

Company registration number: 06878779

UNAUDITED ANNUAL REPORT
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 SEPTEMBER 2024

ADAPTAVIST GROUP LTD



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ADAPTAVIST GROUP LTD

COMPANY INFORMATION

Directors	S Houghton-Williams J Haynes
Registered number	06878779
Registered office	Adaptavist 25 Wilton Road Victoria London SW1V 1LW
Accountants	Menzies LLP Chartered Accountants Midas House 62 Goldsworth Road Woking Surrey GU21 6LQ

ADAPTAVIST GROUP LTD

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ADAPTAVIST GROUP LTD

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2024

Introduction

The directors present their strategic report of the Group for the year ended 30 September 2024.

Adaptavist Group is an intermediate parent company in the group which holds the investments and IP, therefore does not trade itself. The figures included in the report are the group consolidated positions at year end.

Business review

The Adaptavist Group (TAG) comprises a diverse collection of companies focused on different aspects of making work better. It delivers products and services around several growing technology platforms supporting, accelerating, and enhancing customers' digital transformations.

TAG serves over 23,000 customers in more than 160 countries. Its key technology partner is Atlassian, and it has been a prominent player in their ecosystem since 2005. Atlassian now has a market capitalisation of \$59bn (at 13/03/2025) and revenues of \$4.4bn in 2024, a 23% year-on-year increase.

In recent years, TAG has also built foundations with adjacent, complementary technology vendors so we can address a broader range of customer challenges. We have chosen platforms that offer not only solutions to customer problems but also an ecosystem that supports products, services, and partners in a similar way to Atlassian. Our current ecosystem partners include Amazon Web Services (AWS), monday.com and GitLab. The Atlassian ecosystem continues to grow.

The Adaptavist Group's principal activities

By the end of FY2024, TAG employed more than 1,000 people in 15 countries, going to market as seven brands. After making three sizable acquisitions in FY2023, none were made in FY2024. Having given the acquired companies time to adjust and integrate into TAG, the focus in the last twelve months has been to create the correct environment for the next phase of the TAG development and growth.

TAG continues to be a major player in the Atlassian ecosystem and was again recognised as Atlassian Partner of the Year: Cloud Solutions in April 2024. Cloud is arguably Atlassian's main strategic focus, driving increased recurring revenues and enhancing its ability to support users of their software platform.

Over recent years, TAG has invested in adjacent ecosystems that complement and leverage our experience in Atlassian-based products and services. We have sought vendors who, as well as offering a compelling feature set, understand the value of creating an ecosystem. Our offering comprises three business lines, namely:

- The development of SaaS products and add-ons that extend, automate or integrate other systems with vendors' core functionality. Our product business delivers recurring revenues and a gross margin in the region of 78%.
- Technical and business consultancy and services that enhance agility, optimise value delivery and help clients transform how they work. With delivery capabilities across Europe, North America, Southeast Asia and South Africa, services deliver a gross margin in the region of 69%.
- We also help clients to acquire and manage software licences for the ecosystems we work with. The licence resale business ensures customers' investment is optimised. It delivers a gross margin in the region of 7%.

These three business lines are often complementary and inter-related. They provide opportunities to acquire new customers and address their challenges and objectives from several perspectives, with additional products or services as appropriate. Our growing customer base of global enterprises typically requires the support of all three business lines as a unified solution.

ADAPTAVIST GROUP LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2024

Readying the Group for the next phase

The business's primary strategic focus for TAG in FY2024 has been to ensure it is ready for the next phase of profitable growth. This has involved investment in the business' systems, processes and infrastructure to support further growth efficiently and effectively.

After making three acquisitions during FY2023, the business has reviewed the core systems used across TAG and undertaken some strategic initiatives to standardise, improve and make them ready for the next phase of growth. For example, finance is being standardised onto NetSuite, resource management has adopted OpenAir, and sales and marketing now use

HubSpot, across the entire Group, to manage and track pipeline generation and sales management.

As a result, we have also been able to optimise key processes, including billing and collection, resource management, and sales pipeline reporting and forecasting. This will deliver efficiencies in FY2025, as well enabling the business to support additional revenue and headcount growth.

Additionally, the business has reviewed its service catalogue, identifying instances where multiple service teams offer the same service under a different name or with alternative scopes. This work has removed duplication and streamlined our service offering. The services teams across TAG have also been consolidated under one brand (Adaptavist), delivering greater clarity for prospects and improving resourcing and sales engagement.

TAG also strengthened its leadership team with the appointments of Philip White as Chief Financial Officer.

Partnerships, Awards and External Recognition

Atlassian remains by far the most significant partner for TAG, representing 99% of revenue in FY2024.

Revenues derived from monday.com increased by 537% to £923,318. We also strengthened our partnership with AWS, becoming an AWS Advanced Tier Consulting Services Partner and achieving AWS Solution Provider status.

TAG announced an alliance with Deloitte on Atlassian-related digital transformations for clients across Australia and the Asia Pacific region. The partnership offers world-class capabilities for Enterprise clients in the region to benefit from modern workplace transformation.

In addition to being named Atlassian's Partner of the Year: Cloud Solutions, we were keynote speakers alongside our client Arvato at Atlassian's inaugural Team'24 Europe event. The Group was also recognised with:

- A second King's Award for Enterprise: International Trade (following a Queen's Award in 2019). The award is given to UK companies that have outstanding export and international performance.
- 26th position in Jobtogether's Top 100 Most Flexible Employers Worldwide 2024 for companies with over 500 employees. The award was based on an independent assessment of companies that "set the standard for trust, autonomy, and true flexibility."
- The Group's pioneering Digital Etiquette Report was awarded Best Marketing Strategy at the UK Business Awards 2024, recognising the global impact of our annual exploration of the implications and opportunities of digital technology in the workplace.

ADAPTAVIST GROUP LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2024

Innovation and R&D

TAG Group continues to invest in enhancing existing products and developing new ones to meet market demands and opportunities. AI, machine learning, automation and developer experience represent significant opportunities to expand existing customer relationships and create new ones.

The Group seeks to meet customers' needs with innovative, agile products while anticipating future needs where people, process and technology intersect. Among the launches in FY2024 were:

- Venue.sh is a DevOps platform designed to help software developers streamline their development and delivery processes to deploy cloud-native applications quickly. It enables customers to curate a catalogue of tools, services, and dashboards to improve their development teams' efficiency.
- Upscale builds apps that solve every day work problems for users of platforms, including Atlassian's Jira and monday.com. From guiding users through complex tasks, enhancing user experience and solving problems, Upscale's mission is to ensure that software doesn't get in the way of work. Upscale's Recurring Tasks for monday.com was named one of the '2024 Most Installed Apps' on the monday.com marketplace.

Highlights of the Adaptavist Group's trading in FY2024

As shown in Adaptavist Holdings Limited, Total revenues for the Group grew by 24.7% from £240.6m in FY2023 to £302.7m in FY2024. The principal drivers of revenue growth in FY2024 were a 10% increase in sales of our own products (Apps and Add-ons) and a 42% increase in sales of third-party licenses and enterprise license agreements.

While headline revenues continue to grow strongly, the business invested significantly in the future growth of the Group. The consequence of investing is ensuring that we have appropriate and effective processes, systems and people in place for our next growth phase. The result has been a loss of £22.5m for FY2024.

The Group has delivered an underlying compound annual growth rate of 40% between FY2021 and FY2024. The Directors expect to move the Group to continued but profitable growth in FY2025, growing and increasing the cross-selling of product and service revenues.

Revenue for Adaptavist Group Ltd increased year-on-year primarily due to an inter-company charge for licensing the IP of Scriptrunner to companies within the Group. This resulted in an increase in revenues from £2.4m in FY2023 to £21.8m in FY2024, as well as delivering a profit of £3.0m (loss of £4.6m in FY2023).

Corporate Governance

With respect to Corporate Governance, the Board has not yet chosen to adopt a specific corporate governance code. However, the Board has considered the Wates Corporate Governance Principles for Large Private Companies for guidance. TAG is currently below the threshold (2,000 employees or £2bn in assets) requiring us to adopt a formal governance structure. However, we are actively preparing the business as our ambitions and trajectory will likely surpass that threshold.

ADAPTAVIST GROUP LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2024

Directors' statement of compliance with duty to promote the success of the Company

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision making. The Board of Directors consider that the decisions they have made during the financial year and the way they have acted have promoted the success of the Company for the benefit of its members as a whole, having regard for the stakeholders and matters set out in s172 (1) (a-f) of the Act.

The Group has a well-balanced management structure to ensure our collective messages reach all team members. The team's collaborative approach ensures continuous success across all sectors of the business and a hardworking and enjoyable ethos.

We stay connected through reaching out through formal and informal communication platforms. We continuously invite feedback and encourage proactive development paths for individuals and in turn the business. Our customers, reputation, suppliers and employees have been considered in the overview of the business above.

The directors have complied with the requirements of s.172 of the Companies Act 2006

Principal risks and uncertainties

The principal risk of the business is dependency on the Atlassian market in its current form, including its continued growth. However, Atlassian continues to see significant, stable growth and remains a going concern. It is unlikely the Atlassian market will decline.

Currency Risk

The Company is exposed to translation and transaction foreign exchange risk. Foreign exchange differences in assets and liabilities at the balance sheet date are taken to the profit and loss account of the Company.

Credit Risk

The Company's principal credit risk arises from trade debtors. In order to manage credit risk, credit limits are set for customers, determined from payment history and third-party credit references.

Liquidity Risk

The Company ensures sufficient liquidity to meet foreseeable needs and seeks to invest cash into profitable areas. The Company achieves this through management's day-to-day involvement in business decisions.

Key performance indicators

The group measures its financial performance against the level of turnover, net profit achieved, and the cash balance.

	2024	2023
	£	£
Turnover	21,838,393	2,410,817
Turnover Growth	806%	-42%
Net Profit/(loss)	2,950,695	(4,619,349)
Cash	133,490	303,674

Revenue increased year-on-year primarily due to an intercompany charge for licencing the IP of Scriptrunner to companies within the Group

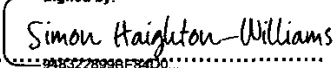
The directors are satisfied with the results of the KPIs, reflecting the investments made during FY2024 in systems, processes and teams that will deliver payback in future years as we scale-up The Adaptavist Group.

The key performance indicators for the group can be seen on Adaptavist Holdings Limited which is the consolidated entity heading up the group.

ADAPTAVIST GROUP LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2024

This report was approved by the board and signed on its behalf.

Signed by:

.....
S Haighton-Williams
Director
Date: 25-Jun-2025

ADAPTAVIST GROUP LTD

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2024

The directors present their report and the financial statements for the year ended 30 September 2024.

Directors

The directors who served during the year were:

S Houghton-Williams
J Haynes

Results and dividends

The profit for the year, after taxation, amounted to £2,950,695 (2023 - loss £4,619,349).

The directors do not recommend payment of a dividend (2023 - £Nil).

Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to 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.

Engagement with employees

The group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the group. This is achieved through regular contact by management with employees both over formal and informal electronic communications.

ADAPTAVIST GROUP LTD

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2024

Engagement with suppliers, customers and others

We understand the importance of strong relationships with our suppliers, customers, and other stakeholders. In FY2024, we focused on fostering these connections through strategic initiatives.

We prioritised building long-term, collaborative relationships with our suppliers. Regular communication and quarterly reviews were introduced to ensure transparency and mutual growth.

We enhanced our customer service by offering personalised support and conducting satisfaction surveys. Customer-focused events, such as webinars and user conferences, were organised to foster community and direct interaction.

We actively engaged with industry partners and community organisations. Participation in industry forums and community initiatives highlighted our commitment to staying informed and driving positive social impact.

Disabled employees

The group does not discriminate against disabled workers for those vacancies that they are able to fill. All necessary assistance and initial training courses are given. Arrangements are made where possible to retain employees who become disabled, where their aptitudes and abilities are identified to enable them to continue performing the necessary role.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Company has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

Matters covered in the Strategic Report

The company has chosen in accordance with Section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out within the company's Strategic Report the Company's Report Information Required by Schedule 7 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulation 2008. This includes information that would have been included in the business review and details of the principal risks and uncertainties.

Post balance sheet events

The financial statements were authorised by Adaptavist director for issue on 23rd June 2025. On 13th June 2025 the Group completed a refinancing working capital facility, invoice discounting, from RBS Group to FGI. This is a 3-year facility and increases the potential working capital from £8m to £24m, subject to month-on-month invoicing. The FGI facility was used by management when scenario planning, in relation to going concern, through September 2026.

This report was approved by the board and signed on its behalf.

Signed by:


.....9483228999FEB4D0.....
S Houghton-Williams
Director

Date: 25-Jun-2025

ADAPTAVIST GROUP LTD

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**CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS
ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL
STATEMENTS OF ADAPTAVIST GROUP LTD
FOR THE YEAR ENDED 30 SEPTEMBER 2024**

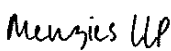
In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Adaptavist Group Ltd for the year ended 30 September 2024 which comprise the Statement of Income and Retained Earnings, the Statement of Financial Position and the related notes from the Company's accounting records and from information and explanations you have given to us.

As a member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at:
www.icaew.com/en/members/regulations-standards-and-guidance/.

This report is made solely to the Board of Directors of Adaptavist Group Ltd, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of Adaptavist Group Ltd and state those matters that we have agreed to state to the Board of Directors of Adaptavist Group Ltd, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Adaptavist Group Ltd and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Adaptavist Group Ltd has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the Company's assets, liabilities, financial position and profit. You consider that Adaptavist Group Ltd is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or review of the financial statements of Adaptavist Group Ltd. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Signed by:

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Menzies LLP

Chartered Accountants

Midas House
62 Goldsworth Road
Woking
Surrey
GU21 6LQ

Date: 26-Jun-2025

ADAPTAVIST GROUP LTD

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 30 SEPTEMBER 2024

	Note	2024 £	2023 £
Turnover	4	21,838,393	2,410,817
Cost of sales		(15,509,285)	-
Gross profit		6,329,108	2,410,817
Administrative expenses		(4,700,726)	(3,602,234)
Foreign exchange differences	5	402,417	-
Operating profit/(loss)	5	2,030,799	(1,191,417)
Interest receivable and similar income	8	-	27
Profit/(loss) before tax		2,030,799	(1,191,390)
Tax on profit/(loss)	9	919,896	(3,427,959)
Profit/(loss) after tax		2,950,695	(4,619,349)
Retained earnings at the beginning of the year		(4,666,543)	(47,194)
Profit/(loss) for the year		2,950,695	(4,619,349)
Retained earnings at the end of the year		(1,715,848)	(4,666,543)

The notes on pages 12 to 23 form part of these financial statements.

ADAPTAVIST GROUP LTD

REGISTERED NUMBER:06878779

STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2024

	Note	2024 £	2023 £
Fixed assets			
Intangible assets	10	11,750,620	15,576,779
Tangible assets	11	284,445	271,500
Investments	12	22,778,333	22,638,937
		34,813,398	38,487,216
Current assets			
Debtors: amounts falling due within one year	13	17,311,594	3,974,263
Bank and cash balances		133,490	303,674
		17,445,084	4,277,937
Creditors: amounts falling due within one year	14	(51,013,228)	(43,550,698)
Net current liabilities		(33,568,144)	(39,272,761)
Total assets less current liabilities		1,245,254	(785,545)
Provisions for liabilities			
Deferred tax	15	(2,953,379)	(3,873,275)
		(2,953,379)	(3,873,275)
Net liabilities		(1,708,125)	(4,658,820)
Capital and reserves			
Called up share capital	16	59	59
Share premium account	17	7,664	7,664
Profit and loss account	17	(1,715,848)	(4,666,543)
		(1,708,125)	(4,658,820)

ADAPTAVIST GROUP LTD
REGISTERED NUMBER:06878779


STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 30 SEPTEMBER 2024

The directors considers that the Company is entitled to exemption from the requirement to have an audit under the provisions of section 479A of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

Signed by:


.....
S Houghton-Williams
Director

Date: 25-Jun-2025

The notes on pages 12 to 23 form part of these financial statements.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

1. General information

Adaptavist Group Ltd is a private Company limited by shares, incorporated in the United Kingdom under Companies Act 2006 and is registered in England and Wales. The address of the registered office is given on the company information page. The Company's principal place of business is 28 Scrutton Street, London, EC2A 4RP.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Adaptavist Holdings Limited as at 30 September 2024 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 4UZ.

2.3 Going concern

The Company has net liabilities of £1,708,125 (2023: £4,658,820) and has received confirmation of support from Adaptavist Holdings Limited and the wider group, in respect of intercompany loans owed not being recalled for a period of 12 months from the date of signing these financial statements.

The financial performance and balance sheet position at 30th September 2024 along with a range of scenario plans to 30th September 2026 has been considered, applying different sensitivities to revenue. Across these scenarios, including at the lower end of the range, there remains sufficient headroom in the minimum cash balance over the period to 30th September 2026 and therefore the Directors have satisfied themselves that the Group has adequate funds in place to continue in operational existence for the foreseeable future.

As a result of the actions described above, in the Strategic report and the support enjoyed from the wider Adaptavist Group, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual financial statements.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

2. Accounting policies (continued)

2.4 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Income and Retained Earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.6 Revenue

Revenue is recognised when it is probable that the economic benefit will flow to the company and the benefit can be measured reliably.

Revenue is generated from intercompany sales, based on services provided. Revenue is recognised once the services have been provided.

2.7 Interest income

Interest income is recognised in the Statement of Income and Retained Earnings using the effective interest method.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

2. Accounting policies (continued)

2.8 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.9 Exceptional items

The Company presents as exceptional items those material items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation on the face of the profit and loss account in order to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to better assess trends in financial performance.

2.10 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Intellectual property	-	4 years straight line
Development expenditure	-	5 years straight line

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

2. Accounting policies (continued)

2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment	- 5 years straight line
Computer equipment	- 2 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.12 Impairment of fixed assets and goodwill

Individual freehold and leasehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the reporting date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in other comprehensive income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have concluded that there are no significant judgements or key sources of estimation uncertainty that have a significant effect on the amount recognised in the financial statements.

4. Turnover

An analysis of turnover by class of business is as follows:

	2024 £	2023 £
Intercompany - UK	20,000,000	2,316,851
Intercompany - Rest of world	1,838,393	93,966
	<u>21,838,393</u>	<u>2,410,817</u>

5. Operating profit/(loss)

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

	2024 £	2023 £
Amortisation	3,826,159	1,724,816
Exchange differences	(402,417)	28,042
Depreciation	302,559	241,158
Other operating lease rentals	964	672,305
(Profit)/loss on sale of tangible fixed assets	(5,447)	(4,968)
	<u>3,021,818</u>	<u>2,661,364</u>

6. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2024 No.	2023 No.
Employees	2	2
	<u>2</u>	<u>2</u>

7. Directors' remuneration

The Directors are remunerated for their services in another company within the Adaptavist Holdings Limited Group.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

8. Interest receivable

	2024 £	2023 £
Other interest receivable	-	27
	<u>-</u>	<u>27</u>

9. Taxation

	2024 £	2023 £
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	<u>(919,896)</u>	<u>3,427,959</u>
Total deferred tax	<u>(919,896)</u>	<u>3,427,959</u>
Taxation on (loss)/profit on ordinary activities	<u>(919,896)</u>	<u>3,427,959</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2023 - higher than) the standard rate of corporation tax in the UK of 25% (2023 - 22.01%). The differences are explained below:

	2024 £	2023 £
Profit/(loss) on ordinary activities before tax	<u>2,030,799</u>	<u>(1,191,390)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 22.01%)	<u>507,700</u>	<u>(262,224)</u>
Effects of:		
Fixed asset differences	-	3,364,101
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	7,571	53,519
Adjustments to tax charge in respect of prior periods	-	(107,654)
Remeasurement of deferred tax for changes in tax rates	-	423,158
Group relief	(1,435,167)	(45,840)
Transfer pricing adjustments	-	2,899
Total tax charge for the year	<u>(919,896)</u>	<u>3,427,959</u>

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

10. Intangible assets

	Intellectual Property £	Development expenditure £	Total £
Cost			
At 1 October 2023	19,194,697	210,584	19,405,281
At 30 September 2024	<u>19,194,697</u>	<u>210,584</u>	<u>19,405,281</u>
Amortisation			
At 1 October 2023	3,617,918	210,584	3,828,502
Charge for the year on owned assets	3,826,159	-	3,826,159
At 30 September 2024	<u>7,444,077</u>	<u>210,584</u>	<u>7,654,661</u>
Net book value			
At 30 September 2024	<u>11,750,620</u>	<u>-</u>	<u>11,750,620</u>
At 30 September 2023	<u>15,576,779</u>	<u>-</u>	<u>15,576,779</u>

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

12. Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Class of shares	Holding
Adaptavist SA (Pty) Ltd	No 1 Bridgeway Road, Bridgeways Precinct, Century City, Cape Town 7441, South Africa	Ordinary	100%
Adaptavist Travel Limited	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%

The following are indirect subsidiaries of Adaptavist Group Limited:

Adaptavist Spain S.L (formerly Grupo Salenda S.L) (Calle del Alcalde, Ángel Arroyo 10, planta 2, oficina 1, Getafe, Madrid, Spain).

Go 2 Group LLC (12110 Sunset Hills Road, Suite #600, Reston, VA 20190).

Aligned Agility LLC (12110 Sunset Hills Road, Suite #600, Reston, VA 20190).

VeniTure d.o.o. (Slavonskaavenija 1c, 10000, Zagreb, Croatia).

VeniTure d.o.o.(Ul. Fra Didaka Buntica 144 a, Mostar, Bosnia and Herzegovina).

VeniTure FZE (Dubai World Trade Centre).

VeniTure Bilisim Teknolojileri Limited (Esentepe Mah. Büyükdere Cad.).

VeniTure Services GmbH (Neuerburgstraße 2, 51103 Köln, Germany).

VeniTure (Switzerland) GmbH (Wadsack Zug AG Bahnhofstrasse 7 6300 Zug).

Adaptavist Limited Greek Branch (formerly Nimaworks Limited) (Agiou Konstantinou str nr 47 Marousi 15124, Greece).

13. Debtors

	2024 £	2023 £
Trade debtors	380	-
Amounts owed by group undertakings	16,922,289	3,622,151
Other debtors	10,565	79,937
Prepayments and accrued income	378,360	272,175
	17,311,594	3,974,263

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

12. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Adaptavist Ventures Ltd	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%
Adaptavist Canada Limited	18 King Street East, Suite 1400, Toronto, Ontario, M5C 1C4	Ordinary	100%
Adaptavist Inc (United States of America)	12110 Sunset Hills, Road Suite #600 Reston, VA 20190	Ordinary	100%
Adaptavist UK Services Ltd	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%
Adaptavist Sdn. Bhd	Business Suite 19A-24-3, Level 24 Wisma UOA, No.19 Jalan Pinang 50450 Kuala Lumpur, Malaysia	Ordinary	100%
Kolekti Limited	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%
Salable Limited	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%
AVSTC Limited	Adaptavist 25 Wilton Road, Victoria, London, United Kingdom	Ordinary	100%
Adaptavist GmbH	Deichstraße 1, c/o Schomerus & Partner, mbB Steuerberater Rechtsanwälte Wirtschaftsprüfer, 20459, Hamburg	Ordinary	100%
Adaptavist HK Limited (formerly Go2Group Asia Limited)	Suite 1701-02, 17/F, Fwd Financial Centre, 308 Des Voeux Road, Central Hong Kong, Hong Kong.	Ordinary	100%
Adaptavist OÜ	Harju maakond, Tallinn, Kesklinnalinnosa, Narvamnt 5, 10117, Estonia	Ordinary	100%
Gravity Works SA (Pty) Ltd	No 1 Bridgeway Road, Bridgeways Precinct, Century City, Cape Town 7441, South Africa	Ordinary	100%
Adaptavist South Africa (Pty) Ltd (formerly Gravity Works Consulting (Pty) Ltd)	No 1 Bridgeway Road, Bridgeways Precinct, Century City, Cape Town 7441, South Africa	Ordinary	100%
AVST Resource SA (Pty) Ltd	No 1 Bridgeway Road, Bridgeways Precinct, Century City, Cape Town 7441, South Africa	Ordinary	100%
Adaptavist B.V	Spaces Amsterdam, DeWalvis, Grote Bickersstraat 74-78, 1013 KS Amsterdam, Netherlands	Ordinary	100%
Adaptavist UA	Business Center "STAND", Vasylykivska Str. 14, Kyiv, Ukraine, 03040	Ordinary	100%
Adaptavist Pty Ltd	Level 36, Governor Phillip Tower, 1 Farrer	Ordinary	100%
VenITure GmbH	Neuerburgstraße 2, 51103 Köln, Germany	Ordinary	100%
Adaptavist Cyprus Limited (formerly Nimaworks Limited)	Office 101, Souliou 14, Aglantzia, 2102 Nicosia, Cyprus	Ordinary	100%
Adaptavist Italy S.r.L	Via Alessandro Manzoni, 36 Cap 20121, Milano	Ordinary	100%
Adaptavist Pte. Ltd.	5 Mohamed Sultan Road, #03-01, Singapore, 239014	Ordinary	100%

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

12. Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Class of shares	Holding
Adaptavist SA (Pty) Ltd	No 1 Bridgeway Road, Bridgeways Precinct, Century City, Cape Town 7441, South Africa	Ordinary	100%
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The following are indirect subsidiaries of Adaptavist Group Limited:

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 VenITure FZE (Dubai World Trade Centre).
 VenITure Bilisim Teknolojileri Limited (Esentepe Mah. Büyükdere Cad.).
 VenITure Services GmbH (Neuerburgstraße 2, 51103 Köln, Germany).
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ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

14. Creditors: Amounts falling due within one year

	2024 £	2023 £
Trade creditors	29,424	24,813
Amounts owed to group undertakings	50,973,960	41,969,619
Other creditors	-	1,545,766
Accruals and deferred income	9,844	10,500
	<u>51,013,228</u>	<u>43,550,698</u>

15. Deferred taxation

	2024 £
At beginning of year	(3,873,275)
Charged to profit or loss	919,896
At end of year	<u>(2,953,379)</u>

The provision for deferred taxation is made up as follows:

	2024 £	2023 £
Accelerated capital allowances	(2,953,379)	(3,873,275)
	<u>(2,953,379)</u>	<u>(3,873,275)</u>

16. Share capital

	2024 £	2023 £
Allotted, called up and fully paid		
5,000 (2023 - 5,000) A Ordinary Shares shares of £0.01 each	50	50
476 (2023 - 476) B Ordinary Shares shares of £0.01 each	4	4
476 (2023 - 476) C Ordinary Shares shares of £0.01 each	5	5
	<u>59</u>	<u>59</u>

Each ordinary share carries voting rights and there are no restrictions on the distributions of dividends.

ADAPTAVIST GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

17. Reserves

Share premium account

Share premium account records the amount paid for share above of the par value.

Profit and loss account

Profit and loss account includes all current and prior period retained profits and losses.

18. Commitments under operating leases

At 30 September 2024 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2024 £	2023 £
Not later than 1 year	1,950	1,680
	<u>1,950</u>	<u>1,680</u>

19. Related party transactions

The Company has taken advantage of the exemption in FRS 102 from disclosing transactions with other wholly owned members of the Adaptavist Holdings Limited group.

20. Parent company

The Company is a wholly owned subsidiary undertaking of Adaptavist Holdings Limited, a company incorporated in England and Wales, whose registered office is Adaptavist 25 Wilton Road, Victoria, London, SW1V 1LW.

The parent company of the largest and smallest group for which consolidated financial statements are drawn up is Adaptavist Holdings Limited, copies of which may be obtained from Companies House, Crown Way, Cardiff, CF14 8UZ.

The ultimate controlling party throughout the year was S Houghton-Williams, by virtue of this shareholdings in Adaptavist Holdings Limited.