Fortis Factor NV/SA (2022: £6,184,222).

On 3 May 2006 a fixed and floating charge was created over the undertaking and all property and assets present and future including goodwill, book debts, capital buildings, fixtures, fixed plant and machinery.

12. Deferred taxation

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial purposes:

	Liabilities	Liabilities	Assets	Assets
	2023	2022	2023	2022
Balances:	£	£	£	£
Accelerated capital allowances	63,598	63,598	-	-
Tax losses	-	-	(580,271)	(325,628)
Short term timing differences	-	-	(4,551)	(4,551)
	<u>63,598</u>	<u>63,598</u>	<u>(584,822)</u>	<u>(330,179)</u>

Movements in the year:

	£
Asset at 1 January 2023	(266,581)
Credit to profit and loss	(254,643)
	<u>(521,224)</u>
Asset at 31 December 2023	<u>(521,224)</u>

There are net unprovided deferred tax assets relating to trading losses of £686,169 (2022 : £963,976).

COMVERGENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2023****13. Called up share capital**

	2023	2022
	£	£
Ordinary share capital issued and fully paid		
8,280 ordinary shares of £1 each	8,280	8,280
	<u>8,280</u>	<u>8,280</u>

14. Operating lease commitments

	2023	2022
	£	£
Within one year	184,468	150,268
Between one and five years	161,528	262,805
In over five years	-	-
	<u>345,996</u>	<u>413,073</u>

15. Pensions

A defined contribution pension scheme is operated by the Company on behalf of the employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge represents contributions payable by the Company to the fund and amounted to £108,748 (2022: £94,552). Contributions amounting to £19,825 (2022: £6,045) were payable to the fund at year end.

16. Parent company

The Company's immediate parent undertaking is Comvergent Holdings limited, a company registered in England and Wales. There is no ultimate controlling party.

The Company's ultimate parent company is Solutions 30 SE a company registered in Luxembourg. Copies of the consolidated financial statements of Solutions 30 SE are available from the company's registered office at 3 Rue De La Reine, Luxembourg, L-2418. This is the smallest and largest group for which consolidated financial statements are prepared which include this Company.