Årsredovisning

för

Compilator AB

556548-9555

Räkenskapsåret

2024-01-01 - 2024-09-30

Fastställelseintyg

Jag intygar att resultaträkningen och balansräkningen har fastställts på årsstämma 2025-04-23.
Årsstämman beslöt att godkänna styrelsens förslag till vinstdisposition.
Jag intygar att innehållet i dessa elektroniska handlingar överensstämmer med originalen och att originalen undertecknats av samtliga personer som enligt lag ska underteckna dessa.

Elektroniskt underskriven av:

Eric Christian Rådh, Verkställande direktör
2025-05-05

Styrelsen och verkställande direktören för Compilator AB avger följande årsredovisning för räkenskapsåret 2024-01-01 - 2024-09-30.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i hela kronor (kr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Compilator säljer mjukvara och IT-konsulttjänster till fordonsindustrin, framför allt till däck- och bilhandeln. Företaget har sitt huvudkontor i Sverige med en filial i Finland och ett dotterbolag i Storbritannien. Huvudprodukten är DäckData 5. Dotterbolaget Compilator Ltd i Storbritannien har produkterna Team 1 och Team 2 som har samma syfte som DäckData men med något annorlunda funktionalitet. Dessutom erbjuder Compilator betalda tjänster som onlineprislistor, bilregisterintegration, SMS-notifieringar, molnfakturering och systemintegrerade webbplatser. Alla kunder har "mjukvara som en tjänst", det vill säga de betalar en återkommande avgift för att använda mjukvaran.

Företaget har sitt säte i Malmö.

Väsentliga händelser under räkenskapsåret

I juni 2023 förvärvades företaget av Kerridge Commercial Systems Limited ("KCS") i Storbritannien. Räkenskapsperioden har nu anpassats till resten av koncernen, vilket resulterar i en 9-månaders period i denna årsredovisning.

Framtida utveckling

Under KCS:s ägande kommer resurserna i den utökade koncernen att användas för att påskynda försäljningstillväxten av Compilators produkter i Norden och andra delar av världen där KCS är närvarande. Compilator-verksamheten ger en "fotfäste" för KCS-koncernen i Norden och är det första steget i lanseringen av försäljningen av koncernens strategiska produkter i denna region.

Direktörerna är entusiastiska och uppmuntrade av Compilators framtidsutsikter och potential.

Betydande risker och osäkerhetsfaktorer

Global politisk osäkerhet

Global politisk spänning och osäkerhet, särskilt i Östeuropa, Mellanöstern och Fjärran Östern, är kanske på sin högsta nivå i de senaste generationernas minne. Dessa skapar pågående global ekonomisk osäkerhet för alla företag. Medan spänningarna förblir höga verkar marknaderna ha absorberat effekterna på inflation, räntor och råvarupriser och nyckelekonomiska mått har stabiliserats i alla jurisdiktioner där koncernen har verksamhet. Men med tanke på de ökade politiska spänningarna kan globala händelser snabbt orsaka negativa förändringar i den ekonomiska miljön på kort sikt, vilket ökar risken för motpartsmisslyckande.

Ekonomisk risk mildras av koncernens betydande andel av återkommande intäkter som vanligtvis faktureras i förväg för tjänsteleverans och tjänas in från en diversifierad kundbas. Direktörerna granskar handelsresultat varje månad och kundretentionsnivåer kvartalsvis och justerar koncernens kostnadsbas i enlighet med intäkterna.

Cybersäkerhetsrisk
När mjukvarulösningar blir alltmer sammankopplade och molnbaserade ökar hotet från illasinnade aktörer. För att minska risken för att koncernens egna system och de som betjänas till koncernens kunder blir komprometterade, vilket exponerar känslig data eller drabbas av åtkomstförnekelse, investerar koncernen kontinuerligt i och övervakar branschledande mjukvarusäkerhetsverktyg, utbildar i säkerhetsbästa praxis och genomför regelbundet sårbarhets- och penetrationstester på sina internetanslutna mjukvaruprodukter.

Finansiella riskhanteringsmål och -policyer
Företaget använder en mängd olika finansiella instrument inklusive kontanter, aktieinvesteringar och olika poster, såsom kundfordringar och leverantörsskulder, som uppstår direkt från dess verksamhet. Huvudsyftet med dessa finansiella instrument är att tillhandahålla rörelsekapital för företagets verksamhet. Med tanke på företagets storlek har direktörerna inte delegerat ansvaret för att övervaka finansiell riskhantering till en underkommitté av styrelsen. De policyer som fastställts av styrelsen implementeras av företagets ekonomiavdelning. Direktörerna anser att de huvudsakliga riskerna som uppstår från företagets finansiella instrument är likviditetsrisk och kreditrisk. Direktörerna fastställer och granskar policyer för att hantera var och en av dessa risker och de sammanfattas nedan.

Likviditetsrisk
Företaget försöker hantera finansiell risk genom att säkerställa att tillräcklig likviditet finns tillgänglig för att möta förutsebara behov och att investera kontantmedel säkert och lönsamt. Finansieringen för betydande nya satsningar säkras innan åtaganden görs. Företagets kassaposition granskas regelbundet och kassaflöden övervakas minst månadsvis.

Kreditrisk
Företagets huvudsakliga finansiella tillgångar är kontanter och kundfordringar. Kreditrisken som är förknippad med kontanter är begränsad eftersom motparterna har höga kreditbetyg tilldelade av internationella kreditvärderingsinstitut. Den huvudsakliga kreditrisken uppstår därför från kundfordringar. För att hantera kreditrisk fastställer direktörerna en policy för att övervaka exponering med kunder baserat på en kombination av betalningshistorik och tredjeparts kreditreferenser. Exponeringsnivåer granskas regelbundet av högre ledning i samband med åldersfördelning av fordringar och inkassohistorik.

Finansiell prestation och framgångsrik integration av förvärv
Direktörerna övervakar noggrant förvärvens prestation i linje med investeringsfallen före förvärvet. Förutom finansiell prestation övervakas även nivåer av kund- och personalretention, kundservice, korsförsäljning och migration till gemensamma system och processer noggrant.

Verksamhet i utlandet
Bolaget har en filial i Finland med namn Compilator AB, Suomen sivuliike med org.nr 23862308.
Bolaget har ett dotterbolag i Storbritannien med namn Compilator Ltd med org.nr 04120590.

Flerårsöversikt (KSEK)	**(9 mån) 2024**	**2023**	**2022**	**2021**	**2020**
Nettoomsättning	35 938	47 625	44 486	40 418	40 747
Resultat efter finansiella poster	1 803	8 728	9 454	8 681	4 974
Res. i % av nettoomsättningen	6	18	21	21	12
Balansomslutning	32 521	25 505	25 865	24 592	19 031
Soliditet (%)	46	54	53	56	36
Avkastning på eget kap. (%)	12	64	69	63	72
Avkastning på totalt kap. (%)	6	34	37	35	28
Kassalikviditet (%)	145	154	154	162	98

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	13 590 088
årets vinst	1 401 841
	14 991 929
disponeras så att	
till aktieägare utdelas	5 814 000
i ny räkning överföres	9 177 929
	14 991 929

Styrelsen föreslås bemyndigas att besluta om tidpunkt då utdelningen skall betalas.

Styrelsen anser att förslaget är förenligt med försiktighetsregeln i 17 kap. 3 § aktiebolagslagen enligt följande redogörelse: Styrelsens uppfattning är att vinstutdelningen är försvarlig med hänsyn till de krav verksamhetens art, omfattning och risk ställer på storleken på det egna kapitalet, bolagets konsolideringsbehov, likviditet och ställning i övrigt.

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

Resultaträkning

	Not	2024-01-01 -2024-09-30 (9 mån)	2023-01-01 -2023-12-31
Rörelsens intäkter			
Nettoomsättning		35 938 293	47 624 867
Övriga rörelseintäkter		141 385	186 204
		36 079 678	**47 811 071**
Rörelsens kostnader			
Handelsvaror		-7 190 113	-10 452 351
Övriga externa kostnader		-3 347 276	-5 526 401
Personalkostnader	2	-18 301 549	-23 091 342
Övriga rörelsekostnader		-5 366 994	-34 701
		-34 205 932	**-39 104 795**
Rörelseresultat	3	**1 873 746**	**8 706 276**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter		154 314	153 948
Räntekostnader och liknande resultatposter		-224 755	-132 081
	4	**-70 441**	**21 867**
Resultat efter finansiella poster		**1 803 305**	**8 728 143**
Resultat före skatt		**1 803 305**	**8 728 143**
Skatt på årets resultat		-401 464	-1 817 585
Årets resultat		**1 401 841**	**6 910 558**

Balansräkning

	Not	2024-09-30	2023-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Materiella anläggningstillgångar			
Inventarier, verktyg och installationer	5	128 073	48 195
		128 073	**48 195**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	6, 7	7 076 180	7 076 180
		7 076 180	**7 076 180**
Summa anläggningstillgångar		**7 204 253**	**7 124 375**
Omsättningstillgångar			
Varulager m m			
Färdiga varor och handelsvaror		140 164	175 048
		140 164	**175 048**
Kortfristiga fordringar			
Kundfordringar		4 494 503	5 111 598
Fordringar hos koncernföretag		0	453 550
Aktuella skattefordringar		495 629	29 039
Övriga fordringar		1 727 860	5 169
Förutbetalda kostnader och upplupna intäkter		1 230 111	759 749
		7 948 103	**6 359 105**
Kassa och bank		17 228 513	11 846 163
Summa omsättningstillgångar		**25 316 780**	**18 380 316**
SUMMA TILLGÅNGAR		**32 521 033**	**25 504 691**

Balansräkning

	Not	2024-09-30	2023-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		100 000	100 000
Reservfond		20 000	20 000
		120 000	**120 000**
Fritt eget kapital			
Balanserad vinst eller förlust		13 590 088	6 679 530
Årets resultat		1 401 841	6 910 558
		14 991 929	**13 590 088**
Summa eget kapital		**15 111 929**	**13 710 088**
Kortfristiga skulder			
Leverantörsskulder		680 574	682 154
Skulder till koncernföretag		5 115 498	0
Övriga skulder		1 421 808	2 007 095
Upplupna kostnader och förutbetalda intäkter		10 191 224	9 105 354
Summa kortfristiga skulder		**17 409 104**	**11 794 603**
SUMMA EGET KAPITAL OCH SKULDER		**32 521 033**	**25 504 691**

Rapport över förändringar i eget kapital

	Aktie-kapital	Bundna reserver	Balanserat resultat	Årets resultat	Summa eget kapital
Ingående eget kapital 2023-01-01	**100 000**	**20 000**	**6 199 219**	**7 480 311**	**13 799 530**
Disposition enligt beslut av årsstämman: Utdelning			-7 000 000		-7 000 000
Balanseras i ny räkning			7 480 311	-7 480 311	0
Årets resultat				6 910 558	6 910 558
Utgående eget kapital 2023-12-31	**100 000**	**20 000**	**6 679 530**	**6 910 558**	**13 710 088**
Balanseras i ny räkning			6 910 558	-6 910 558	0
Årets resultat				1 401 841	1 401 841
Utgående eget kapital 2024-09-30	**100 000**	**20 000**	**13 590 088**	**1 401 841**	**15 111 929**

Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Intäktsredovisning
Intäkter har tagits upp till verkligt värde av vad som erhållits eller kommer att erhållas och redovisas i den omfattning det är sannolikt att de ekonomiska fördelarna kommer att tillgodogöras bolaget och intäkterna kan beräknas på ett tillförlitligt sätt.

Ersättning i form av provision redovisas som intäkt när det är sannolikt att företaget kommer att få de ekonomiska fördelar som är förknippade med transaktionen och när inkomsten kan beräknas på ett tillförlitligt sätt. Provisioner redovisas som nettoomsättning i resultaträkningen.

Anläggningstillgångar
Immateriella och materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar enligt plan och eventuella nedskrivningar.

Avskrivning sker linjärt över den förväntade nyttjandeperioden med hänsyn till väsentligt restvärde.

Maskiner och andra tekniska anläggningar	5-8 år

Finansiella instrument

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Kundfordringar/kortfristiga fordringar
Kundfordringar och kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

Låneskulder och leverantörsskulder
Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader. Skiljer sig det redovisade beloppet från det belopp som ska återbetalas vid förfallotidpunkten periodiseras mellanskillnaden som räntekostnad över lånets löptid med hjälp av instrumentets effektivränta. Härigenom överensstämmer vid förfallotidpunkten det redovisade beloppet och det belopp som ska återbetalas.

Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Varulager
Varulagret har värderats till det lägsta av dess anskaffningsvärde och dess nettoförsäljningsvärde på balansdagen. Med nettoförsäljningsvärde avses varornas beräknade försäljningspris minskat med försäljningskostnader. Den valda värderingsmetoden innebär att inkurans i varulagret har beaktats.

Inkomstskatter
Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Koncernförhållanden
Företaget är moderföretag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning. Det överordnade moderföretaget Skylark UK Topco Limited , organisationsnummer 14975492 med säte i Hungerford, Storbritannien upprättar koncernredovisning.

Nyckeltalsdefinitioner
Res. i % av nettoomsättningen
Rörelseresultat plus finansiella intäkter i procent av nettoomsättningen.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutningen.

Avkastning på eget kap. (%)
Resultat efter finansiella poster i procent av justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt).

Avkastning på totalt kap. (%)
Rörelseresultat plus finansiella intäkter i procent av balansomslutningen.

Kassalikviditet (%)
Omsättningstillgångar exklusive lager och pågående arbeten i procent av kortfristiga skulder.

Uppskattningar och bedömningar
Upprättandet av bokslut och tillämpning av redovisningsprinciper, baseras ofta på ledningens bedömningar, uppskattningar och antaganden som anses vara rimliga vid den tidpunkt då bedömningen görs. Uppskattningar och bedömningar är baserade på historiska erfarenheter och ett antal andra faktorer, som under rådande omständigheter anses vara rimliga. Resultatet av dessa används för att bedöma de redovisade värdena på tillgångar och skulder, som inte annars framgår tydligt från andra källor. Det verkliga utfallet kan avvika från dessa uppskattningar och bedömningar. Uppskattningar och antaganden ses över regelbundet.

Inga väsentliga källor till osäkerhet i uppskattningar och antaganden på balansdagen bedöms kunna innebära en betydande risk för en väsentlig justering av redovisade värden för tillgångar och skulder under nästa räkenskapsår.

Not 2 Medelantalet anställda

	2024-01-01 -2024-09-30	2023
Medelantalet anställda	27	27

Not 3 Inköp och försäljning mellan koncernföretag

Andel av årets totala inköp som skett från andra företag i koncernen uppgår till 5 366 tkr. Ingen försäljning har skett till andra företag i koncernen.

Not 4 Räntor och utdelningar

	2024-01-01 -2024-09-30	2023
Erhållen ränta	154 314	153 948
Erlagd ränta	-224 755	-132 081
	-70 441	**21 867**

Not 5 Inventarier, verktyg och installationer

	2024-09-30	2023-12-31
Ingående anskaffningsvärden	48 195	1 165 936
Inköp	79 878	48 195
Försäljningar/utrangeringar	0	-1 165 936
Utgående ackumulerade anskaffningsvärden	**128 073**	**48 195**
Ingående avskrivningar	0	-1 165 936
Försäljningar/utrangeringar	0	1 165 936
Utgående ackumulerade avskrivningar	**0**	**0**
Utgående redovisat värde	**128 073**	**48 195**

Not 6 Andelar i koncernföretag

	2024-09-30	2023-12-31
Ingående anskaffningsvärden	20 060 398	20 060 398
Utgående ackumulerade anskaffningsvärden	**20 060 398**	**20 060 398**
Ingående nedskrivningar	-12 984 218	-12 984 218
Utgående ackumulerade nedskrivningar	**-12 984 218**	**-12 984 218**
Utgående redovisat värde	**7 076 180**	**7 076 180**

Not 7 Specifikation andelar i koncernföretag

Namn	**Kapital-andel**	**Rösträtts-andel**	**Bokfört värde**
Compilator Limited	100%	100%	6 545 814
InfoRoute Ltd	100%	100%	530 366
			7 076 180

	Org.nr	**Säte**
Compilator Limited	04120590	Hungerford
InfoRoute Ltd	03831988	Hungerford

Not 8 Ställda säkerheter

	2024-09-30	2023-12-31
Företagsinteckning	6 000 000	6 000 000
	6 000 000	**6 000 000**

Not 9 Väsentliga händelser efter räkenskapsårets slut

En extra utdelning har beslutats om 5 814 tkr efter räkenskapsårets slut.

Malmö 2025-04-16

Michael Jefferies
Michael Jefferies
Ordförande

Coen Luuk William Dijkstra
Coen Luuk William Dijkstra
Styrelseledamot

Ian Barrie Bendelow
Ian Barrie Bendelow
Styrelseledamot

Eric Christian Rådh
Eric Christian Rådh
Verkställande direktör

Vår revisionsberättelse har lämnats 2025-04-16

RSM Stockholm AB

Anneli Richardson
Anneli Richardson
Auktoriserad revisor

REVISIONSBERÄTTELSE

Till bolagsstämman i Compilator AB, org.nr 556548-9555

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Compilator AB för räkenskapsåret 1 januari 2024 till 30 september 2024.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Compilator ABs finansiella ställning per den 30 september 2024 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Compilator AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

En ytterligare beskrivning av vårt ansvar för revisionen av årsredovisningen finns på Revisorsinspektionens webbplats: www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Compilator AB för räkenskapsåret 1 januari 2024 till 30 september 2024 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Compilator AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller

- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

En ytterligare beskrivning av vårt ansvar för revisionen av förvaltningen finns på Revisorsinspektionens webbplats: www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

Anmärkning

Årsredovisningen har inte upprättats i sådan tid att det varit möjligt att, enligt 7kap 10§ aktiebolagslagen, hålla årsstämma inom sex månader efter räkenskapsårets utgång.

Stockholm den 16 april 2025

RSM Stockholm AB

Company Registration No. 14975492 (England and Wales)

SKYLARK UK TOPCO LIMITED

REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
30 SEPTEMBER 2024

SKYLARK UK TOPCO LIMITED

COMPANY INFORMATION

Directors	I Bendelow S Fitzpatrick M Jefferies F Raikes
Company number	14975492
Registered office	Unit 2a Herongate Charnham Park Hungerford Berkshire England RG17 0YU
Auditor	RSM UK Audit LLP Chartered Accountants Davidson House Forbury Square Reading Berkshire RG1 3EU

SKYLARK UK TOPCO LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

The directors present the strategic report for the period ended 30 September 2024.

Introduction
These are the first consolidated financial statements prepared by Skylark UK Topco Limited (the "Company") and cover the period from incorporation to 30 September 2024. The Company and its subsidiaries were formed for the purpose of acquiring the Kerridge Commercial Systems Group Limited group of companies on 7 September 2023 to form an enlarged group (the "Group").

The objectives of this report are to provide shareholders and other users of these financial statements with:

- the appropriate level of background context for these financial statements;
- an analysis of the Group's past performance and future outlook; and
- an insight into the Group's main objectives and strategies, and the principal risks it faces and how they might affect prospects.

The Group's Objectives and Strategy
The Group provides vertical specific Enterprise Resource Planning (ERP) and business management software and services to over 30,000 clients globally in the wholesale, distribution, servicing and rental sectors.

The Group's mission is to provide a suite of specialised business management software solutions that enable customers to source effectively, stock efficiently, sell profitably and service competitively. Flexibility, experience, deep industry knowledge and focus allows the Group to provide highly configurable solutions to meet the specific needs of customers.

The Group provides customers the choice of fully comprehensive end to end solutions through its market-leading ERP platforms complemented by cloud hosting, a suite of horizontal layered applications, disaster recovery solutions, expert implementation and development services and thought leadership. The majority of the Group's solutions are now delivered under a subscription or Software as a Service ("SaaS") model.

The Board sees the main business objective as delivering sustainable, responsible and profitable business growth via:

- providing best-in-class cloud-based business management software and systems for the Group's current and future customers, globally;
- innovation and excellent service to customers supported by ongoing significant investment in research and development;
- high levels of sustainable organic recurring revenue growth;
- strategic M&A to add new technologies, skilled employees and access to new customers for the Group;
- challenging yet rewarding careers for the Group's employees; and
- strong growth in shareholder value.

In order to meet its business objectives, the Group will continue to:

- maintain proactive customer engagement through the sales and operational teams to ensure customer satisfaction and maintain strong relationships and understanding of customer needs;
- invest significantly in research and development of the Group's software and tools, and ensure the best use of technology and business practice to support our customers' businesses;
- invest in the Group's employees by recruiting the best talent and providing career development and progression for the workforce;
- enhance the product and service offering across the Group's industry verticals via M&A; and
- invest in the Group's business infrastructure and tools to effectively delivery of our products and services.

Business Review

Acquisitions

Kerridge Commercial Systems Group Limited

On 7 September 2023, funds managed by Capvest Partners LLP ("CapVest") acquired Kerridge Commercial Systems Group Limited and using a holding company structure headed by Skylark UK Topco Limited and that entity became the new Group's ultimate parent undertaking.

In the period ended 30 September 2024, the Group has concluded several further complementary acquisitions:

C & A Kudla Services Pty Limited ("Omni")

Omni was acquired by the Group on 29 February 2024, it is a long-established accounting software provider with strengths servicing the retail, distribution and mining sectors throughout Southern Africa. Omni Accounts Software provides mission critical ERP solutions to customers, both directly and via business partner channels.

Rain Data Limited ("Raindata")

Raindata was acquired by the Group on 31 May 2024 and further complements KCS' comprehensive set of cloud-based solutions for the automotive parts, automotive servicing, tyre and automotive distribution sectors globally which include parts catalogues, point of sale, payments, bookings, inventory management, purchasing, reporting, data and ecommerce.

Raindata provides innovative product information management (PIM) and data solutions to automotive aftermarket companies of all sizes, from independent garages, globally recognised OEM to leading aftermarket brands. The solutions enable businesses across the automotive supply chain to achieve greater operational efficiency through efficient sourcing of the right components significantly enhancing the client experience.

Klipboard Limited ("Klipboard")

Klipboard was acquired by the Group on 4 July 2024, its software enables field service businesses to schedule and manage work, service customers and streamline operations. Its reporting enables users to make smarter decisions and maximise employee utilisation with a comprehensive field service management platform. Klipboard's modern, user-friendly, cloud-based software provides field-based and back-office teams the tooling they need to manage operations and grow their business. Klipboard is growing rapidly and is expected to accelerate under KCS ownership through cross-sell of the Klipboard capabilities into KCS' existing customer base and by leveraging the benefits of the enlarged group sales team.

Excenta Limited and Excenta Inc. ("Excenta")

Excenta was acquired by the Group on 8 July 2024. Excenta is a client-focused provider of managed cloud hosting solutions focused on the distributive trades with particular expertise in Microsoft Azure. They currently operate in the UK, Ireland and the US.

Go2 Holdings Limited and Vigo Software Limited ("Vigo")

Vigo was acquired by the Group on 13 September 2024. Vigo provides its customers with a suite of transport management solutions (TMS) which increase efficiency and improve customer experience in the provision of logistics operations. This is highly complementary to the existing software and services provided by the Group; the majority of the Group's customers provide delivery services to their customers and are therefore seeking to optimise logistics. Vigo has 208 customers in the UK and has recently expanded into Ireland with two major customer wins. There is a significant market opportunity to offer Vigo's capabilities to the Group's global customer base and accelerate Vigo growth.

Summary of financial performance

The income statement and statement of financial position included within these financial statements exclude comparatives as this is the Company's first accounting period. To give users of the financial statements context for the financial results, included below is a comparison of trading for the Group to 30 September 2024 against consolidated trading for the Kerridge Commercial Systems Group Limited group for the year ended 30 September 2023.

The key financials and the Group's KPIs may be summarised as follows:

	12m ended 30.09.2024 (A)	23 days ended 30.09.23	Period ended 30.09.2024	12m ended 30.09.2023 (B)	Change (A) vs. (B)	Change (A) vs. (B) %	KPI growth target
GBPm							
Recurring revenue	£139.9m	£8.5m	£148.4m	£120.3m	£19.6m	16.3%	
Non-recurring revenue	£29.2m	£2.0m	£31.2m	£33.0m	£(3.8)m	(11.5)%	
Holding company trading	-	-	-	£2.6m	£(2.6)m	(100.0)%	
Total revenue	£169.1m	£10.5m	£179.6m	£155.9m	£13.2m	8.5%	
% Recurring revenue	82.7%	81.0%	82.6%	77.2%	5.6%		>0%
Direct gross margin	£146.3m	£9.0m	£155.3m	£135.2m	£11.1m	8.2%	
Direct gross margin %	86.5%	85.7%	86.5%	86.7%	(0.2)%		>0%
Underlying EBITDA	£53.4m	£0.1m	£53.5m	£47.7m	£5.7m	12.0%	
Underlying EBITDA %	31.6%	1.0%	29.8%	30.6%	1.0%		>0%
Recurring revenue split:							
Continuing business	£132.3m	£8.2m	£140.5m	£118.0m	£14.3m	12.1%	>10%
Acquisitions	£7.6m	£0.3m	£7.9m	£2.3m	£5.3m	230.4%	
Recurring revenue	£139.9m	£8.5m	£148.4m	£120.3m	£19.6m	16.3%	

The Board is delighted to report another period of strong growth for the Group in the 12 month period ended 30 September 2024 driven by revenue growth across all regional markets. Despite macroeconomic challenges the Group achieved double digit recurring revenue growth and increased Underlying EBITDA margin by 1ppt. On a full year basis, in the financial year under review the Group generated:

- Revenue of £169.1m (2023: £155.9m) equating to growth of 8.5% in the year ended 30 September 2024;
- Contractually recurring or repeating revenues of £139.9m (2023: £120.3m) equating to growth of 16.3% in the year ended 30 September 2024. The Board's key focus is to accelerate recurring and repeating revenue growth rates;
- Operating profit before depreciation, goodwill and intangibles amortisation and impairment charges, foreign exchange differences, non-recurring items and share based payments ("Underlying EBITDA") of £53.4m (2023: £47.7m) equating to growth of 12% in the year. Underlying EBITDA is reconciled to operating profit and EBITDA in the KPI section below.

Both Revenue and Underlying EBITDA were in line with Board's expectations, and included investment in various initiatives to accelerate and support the future growth of the Group.

The Group had cash balances of £13.2m at the period end (Kerridge Commercial Systems Group Limited group consolidated cash at 30 September 2023 was £37.6m). Following the CapVest acquisition, all subsequent complementary acquisitions concluded in the period were funded using cash from operations. At 30 September 2024, the Group had access to committed acquisition debt facilities and revolving credit facilities which combined provide £100m of funding to support both working capital needs and further M&A investment.

Financial Key Performance Indicators

The Board uses a range of performance indicators to monitor and manage the business and ensure focus is maintained on the key priorities of the Group.

The Key Performance Indicators ("KPIs") have been set to allow the Board to monitor the Group's progress against strategic aims by focusing on recurring revenue growth and profitability and are as follows:

1. Recurring Revenue growth rate
2. The proportion of total revenue coming from Recurring Revenue
3. Direct Gross Margin % – being revenue less third-party external costs expressed as a percentage of total revenue
4. Underlying EBITDA growth rate
5. Underlying EBITDA Margin % - being Underlying EBITDA expressed as a percentage of total revenue

As shown in the table above, the Group has performed satisfactorily against all of its KPI targets during the period under review.

For reference, operating profit may be reconciled to EBITDA and Underlying EBITDA as follows:

	12m ended 30.09.2024 (A)	23 days ended 30.09.2023	Period ended 30.09.2024	12m ended 30.09.2023 (B)
GBPm				
Operating profit	£(8.2)m	£(0.7)m	£(8.9)m	£14.6m
Depreciation	£1.6m	£0.1m	£1.7m	£1.6m
Amortisation	£52.1m	£3.2m	£55.3m	£18.9m
EBITDA	**£45.5m**	**£2.6m**	**£48.2m**	**£35.1m**
Non-recurring costs	£2.1m	-	£2.1m	£5.2m
Non-recurring revenues	-	-	-	£(2.6)m
Foreign exchange differences	£3.2m	£(2.5)m	£0.7m	£10.0m
Share based payments	£2.6m	-	£2.6m	-
Underlying EBITDA	**£53.4m**	**£0.1m**	**£53.5m**	**£47.7m**

Research and development
The Group is focused on the design and build of vertical specific cloud-based ERP and business management software and supporting IT solutions for customers to improve their trading efficiency, management controls, customer experience and financial performance.

This is achieved through ongoing research and development in modern cloud-based software with consideration to industry specific business needs, processes, scalability, functionality, cyber security and market trends. This is reflected in the Group's evolving software functionality and its sales, implementation and supporting services to ensure the best solutions across the sectors in which the Group operates.

The Group invested £26.9m (Kerridge Commercial Systems Group Limited group year ended 30 September 2023: £22.3m) on research and development in the period to ensure its industry specific ERP and business management software solutions and horizontal layered applications are market leading and expects to increase investment in research and development activities in the year ahead.

Business outlook
The business maintains a positive outlook despite a challenging economic climate. Its exposure to a wide geographic market and significant levels of contractual recurring revenue coupled with the highly mission critical nature of the software and services which the Group provides will enhance its ability to achieve return from investments in its products, staff and infrastructure. The directors continually monitor the social, political and economic climates in the principal jurisdictions in which the Group operates in order to identify business risks and opportunities.

Organic sales growth of contractual recurring revenues continues to be strong and has been achieved from both new and existing customers. The Group continues to offer customers a choice between perpetual, cloud hosted and full SaaS licencing models. However, in recent years, the Group has seen customer demand shift significantly in favour of cloud hosted and full SaaS licencing models and this has continued during the current year with most new business sold being on a SaaS or subscription basis. This has led to significant growth in recurring revenue in the current financial year and further increased the extent to which total revenue is underpinned by recurring annual contracts.

The Group's solutions are delivered using fast, scalable and resilient platforms. As the Group grows, investment levels are maintained in those platforms, internal systems, people and experienced management to maintain high service levels to our customers and allow them to obtain the most value from their solution.

Employees
The Group has looked to develop a high performance, entrepreneurial culture whereby we value inclusion and provide a supportive environment where everyone thrives. Our culture is defined by our values that we work as a team, we are customer focused, we seek constant improvement, we communicate effectively, and we value and recognise employees hard work and contributions.

The Group believes in keeping employees informed and involved in the progression of our business and its performance. Accordingly, the Group maintains regular communications with all staff as well as established consultation processes.

The Group continues to invest in training for employees to support their learning and growth. In the year, the Group has increased spend on training and development. The Group expects to further invest in training in the year ahead and has budget for additional in-house training resources to develop staff and advance careers.

The Group's 'KCS University' structured training programme continues to support and develop our employees throughout their careers at KCS. KCS University is a key pillar in our talent acquisition and development strategy. Our aim is to identify talented individuals, bring them into KCS using our own internal talent acquisition team and then quickly achieve productivity by delivering core competency training, transferring product knowledge and developing role competencies so that new employees can 'hit the ground running' and achieve the greatest success in their careers with KCS. Once established in their new roles we continue to deliver training to increase depth of knowledge and understanding and to keep up to date with latest developments and laws and regulations. When employees are ready to progress into management positions we have a formal leadership training programme to support the transition from individual contributor to manager.

The Group is an equal opportunity employer and gives equal consideration to any application from any background. Any disabled person is considered on an equal basis where they can adequately fulfil the job. When an existing employee becomes disabled, it is the Group's policy, wherever practical to provide continuing employment under normal terms and provide training and career development.

Going concern

The directors have prepared the Company and Group financial statements on a going concern basis, they do so after having considered the current levels of cash and borrowing facilities available to the Group and key measures of financial and non-financial performance, both in the period immediately prior to the approval of these financial statements and as anticipated in the period ending no less than twelve months after the date of authorisation of these financial statements ("Going Concern Period").

More detail around the factors considered by the directors and the key measures tracked are provided in note 1 to the financial statements.

Principal risks and uncertainties

Global political uncertainty

Global political tension and uncertainty, in particular in eastern Europe, the Middle East and the Far East are perhaps at their highest in recent generations' living memories. These create ongoing global economic uncertainty for all businesses. Whilst tensions remain high, the impact on inflation, interest rates and commodity prices now appear to have been absorbed by markets and key economic measures have stabilised in all of the jurisdictions where the Group has operations. However, given the heightened political tensions, global events could quickly cause adverse changes in the economic environment in the short term increasing the chance of counter-party failure.

Economic risk is mitigated by the Group's significant proportion of recurring revenue which is typically billed in advance of service delivery and earned from a diversified customer base. The directors review trading results each month and customer retention rates quarterly and adjust the Group's cost base appropriately in line with revenues.

Cyber security risk

As software solutions become increasingly inter-connected and cloud-based, the threat from bad actors grows. To mitigate the risk of the Group's own systems and those served to Group customers becoming compromised, exposing sensitive data or suffering denial of access, the Group continually invests in and monitors industry leading software security tooling, trains in security best practice and regularly conducts vulnerability and penetration testing on its internet facing software products.

Financial risk management objectives and policies
The Group uses a variety of financial instruments including cash, equity investments and various items, such as trade debtors and trade creditors, which arise directly from its operations, to provide working capital for the Group's operations.

Given the size of the Group, the directors have not delegated the responsibility of monitoring financial risk management to a sub committee of the Board. The policies set by the board of directors are implemented by the Group's finance department. The directors are of the view that the main risks arising from the Group's financial instruments are foreign exchange rate risk, interest rate risk, liquidity risk and credit risk.

The directors set and review policies for managing each of these risks and they are summarised below.

Foreign exchange rate risk
Exchange rate fluctuation represents a risk because some sales are priced in currencies other than sterling. In addition, the Group's overseas operations continue to grow. The directors do not consider that the potential downside associated with this risk at this stage in the Group's development is of sufficient size to require hedging, cash flows arise in the same currencies as the Group's principal borrowings.

Interest rate risk
The Group is partly funded through external bank debt and is exposed to movements in SONIA, SOFR and EURIBOR benchmark rates. Interest rate cap instruments have been entered into to protect the Group against adverse increases in these benchmark rates.

Liquidity risk
The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The funding for significant new ventures is secured before commitments are made. The cash position of the Group is reviewed regularly and cash flows are monitored at least monthly, the Group also has access to sufficient short term external funding sources as noted earlier.

Credit risk
The Group's principal financial assets are cash and trade receivables. The credit risk associated with cash is limited as the counterparties have high credit ratings assigned by international credit rating agencies. The principal credit risk arises therefore from trade receivables.

In order to manage credit risk the directors set a policy of monitoring exposure with customers based on a combination of payment history and third party credit references. Exposure levels are reviewed by senior management on a regular basis in conjunction with debt ageing and collection history.

Financial performance of and successful integration of acquisitions
The directors carefully monitor the performance of acquisitions in line with pre-acquisition investment cases. In addition to financial performance, levels of customer and staff retention, customer service, cross selling and migration to common Group systems and processes are also closely monitored.

Section 172(1) of the Companies Act 2006
The Directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 which is summarised as follows:

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so, have regard (amongst other matters) to:

- The likely consequences of any decisions in the long-term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between shareholders of the company.

The following paragraphs summarise how the Directors fulfil their duties:

Risk management
We provide critical business management software and related services to our clients in an increasingly diverse global market. As we grow, our business and our risk environment becomes more complex.

It is therefore vital that we effectively identify, evaluate, manage and mitigate the risks we face, and that we continue to evolve our approach to risk management.

For details of our principal risks and uncertainties, and how we manage our risk environment, please see pages 6 to 7.

Our people
People are at the heart of our service delivery. They are central to the long term success of the business.

For our business to succeed, we need to retain, find, develop and manage talented people while ensuring we operate as efficiently as possible.

We ensure that we share common values that inform and guide our behaviour so we achieve our goals in the right way.

We communicate regularly with all of our staff, together as a group and individually, sharing our successes and seeking solutions to our challenges.

Business relationships
Our strategy prioritises organic growth, driven by servicing, cross-selling and up-selling existing customers and bring new customers to the business. To do this we seek to develop and maintain strong long term relationships with our customers globally. We value all our suppliers and have strong ongoing relationships with our key suppliers.

Environmental, social, and governance (ESG) considerations
The Group is committed to maintaining the highest standards in every area of its operations; ESG is no exception. We pride ourselves on being a responsible business, and our behaviour is aligned with the expectations of our people, customers, investors, communities and society as a whole.

The Group seeks to and encourages its people to engage and interact with the communities around our offices globally.

As an environmentally ethical Group we:

- continue to invest in energy efficiency technologies when refurbishing offices;
- encourage employees and customers to travel for work only when it makes work service delivery more efficient;
- have embraced hybrid working policies that balance remote working and in person collaboration and development;
- undertake most of our marketing digitally to reduce waste; and
- support employees through low carbon travel schemes (e.g. cycle to work, tax efficient electronic car leasing plans)

Shareholders
The Board actively engages and communicates with the Company's shareholders, whether they are members of the management team or our external investors.

Directors' statement of compliance with duty to promote the success of the Group
The directors take full consideration of the principles outlined in Section 172 of the UK Companies Act 2006, including but not limited to the items outlined above, in each and every decision made to ensure the best long term outcome for the Group.

On behalf of the board

Ian Bendelow

.....

I Bendelow

Director

31/01/25

Date: .....

SKYLARK UK TOPCO LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

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

Principal activities
Skylark UK Topco Limited ('the Company') was incorporated on 3 July 2023 and commenced trade on this date. The principal activity of the Company is that of a holding company following the acquisition of Kerridge Commercial Systems Group Limited on 7 September 2023 by Skylark UK Bidco Limited.

The principal activity of the Group is that of the design and build of software and supporting IT solutions.

Reporting period
These financial statements cover the period from incorporation on 3 July 2023 to 30 September 2024. These are the first financial statements produced by the entity and so they do not have comparative amounts.

Results and dividends
The results for the period are set out on page 18.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

No preference dividends were paid. The directors do not recommend payment of a final dividend.

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

N Bedford	(Appointed 7 September 2023 and resigned 21 March 2024)
I Bendelow	(Appointed 7 September 2023)
S Fitzpatrick	(Appointed 3 July 2023)
M Jefferies	(Appointed 21 March 2024)
F Raikes	(Appointed 3 July 2023)

Disabled persons
The Group is an equal opportunity employer and gives equal consideration to any application from any background. Any disabled person is considered on an equal basis where they can adequately fulfil the job. When an existing employee becomes disabled, it is the Group's policy, wherever practical to provide continuing employment under normal terms and provide training and career development.

Recruitment and employee relations
Recruitment policies are designed to ensure equal opportunity of employment regardless of age, race or sex.

Appropriate consideration is given to disabled applicants in offering employment.

Good communications and relations with employees are maintained, mainly by practices within each operating unit appropriate for its own particular circumstances. Senior management in each entity are kept informed of Group developments in certain financial, commercial, strategic and personnel matters as needed and are thereby enabled to inform and discuss with employees as appropriate at the individual units.

Parental guarantee
A parental guarantee has been provided for the period ended 30 September 2024 by Skylark UK Topco Limited for certain entities within the Group, these entities are exempt from audit under s479A-479C of the Companies Act 2006.

Energy and carbon reporting

The Group has chosen to present UK energy and carbon emissions data for the year end 30 September 2024 against comparative data for the Kerridge Commercial Systems Group Limited group for the year ended 30 September 2023. This gives users of the accounts additional context to understand the numbers presented and is part of the Group's ongoing commitment to ESG reporting and transparency.

Methodology and approach
Our approach follows the UK Government's Environmental Reporting Guidelines, including streamlined energy and carbon reporting guidance (2019) and the Greenhouse Gas (GHG) Protocol Corporate Standard including the Scope 3 Calculation Guidance (collectively referred to here as the reporting guidelines). In calculating our emissions, we have used the 2022 and 2023 UK Government conversion factors for GHG reporting.

The directors have compiled the data used as the basis of the SECR report from utility bills (Scope 1 & 2) and employee mileage claim data (Scope 3).

Organisational boundary
The directors have elected to report combined GHG emissions and comparatives for all of the Group's UK entities which gives 49.6% (FY23: 50.5%) coverage of the Group by revenue. The directors will consider expanding the organisational boundary to cover non-UK regions in subsequent reporting periods if practicable.

UK entities GHG emissions

GHG emissions may be summarised as follows:

	Year ended 30.09.2024 (location based)	Year ended 30.09.2023 (location based)
Scope 1 GHG emissions by source (KgCO2e)		
From direct emissions from burning of fossil fuels	7,136	5,322
Scope 2 GHG emissions by source (KgCO2e)		
From electricity consumption	122,273	126,332
Scope 3 GHG emissions by source (KgCO2e)		
From miles travelled on company business in Employees personal vehicles (estimated)	112,970	109,994
Total Scope 1 & 2 emissions (KgCO2e)	129,409	131,654
Total Scope 1 – 3 emissions (KgCO2e)	242,380	241,647
Intensity metric (based on Scope 1 – 3 emissions) - kg CO2e/ £100,000 of Revenue	2.81	3.04

Notes:
GHG emission figures are expressed in tonnes of carbon dioxide equivalents (tCO2e) whereby emissions of carbon dioxide (CO2), methane (CH4) and nitrous oxide (N2O) are shown in terms of the equivalent emissions from CO2.

Energy usage

	Year ended 30.09.2024 MWh	Year ended 30.09.2023 MWh	Methodology
Natural gas	39.1	29.1	Metered data
Grid electricity	596.7	616.4	Metered data

Energy and carbon reporting (continued)

Energy efficiency action take in the year
The UK entities' Scope 1 & 2 emissions have reduced 2% year on year and Scope 3 emissions have increased by 3%. Overall emissions are flat year on year and our chosen measure for emission intensity has reduced to 2.81 kg CO2e/£100,000 of External Revenue (FY23: 3.04).

The principal reason for the reduction in Scope 1 & 2 emissions was due to the Group's continuing to reduce the use of electricity.

Employee miles travelled has increased modestly year on year and is in line with post Covid-19 expectations of a normal level of travel. The directors expect technological solutions for servicing customers remotely that were developed during Covid-19 lockdowns to continue to be used to keep down unnecessary travel.

We continue to take actions to reduce our overall environmental impact through carbon reduction measures including staff carbon literacy training, hybrid working policies, cycle to work schemes and use of technology to eliminate the need to travel.

Business relationships
The directors have had regard to the need to foster the Company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the Company during the financial period. Further detail is outlined in the S172 statement in the Strategic Report.

Post reporting date events
On 29 October 2024, the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Silkmoth Group Limited and its subsidiaries for initial cash consideration of £3.5m. Silkmoth are software and web application development specialists focussed on the UK and European tyre industry. Silkmoth's solutions help deliver online sales for global tyre manufacturers, national chains, and independent tyre retailers throughout the UK, Ireland, and Europe, and is therefore another complementary acquisition for the Group.

On 31 January 2025, the Group, via Kerridge Commercial Systems Limited, irrevocably agreed to acquire the entire issued share capital of Mach2 Solutions Limited ("Mach2") for initial cash consideration of £141 million and total cash consideration of up to £150 million, contingent upon future performance. Mach2 is the ultimate parent undertaking for a group of entities trading as RAM Tracking which provides cloud based mobile work management solutions, vehicle and asset tracking, video monitoring, fleet management and driver and vehicle compliance. This acquisition complements KCS' growing suite of solutions to manage physical and field operations which are offered to KCS' global client base. The acquisition is to be funded through a combination of new equity issued by the Company and by new secured bank debt facilities. Following the acquisition of Mach2, the Group will continue to have access to committed acquisition debt facilities and revolving credit facilities which combined provide £100m of funding to support both working capital needs and further M&A investment.

Auditor
RSM UK Audit LLP were appointed as auditor to the Group in the period and is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor
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.

Matters covered in the Strategic Report
The Group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the Group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of future developments, financial risk management and research and development.

On behalf of the board

Ian Bendelow

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I Bendelow

Director

31/01/25

Date: .....

SKYLARK UK TOPCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

The directors are responsible for preparing the Strategic Report and 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 period. 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 Group and Company, and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and 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 SKYLARK UK TOPCO LIMITED

Opinion

We have audited the financial statements of Skylark UK Topco Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 30 September 2024 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated statement of cash flows and notes to the financial statements, including 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 group's and of the parent company's affairs as at 30 September 2024 and of the group's loss for the period 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 group and parent 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 group's or the parent 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 contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of 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 strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 13, 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 group's and the parent 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 group or the parent 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and inspecting correspondence with local tax authorities.

The group audit engagement team identified the risk of management override of controls and cut off of revenue as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and testing the recognition of revenue transactions either side of the period-end to ensure revenue had been recognised in the correct accounting period.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Neil Mellor

Neil Mellor (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Davidson House
Forebury Square
Reading
Berkshire, RG1 3EU

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31/01/25

SKYLARK UK TOPCO LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

	Notes	Period ended 30 September 2024 £000
Turnover	**3**	179,618
Cost of sales		(24,363)
Gross profit		155,255
Administrative expenses		(164,147)
Other operating income		38
Operating loss	**7**	(8,854)
Interest receivable and similar income	**9**	550
Interest payable and similar expenses	**10**	(40,713)
Loss before taxation		(49,017)
Tax on loss	**11**	397
Loss for the financial period		(48,620)
Other comprehensive income net of taxation		
Actuarial loss on defined benefit pension schemes		(33)
Currency translation differences		(1,159)
Total comprehensive income for the period		(49,812)

Loss for the financial period is all attributable to the owners of the parent company.

Company Registration No. 14975492

SKYLARK UK TOPCO LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2024

	Notes	2024 £000	2024 £000
Fixed assets			
Goodwill	**12**		441,582
Other intangible assets	**12**		520,663
Total intangible assets			962,245
Tangible assets	**13**		3,760
			966,005
Current assets			
Stocks	**17**	245	
Debtors falling due after more than one year	**18**	5,089	
Debtors falling due within one year	**18**	39,658	
Cash at bank and in hand		13,164	
		58,156	
Creditors: amounts falling due within one year	**19**	(64,699)	
Net current liabilities			(6,543)
Total assets less current liabilities			959,462
Creditors: amounts falling due after more than one year	**20**		(288,989)
Provisions for liabilities	**22**		(130,664)
Net assets			539,809
Capital and reserves			
Called up share capital	**24**		59
Share premium account	**25**		587,299
Employee benefit trust reserve	**25**		35
Share based payments reserve	**25**		2,228
Profit and loss reserves	**25**		(49,812)
Total equity			539,809

The financial statements were approved by the board of directors and authorised for issue on 31/01/25 and are signed on its behalf by:

Ian Bendelow

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I Bendelow

Director

Company Registration No. 14975492

SKYLARK UK TOPCO LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2024

	Notes	2024 £000	2024 £000
Fixed assets			
Investments	**14**		595,275
Current assets			
Debtors	**18**	2,214	
Cash at bank and in hand		3	
		2,217	
Net current assets			2,217
Total assets less current liabilities			597,492
Capital and reserves			
Called up share capital	**24**		59
Share premium account	**25**		587,299
Share based payments reserve	**25**		2,228
Profit and loss reserves	**25**		7,906
Total equity			597,492

As permitted by s408 Companies Act 2006, the Company has not presented its own profit and loss account and related notes as it prepares group accounts. The Company's profit for the period was £7,906,000.

The financial statements were approved by the board of directors and authorised for issue on 31/01/25 and are signed on its behalf by:

Ian Bendelow

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I Bendelow

Director

SKYLARK UK TOPCO LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

	Notes	Share capital £000	Share premium account £000	Employee benefit trust reserve £000	Share based payments reserve £000	Profit and loss reserves £000	Total £000
Period ended 30 September 2024:							
Loss for the period		-	-	-	-	(48,620)	(48,620)
Other comprehensive income net of taxation:							
Actuarial gains on defined benefit plans		-	-	-	-	(33)	(33)
Currency translation differences		-	-	-	-	(1,159)	(1,159)
Total comprehensive income for the period		-	-	-	-	(49,812)	(49,812)
Issue of share capital	**24**	59	587,347	-	-	-	587,406
EBT acquired with acquisition		-	-	35	-	-	35
Purchase of own shares	**24**	-	(48)	-	-	-	(48)
Share based payment		-	-	-	2,228	-	2,228
Balance at 30 September 2024		59	587,299	35	2,228	(49,812)	539,809

SKYLARK UK TOPCO LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

	Notes	Share capital £000	Share premium account £000	Share based payments reserve £000	Profit and loss reserves £000	Total £000
Period ended 30 September 2024:						
Profit and total comprehensive income for the period		-	-	-	7,906	7,906
Issue of share capital	**24**	59	587,347	-	-	587,406
Purchase of own shares	**24**	-	(48)	-	-	(48)
Share based payment		-	-	2,228	-	2,228
Balance at 30 September 2024		59	587,299	2,228	7,906	597,492

SKYLARK UK TOPCO LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 30 SEPTEMBER 2024

	Notes	2024 £000	£000
Cash flows from operating activities			
Cash generated from/(absorbed by) operations	**26**		46,907
Income taxes paid			(8,901)
Net cash inflow/(outflow) from operating activities			38,006
Investing activities			
Purchase of subsidiaries		(671,348)	
Purchase of tangible fixed assets		(1,590)	
Proceeds on disposal of tangible fixed assets		42	
Interest received		549	
Interest paid		(224)	
Net cash used in investing activities			(672,571)
Financing activities			
Proceeds from issue of shares		587,406	
Proceeds from borrowings		296,336	
Repayment of borrowings		(197,793)	
Interest paid on borrowings		(38,172)	
Purchase of own shares		(48)	
Net cash generated from/(used in) financing activities			647,729
Net increase in cash and cash equivalents			13,164
Cash and cash equivalents at beginning of period			-
Cash and cash equivalents at end of period			13,164

1 Accounting policies

Company information

Skylark UK Topco Limited ("the Company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Unit 2a Herongate, Charnham Park, Hungerford, Berkshire, England, RG17 0YU.

The Group consists of Skylark UK Topco Limited and all of its subsidiaries.

The Company's and the Group's principal activities and nature of its operations are disclosed in the Directors' Report.

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, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

The financial statements are prepared in pound sterling, which is the functional currency of the Company and Group. Monetary amounts in these financial statements are rounded to the nearest £1,000.

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 for parent company information presented within the consolidated financial statements:

- 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;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

Basis of consolidation

The consolidated financial statements incorporate those of Skylark UK Topco Limited and all of its subsidiaries (i.e. entities that the Group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All financial statements are made up to 30 September 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

1 **Accounting policies (Continued)**

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

Going concern

The financial statements have been prepared under the going concern basis. The directors have prepared forecasts, including relevant sensitivity and downside scenario analyses, to assess the future financing requirements of the Company, and wider Group. The assumptions used in the forecast are based on current levels of contractual revenues, historical recurring contract renewal rates, non-recurring order run rates, current orders backlog, current sales pipeline, existing and expected employee costs and other operating costs. In arriving at reasonable 'base' case and sensitised cases of the forecasts the directors have adjusted assumptions to take into account the current global economic backdrop, including inflation, interest and foreign exchange rates.

The directors are aware of the net current liabilities position at 30 September 2024, this position arises from the Group's deferred revenue, which the directors do not consider to be a cash settled liability.

Based on the work undertaken, the directors are satisfied that sufficient cash facilities are secured from cash on hand, available borrowing facilities and cash inflows from forecast trading to meet the Company's and Group's working capital requirements for a period ending at least 12 months after the signature of these financial statements. The directors therefore consider it appropriate for the financial statements to be prepared on a going concern basis.

Reporting period

These financial statements cover the period from incorporation on 3 July 2023 to 30 September 2024. These are the first financial statements produced by the entity and so they do not have comparative amounts.

Turnover

Revenue represents services supplied during the period after deduction of trade discounts and value added or other sales taxes as applicable. Revenue from ordinary activities includes the licencing of software on a perpetual, subscription and SaaS basis, software installation, consultancy, training, software support and maintenance, provision of computer hardware and provision of services to other group entities.

Revenues from software licenced on a subscription basis or delivered under a SaaS model and revenue from software support and maintenance contracts are recognised on a straight line basis over the period of the contract. Revenues from software licenced on a perpetual basis and the provision of computer hardware are recognised on delivery to a customer. Revenues from installation, training services, consultancy and the provision of services to other group entities are recognised when the services are performed.

1 **Accounting policies (Continued)**

Revenue is only recognised when there are no significant vendor obligations remaining and the collection of the resulting receivable is considered probable. In instances where significant vendor obligations exist or concerns over recoverability exist, revenue recognition is delayed until the obligation has been satisfied or recoverability becomes probable.

Research and development expenditure

Research expenditure is written off against profits in the period in which it is incurred.

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 8 to 20 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

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 bases:

Software	15 years
Trademarks	5 years from date of granting
Customer relationships	15 to 20 years
Brand	15 years

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

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 bases:

Leasehold land and buildings	Length of the lease
Fixtures and fittings	2 to 10 years straight line

Assets in the course of construction are not depreciated.

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.

1 Accounting policies (Continued)

Fixed asset investments

In the separate accounts of the Company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairment of fixed assets

At each reporting period end date, the Group reviews the carrying amounts of its tangible and intangible 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.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

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.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

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 are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Financial instruments

The Group 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 Group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and 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.

1 **Accounting policies (Continued)**

Basic financial assets

Basic financial assets, which include trade and other debtors, amounts owed to group undertakings 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.

Other financial assets

Other financial assets, including trade investments, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised 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 Group 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.

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 Group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, amounts owed from fellow group undertakings and bank loans, 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 Group's contractual obligations are discharged, cancelled, or they expire.

1 **Accounting policies (Continued)**

Equity instruments

Equity instruments issued by the Group 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 Group.

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 period. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

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.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown within other creditors.

The cost of providing benefits under defined benefit plans is determined separately for each plan using the projected unit credit method, and is based on actuarial advice.

The change in the net defined benefit liability arising from employee service during the period is recognised as an employee cost. The cost of plan introductions, benefit changes, settlements and curtailments are recognised as an expense in measuring profit or loss in the period in which they arise.

1 **Accounting policies (Continued)**

The net interest element is determined by multiplying the net defined benefit liability by the discount rate, taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. The net interest is recognised in profit or loss as other finance revenue or cost.

Remeasurement changes comprise actuarial gains and losses, the effect of the asset ceiling and the return on the net defined benefit liability excluding amounts included in net interest. These are recognised immediately in other comprehensive income in the period in which they occur and are not reclassified to profit and loss in subsequent periods.

The net defined benefit pension asset or liability in the balance sheet comprises the total for each plan of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information, and in the case of quoted securities is the published bid price. The value of a net pension benefit asset is limited to the amount that may be recovered either through reduced contributions or agreed refunds from the scheme.

The Company shall recognise a surplus only to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan. The net pension asset relating to the defined benefit scheme has not been recognised as an asset under FRS102 as the Company did not expect to recover the surplus as at 30 September 2024.

Share-based payments

For cash-settled share-based payments, a liability is recognised for the goods and services acquired, measured initially at the fair value of the liability. At the balance sheet date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the period.

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using a Monte Carlo model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

The expense in relation to share-based payments over the parent Company's shares granted to employees of a subsidiary is recognised by the Company as a capital contribution, and presented as an increase in the Company's investment in that subsidiary.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

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.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

1 **Accounting policies (Continued)**

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.

Employee benefit trust

FRS 102 Section 9 requires the recognition of the assets and liabilities of the Employee Benefit Trust on the statement of financial position of the sponsoring company as if those assets and liabilities were its own. The Company's own shares held in the Employee Benefit Trust are accounted for as a deduction from shareholders' funds. No gains or losses are reported in the consolidated income statement or the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Company's own shares.

2 **Judgements and key sources of estimation uncertainty**

In the application of the Group'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.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Estimated impairment of intangible assets, goodwill and investments in subsidiaries

The Company and Group tests, when there are indicators of impairment, whether goodwill, intangible assets or investments have suffered any impairment, in accordance with its accounting policies. The recoverable amounts of cash generating units have been determined by discounting estimated future cash flows for the time value of money to arrive at estimates of value in use. Each of the components of the value in use calculation (the cash flow, the duration of the cash flow, the discount rate) requires the use of estimates. Because of this, in concluding upon the reasonableness of the final estimate of value in use, the directors use sensitivity analysis to consider the impact of variability in inputs to the calculation.

Identification and valuation of intangibles

On acquisitions made in the year, the directors made critical judgements in determining the allocation of the purchase price for the assets and liabilities acquired. The directors calculated the value of the intangibles to be allocated to software, customer relationships and brand based on discounted cash flow forecasts. Any remaining consideration above the value of the fair value of the assets acquired has been allocated as goodwill.

2 Judgements and key sources of estimation uncertainty (Continued)

Estimated useful economic life of intangible assets and goodwill

When capitalising intangible assets and goodwill the directors consider the contractual and commercial nature of the underlying revenue and profit streams within a cash generating unit to determine an appropriate estimate of useful economic life. The continued appropriateness of estimated useful economic life is reconsidered annually.

Defined benefit pension scheme

The calculation of the deficit or surplus on the Group's defined benefit pension scheme is based on a number of actuarial assumptions including discount rate, future rate of inflation and future changes in mortality rates. These assumptions are reviewed regularly by the directors with the scheme actuary.

Impairment of trade, intercompany and other debtors

The Group and Company makes an estimate of the recoverable value of trade, intercompany and other debtors. When assessing the impairment of trade, intercompany and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

Dilapidation provisions

As part of the Group's property leasing arrangements there is an obligation to repair damages which incur during the life of the lease, such as wear and tear. The cost is charged to profit and loss as the obligation arises. The provision is expected to be utilised as the leases terminate.

Share-based payment transactions

The Group is unable to directly measure the fair value of employee services received. Instead, the fair value of the share based payment awards are granted is determined using valuation models that are subject to the consideration and estimation of a number of variables. Further details in relation to share based payments have been outlined in note 6.

Deferred contingent consideration

At the time of signing these financial statements management has estimated the balance of deferred contingent consideration which they expect to be paid of £7,931,000. The actual value to be paid is dependent on the future financial performance of certain acquired subsidiaries.

3 Turnover and other revenue

	2024 £000
Turnover analysed by class of business	
Rendering of services	170,390
Licensing of intellectual property	3,817
Sales of goods	2,097
Other revenues	3,314
	179,618

	2024 £000
Turnover analysed by geographical market	
United Kingdom	82,739
Rest of World	96,879
	179,618

4 Employees

The average monthly number of persons employed during the period was:

	Group 2024 Number	Company 2024 Number
Sales and administrative staff	306	-
Operations staff	507	-
Technical staff	441	-
Total	1,254	-

Their aggregate remuneration comprised:

	Group 2024 £000	Company 2024 £000
Wages and salaries	63,356	-
Social security costs	6,547	-
Pension costs	3,317	-
Share based payments	2,617	
	75,837	-

The directors were remunerated through group companies, Kerridge Commercial Systems Limited, Kerridge Commercial Systems (Bidco) Limited and Skylark UK Bidco Limited and were not directly remunerated by the Company.

5 Directors' remuneration

	2024 £000
Remuneration for qualifying services	825
Company pension contributions to defined contribution schemes	18
	843

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2024 £000
Remuneration for qualifying services	469

During the period retirement benefits were accruing to two directors in respect of defined contribution pension schemes.

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £Nil.

The directors consider that there are no key management other than the directors in the current period.

6 Share-based payment transactions

Equity-settled share-based payments

Under the Group's management incentive programme, C shares have been granted to certain employees of the Group by Skylark UK Topco Limited. Owners of C shares are entitled to participate in the distribution of proceeds following an exit event provided certain grant conditions are satisfied. These conditions relate to service and performance. Service conditions are when the grant of shares is conditional on the grantee remaining in employment at the time of the exit event. Performance conditions are when a grant of shares is conditional on the entity achieving specified disposal proceeds (a non-market vesting condition).

Non-vesting conditions and market conditions are considered when estimating the fair value of the share-based payment at issuance of the equity instrument. Service conditions and non-market performance conditions are considered by adjusting the number of participants expected to be in service at the time of the exit event.

The weighted average fair value of the share-based payment associated with issuance of the C shares was determined using the Monte Carlo option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations.

The total number of C shares issued can be seen in note 24. The fair value of the share-based payment at grant is recognised in the financial statements over a period that reflects the directors best estimate of the timing of an exit event.

For the period ended 30 September 2024, the share-based payment expense related to C shares has been calculated to be £2,228,000.

6 Share-based payment transactions (Continued)

Cash-settled share-based payments

The Group issued to certain employees share appreciation rights ("SAR") that require one of the Group's subsidiaries to pay the intrinsic value of the SAR to the employees at an exit event. The SAR in issue mirror the conditions applicable to the C Share management incentive programme but do not result in the employee owing or acquiring shares in the Company. As the SAR is cash-settled, the fair value of the liability is re-measured annually based upon estimates of ultimate share value and likelihood of the beneficiary continuing to be an employee at an exit event.

For the period ended 30 September 2024, the Group recognised a SAR share-based payment expenses of £389,000.

7 Operating loss

	2024 £000
Operating loss for the period is stated after charging/(crediting):	
Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	694
Research and development costs	26,873
Depreciation of owned tangible fixed assets	1,690
Profit on disposal of tangible fixed assets	(4)
Amortisation of intangible assets	55,335
Share-based payments	2,617
Operating lease charges	3,173

Other operating income includes sub-let income of £38,000.

8 Auditor's remuneration

Fees payable to the Company's auditor and associates:	2024 £000
For audit services	
Audit of the financial statements of the Group and Company	135
Audit of the financial statements of the Company's subsidiaries	322
	457
For other services	
Corporate finance services paid to an associate	498
All other non-audit services	82
	580

9 Interest receivable and similar income

	2024 £000
Interest income	
Interest on bank deposits	443
Net interest on the net defined benefit asset	37
Other interest income	70
Total income	550

10 Interest payable and similar expenses

	2024 £000
Interest on bank loans	37,500
Amortisation of loan issue costs	2,989
Other interest payable	224
Total finance costs	40,713

11 Taxation

	2024 £000
Current tax	
UK corporation tax on profits for the current period	(312)
Adjustments in respect of prior periods	2,127
Total UK current tax	1,815
Foreign current tax on profits for the current period	3,718
Adjustments in foreign tax in respect of prior periods	518
Total current tax	6,051
Deferred tax	
Origination and reversal of timing differences	(6,592)
Adjustment in respect of prior periods	144
Total deferred tax	(6,448)
Total tax credit	(397)

11 Taxation (Continued)

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

	2024 £000
Loss before taxation	(49,017)
Expected tax credit based on the standard rate of corporation tax in the UK of 25.00%	(12,254)
Tax effect of expenses that are not deductible in determining taxable profit	2,023
Tax effect of utilisation of tax losses not previously recognised	(68)
Adjustments in respect of prior years	398
Permanent capital allowances in excess of depreciation	(57)
Amortisation on assets not qualifying for tax allowances	6,441
Other permanent differences	61
Effect of overseas tax rates	937
Deferred tax not recognised	471
Foreign GAAP differences	1,651
Taxation credit	(397)

12 Intangible fixed assets

Group	Goodwill	Software	Trademarks	Customer relationships	Brand	Total
	£000	£000	£000	£000	£000	£000
Cost						
Business combinations	473,368	73,150	73	469,600	8,641	1,024,832
Exchange adjustments	(7,344)	-	-	-	-	(7,344)
At 30 September 2024	466,024	73,150	73	469,600	8,641	1,017,488
Amortisation and impairment						
Amortisation charged for the period	24,534	4,869	16	25,296	620	55,335
Exchange adjustments	(92)	-	-	-	-	(92)
At 30 September 2024	24,442	4,869	16	25,296	620	55,243
Carrying amount						
At 30 September 2024	441,582	68,281	57	444,304	8,021	962,245

The Company had no intangible fixed assets at 30 September 2024.

Amortisation is included within administrative expenses.

13 Tangible fixed assets

Group	Leasehold land and buildings	Fixtures and fittings	Total
	£000	£000	£000
Cost			
Additions	56	1,534	1,590
Business combinations	866	3,121	3,987
Disposals	-	(48)	(48)
Exchange adjustments	(33)	(204)	(237)
At 30 September 2024	889	4,403	5,292
Depreciation and impairment			
Depreciation charged in the period	179	1,511	1,690
Eliminated in respect of disposals	-	(10)	(10)
Exchange adjustments	(7)	(141)	(148)
At 30 September 2024	172	1,360	1,532
Carrying amount			
At 30 September 2024	717	3,043	3,760

The Company had no tangible fixed assets at 30 September 2024.

Depreciation is included within administrative expenses.

Included within fixtures and fittings is £442,000 in relation to assets in the course of construction.

14 Fixed asset investments

	Notes	Group 2024 £000	Company 2024 £000
Investments in subsidiaries	15	-	521,391
Loans to subsidiaries	15	-	73,884
		-	595,275

Movements in fixed asset investments

Company	Shares in group undertakings £000	Loans due from group undertakings £000	Total £000
Cost or valuation			
Additions	519,163	-	519,163
Share-based payments	2,228	-	2,228
Amounts owed by group undertakings	-	73,884	73,884
At 30 September 2024	521,391	73,884	595,275
Carrying amount			
At 30 September 2024	521,391	73,884	595,275

On 3 July 2023, the Company acquired the entire issued share capital of Skylark UK Holdco 1 Limited for consideration of £519,163,000.

Amounts owed by group undertakings due after more than one year are formal loan agreements with an interest rate of SONIA plus Margin of up to 6.25% as defined by the Group's Senior Debt Facilities Agreement plus 0.1%.

15 Subsidiaries

Details of the Company's subsidiaries at 30 September 2024 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct	% Held Indirect
BML (Office Computers) Limited	M	In Members Voluntary Liquidation	Ordinary	-	100.00
C and A Kudla Services (Pty) Limited (a)	P	Software licencing and related services	Ordinary	-	100.00
Compilator AB	O	Software licencing and related services	Ordinary	-	100.00
Compilator Limited	A	Software licencing and related services	Ordinary	-	100.00
Current-RMS Ltd	A	Dormant	Ordinary	-	100.00
Eagle Bidco 2018 Limited	A	Holding company	Ordinary	-	100.00
Enterprise Software Investments Proprietary Limited	N	Holding company	Ordinary	-	100.00
Excenta Inc. (d)	Q	Dormant	Ordinary	-	100.00
Excenta Limited (d)	A	Hosting provision and related services	Ordinary	-	100.00
Go2 Holdings Limited (e)	A	Holding company	Ordinary	-	100.00
Infomat BV	D	Software licencing and related services	Ordinary	-	100.00
Infomat NV	H	Software licencing and related services	Ordinary	-	100.00
InfoRoute Limited	A	Dormant	Ordinary	-	100.00
inspHire Australia Pty Ltd	E	Software licencing and related services	Ordinary	-	100.00
inspHire International BV	D	Software licencing and related services	Ordinary	-	100.00
inspHire Limited	A	Software licencing and related services	Ordinary	-	100.00
IQ Retail Proprietary Limited	K	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (Bidco) Limited	A	Holding company	Ordinary	-	100.00
Kerridge Commercial Systems (Canada) Limited	F	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KBE) Limited	A	Dormant	Ordinary	-	100.00
Kerridge Commercial Systems (KIR) Pty Limited	J	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KKE) Limited	L	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KNE) Limited	A	Dormant	Ordinary	-	100.00
Kerridge Commercial Systems (KNG) BV	G	Holding company	Ordinary	-	100.00
Kerridge Commercial Systems (KNR) BV	D	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KNV) BV	G	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KNW) BV	D	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (KSE) Limited	A	Dormant	Ordinary	-	100.00
Kerridge Commercial Systems (KSH) Limited	A	Software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (Midco) Limited	A	Holding company	Ordinary	-	100.00
Kerridge Commercial Systems (Nederland) BV	D	Holding company, software licencing and related services	Ordinary	-	100.00

15 Subsidiaries (Continued)

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct	% Held Indirect
Kerridge Commercial Systems Belgium NV	H	Holding company	Ordinary	-	100.00
Kerridge Commercial Systems Corporation	C	Holding company, software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems Group Limited	A	Holding company	Ordinary	-	100.00
Kerridge Commercial Systems Limited	A	Holding company, software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems (South Africa) Pty Limited	J	Holding company, software licencing and related services	Ordinary	-	100.00
Kerridge Commercial Systems Trustee Company Limited	A	Dormant	Ordinary	-	100.00
Kerridge Commercial Systems US Holdco Inc	B	Holding company	Ordinary	-	100.00
Klipboard Limited (c)	A	Software licencing and related services	Ordinary	-	100.00
MAM Software (Ireland) Ltd	I	Software licencing and related services	Ordinary	-	100.00
MAM Software Limited	A	Software licencing and related services	Ordinary	-	100.00
Origin Software Solutions Limited	A	Dormant	Ordinary	-	100.00
Palladium Business Solutions Proprietary Limited	N	Software licencing and related services	Ordinary	-	100.00
Rain Data Limited (b)	A	Automotive part catalogue data services provision	Ordinary	-	100.00
Skylark UK Bidco Limited	A	Holding company	Ordinary	-	100.00
Skylark UK Debtco Limited	A	Holding company	Ordinary	-	100.00
Skylark UK EUR Finco Limited	A	Holding company	Ordinary	-	100.00
Skylark UK Holdco 1 Limited	A	Holding company	Ordinary	100.00	-
Skylark UK Holdco 2 Limited	A	Holding company	Ordinary	-	100.00
Skylark UK Midco Limited	A	Holding company	Ordinary	-	100.00
Skylark UK USD Finco Limited	A	Holding company	Ordinary	-	100.00
Vecta Sales Solutions Limited	A	Dormant	Ordinary	-	100.00
Vigo Software Limited (e)	A	Software licencing and related services	Ordinary	-	100.00

15 Subsidiaries (Continued)

Registered office addresses (all UK unless otherwise indicated):

A 2a Herongate, Charnham Park, Hungerford, Berkshire, RG17 0YU
B 2711 Centerville Road, Suite 400, Wilmington, New Castle, DE 19808, USA
C 2000 Centregreen Way, Cary, NC 27513, USA
D Nieuwe Gouwe Oostzijde (OZ) 2j, 2801 SB Gouda, The Netherlands
E 225 Fullarton Road, Eastwood SA 5063, Australia
F 1200 Waterfront Centre, 200 Burrard Street, PO Box 48600, Vancouver BC, V7X 1T2, Canada
G De Amert 160, 5462 GH Veghel, The Netherlands
H Laarstraat 16B, Garden Square Blok AB, 2610 Wilrijk, Belgium
I Unit 1E, Block 71 B, The Plaza, Park West Business Park, Park West, Nangor Road, Dublin 12, Dublin, Ireland
J Building 4, Culross on Main, 34 Culross Road, Bryanston, 2195, South Africa
K 25 Quantum Street, Technopark, Stellenbosch, 7600, South Africa
L Regus, 13th Floor, Tower 2, Delta Corner Towers, Chiromo Road, Westlands, Nairobi, Kenya
M C/O Milsted Langdon LLP Freshford House, Redcliffe Way, Bristol BS1 6NL
N Pebble Beach Building Fourways Golf, 32 Roos Street, Fourways, Gauteng, 2055
O Södergatan 22, 211 34 Malmö, Sweden
P 37 Ferndale Avenue, Westville 3630
Q 838 Walker Road, Suite 21-2, Dover, Delaware 19904-2751

15 Subsidiaries (Continued)

(a) C and A Kudla Services (Pty) Limited was acquired by Kerridge Commercial Systems South Africa (Pty) Limited on 29 February 2024

(b) Rain Data Limited was acquired by Kerridge Commercial Systems Limited on 31 May 2024

(c) Klipboard Limited was acquired by Kerridge Commercial Systems Limited on 4 July 2024

(d) Excenta Limited and its subsidiary Excenta Inc was acquired by Kerridge Commercial Systems Limited on 8 July 2024

(e) Go2 Holdings Limited and its subsidiary Vigo Software Limited were acquired by Kerridge Commercial Systems Limited on 13 September 2024

All other entities, excluding the Skylark entities, were acquired when Skylark UK Bidco Limited acquired the Kerridge Commercial Systems Group Limited on 7 September 2023.

The following entities have taken the exemption in section 479A of the Companies Act 2006 (the Act) from the requirement in the Act for their individual accounts to be audited. The guarantee given from Skylark UK Topco Limited under section 479A of the Act is disclosed in note 28.

Compilator Ltd (company number: 04120590)
Excenta Limited (company number: 10958103)
Eagle Bidco 2018 Limited (company number: 11273164)
Go2 Holdings Limited (company number: 09674630)
Kerridge Commercial Systems (Bidco) Limited (company number: 09353447)
Kerridge Commercial Systems (Midco) Limited (company number: 09379895)
Kerridge Commercial Systems Group Limited (company number: 09353225)
Klipboard Limited (company number: 09382119)
Rain Data Limited (company number: 10364994)
Skylark UK Bidco Limited (company number: 14976210)
Skylark UK Debtco Limited (company number: 14985315)
Skylark UK EUR Finco Limited (company number: 14985364)
Skylark UK Holdco 1 Limited (company number: 14975664)
Skylark UK Holdco 2 Limited (company number: 14975858)
Skylark UK Midco Limited (company number: 14975972)
Skylark UK USD Finco Limited (company number: 14985357)
Vigo Software Limited (company number: 03532903)

16 Acquisition

On 7 September 2023 the Group, via Skylark UK Bidco Limited, acquired the entire issued share capital of Kerridge Commercial Systems Group Limited.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	243,944	296,290	540,234
Property, plant and equipment	3,605	-	3,605
Inventories	236	-	236
Trade and other receivables	35,090	(967)	34,123
Cash and cash equivalents	26,857	-	26,857
Borrowings	(196,886)	-	(196,886)
Trade and other payables	(58,742)	-	(58,742)
Tax receivables	(2,607)	-	(2,607)
Deferred tax	(3,619)	(124,163)	(127,782)
Total identifiable net assets	47,878	171,160	219,038
Goodwill			456,187
Total consideration			675,225

The consideration was satisfied by:	**£000**
Cash	665,766
Capitalised transaction costs	9,459
	675,225

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	177,177
Profit after tax	41,863

16 Acquisition (Continued)

On 29 February 2024 the Group, via Kerridge Commercial Systems South Africa (Pty) Limited, acquired the entire issued share capital of C and A Kudla Services (Pty) Limited.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	67	(67)	-
Property, plant and equipment	3	-	3
Trade and other receivables	17	-	17
Cash and cash equivalents	255	-	255
Trade and other payables	(85)	(317)	(402)
Total identifiable net assets	257	(384)	(127)
Goodwill			1,949
Total consideration			1,822

The consideration was satisfied by:	**£000**
Cash	1,773
Capitalised transaction costs	49
	1,822

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	695
Profit after tax	96

16 Acquisition (Continued)

On 31 May 2024 the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Rain Data Limited.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	-	1,360	1,360
Property, plant and equipment	23	-	23
Trade and other receivables	170	-	170
Cash and cash equivalents	126	-	126
Trade and other payables	(248)	-	(248)
Deferred tax	(7)	(340)	(347)
Total identifiable net assets	64	1,020	1,084
Goodwill			2,359
Total consideration			3,443

The consideration was satisfied by:	**£000**
Cash	2,560
Capitalised transaction costs	68
Deferred consideration	815
	3,443

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	549
Profit after tax	102

16 Acquisition (Continued)

On 4 July 2024 the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Klipboard Limited.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	-	3,200	3,200
Property, plant and equipment	3	-	3
Trade and other receivables	48	-	48
Cash and cash equivalents	585	-	585
Trade and other payables	(245)	-	(245)
Deferred tax	(7)	(793)	(800)
Total identifiable net assets	384	2,407	2,791
Goodwill			3,528
Total consideration			6,319

The consideration was satisfied by:	**£000**
Cash	4,514
Capitalised transaction costs	67
Deferred consideration	1,738
	6,319

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	151
Loss after tax	(45)

16 Acquisition (Continued)

On 8 July 2024 the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Excenta Limited and its subsidiary Excenta Inc.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	-	1,470	1,470
Property, plant and equipment	5	-	5
Trade and other receivables	448	-	448
Cash and cash equivalents	1,370	-	1,370
Trade and other payables	(469)	-	(469)
Deferred tax	(7)	(361)	(368)
Total identifiable net assets	1,347	1,109	2,456
Goodwill			4,949
Total consideration			7,405

The consideration was satisfied by:	**£000**
Cash	3,949
Capitalised transaction costs	91
Deferred consideration	3,365
	7,405

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	1,046
Profit after tax	286

16 Acquisition (Continued)

On 13 September 2024 the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Go2 Holdings Limited and its subsidiary company Vigo Software Limited.

Net assets acquired	**Book Value £000**	**Adjustments £000**	**Fair Value £000**
Intangible assets	2,541	2,659	5,200
Property, plant and equipment	274	-	274
Trade and other receivables	1,962	-	1,962
Cash and cash equivalents	316	-	316
Trade and other payables	(4,415)	-	(4,415)
Deferred tax	(505)	(1,300)	(1,805)
Total identifiable net assets	173	1,359	1,532
Goodwill			4,389
Total consideration			5,921

The consideration was satisfied by:	**£000**
Cash	5,811
Capitalised transaction costs	110
	5,921

Contribution by the acquired business for the reporting period included in the Group statement of comprehensive income since acquisition:

	£000
Turnover	-
Profit after tax	-

17 Stocks

	Group 2024 £000	**Company 2024 £000**
Finished goods and goods for resale	245	-

The difference between purchase price or production cost of stocks and their replacement cost is not material.

18 Debtors

	Group 2024 £000	Company 2024 £000
Amounts falling due within one year:		
Trade debtors	24,243	-
Amounts owed by group undertakings	-	2,184
Other debtors	1,045	29
Prepayments and accrued income	12,641	1
	37,929	2,214
Deferred tax asset (note 22)	1,729	-
	39,658	2,214
Amounts falling due after more than one year:		
Prepayments and accrued income	951	-
Deferred tax asset (note 22)	4,138	-
	5,089	-
Total debtors	44,747	2,214

Trade debtors are stated after provisions for impairment of £2,020,000.

Included within prepayments and accrued income is £1,969,000 in respect of interest rate caps which limit the Group's SONIA and SOFR interest rates to 6.0% for GBP and USD bank borrowings, and the Group's EURIBOR interest rate to 4.5% for EUR bank borrowings for a period of three years from 7 September 2023. Of this, £1,018,000 is expected to unwind within one year. In the period, interest rates have remained below the cap rate.

Company

Amounts owed by group undertakings due in less than one year are interest free, unsecured and payable on demand and not subject to any fixed repayment date.

19 Creditors: amounts falling due within one year

	Notes	Group 2024 £000	Company 2024 £000
Other borrowings	21	907	-
Trade creditors		3,851	-
Corporation tax payable		365	-
Other taxation and social security		6,009	-
Other creditors		6,401	-
Accruals and deferred income		47,166	-
		64,699	-

Included within other creditors is £308,000 in relation to dilapidations provision.

Included within other creditors is £5,069,000 in relation to deferred consideration on past acquisitions falling due within one year.

20 Creditors: amounts falling due after more than one year

	Notes	Group 2024 £000	Company 2024 £000
Bank loans	21	286,127	-
Other creditors		2,862	-
		288,989	-

Further information regarding both bank loans and loans from group undertakings is set out in note 21.

Other creditors of £2,862,000 relates to deferred consideration on past acquisitions falling due after more than one year.

21 Borrowings

	Group 2024 £000	Company 2024 £000
Bank loans	286,127	-
Other loans	907	-
	287,034	-
Payable within one year	907	-
Payable after five years	286,127	-

21 Borrowings (Continued)

Bank loans
On the 30 September 2024, the Company had the following bank borrowings:

GBP 150,000,000 repayable on 7 September 2030, interest is chargeable on this borrowing of SONIA plus Margin of up to 6.25% as defined by the Group's Senior Debt Facilities Agreement.

USD 147,296,000 repayable on 7 September 2030, interest is chargeable on this borrowing of SOFR plus Margin of up to 6.25% as defined by the Group's Senior Debt Facilities Agreement.

EUR 43,731,000 repayable on 7 September 2030, interest is chargeable on this borrowing of EURIBOR plus Margin of up to 6.25% as defined by the Group's Senior Debt Facilities Agreement.

Included within bank loans at 30 September 2024 is £10,350,000 of capitalised issue and arrangement fees.

The bank loans are secured on the assets of certain members of the Group.

Other loans
The other loan of £907,000 is repayable in one instalment with the remaining balance of £907,000 being repayable in less than one year.

22 Deferred taxation

The major deferred tax liabilities and assets recognised by the Group and Company are:

Group	Liabilities 2024 £000	Assets 2024 £000
Fixed asset timing differences	613	(159)
Losses and other deductions	(35)	2,346
Short term timing differences	7	3,680
Business combination intangible assets	130,079	-
	130,664	5,867

The Company has no deferred tax assets or liabilities.

Movements in the period:	Group 2024 £000	Company 2024 £000
Balances arising on business combinations	131,102	-
Credit to profit or loss	(6,404)	-
Foreign exchange movements	99	-
Liability at 30 September 2024	124,797	-

22 Deferred taxation (Continued)

Of the deferred tax asset set out above, £1,729,000 is expected to reverse within 12 months and relates to short term timing differences and the utilisation of tax reliefs against future expected profits of the same period.

A deferred tax asset of £471,000 has not been recognised in the period.

23 Retirement benefit schemes

	2024
Defined contribution schemes	**£000**
Charge to profit or loss in respect of defined contribution schemes	3,317

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Contributions totalling £393,000 were payable to the fund at the reporting date. These are included within other creditors.

Defined benefit schemes

The most recent comprehensive actuarial valuation of the plan assets and the present value of the defined benefit obligation was carried out at 30 September 2024. Future contributions are settled in line with the signed schedule of contributions which requires the employer to contribute £83,000 per year.

Valuation

The pension costs are assessed in accordance with the advice of a qualified actuary using the defined accrued benefit method. The most recent actuarial valuation was at 30 September 2022 and updated to 30 September 2024 by a qualified independent actuary.

	2024
Key assumptions	**%**
Discount rate	5.00
Inflation (RPI)	3.20
Inflation (CPI)	2.90

	2024
Mortality assumptions	**Years**
Assumed life expectations on retirement at age 65:	
Retiring today	
- Males	20.2
- Females	23.2
Retiring in 20 years	
- Males	21.6
- Females	24.8

23 Retirement benefit schemes (Continued)

Amounts recognised in the income statement	**2024 £000**
Net interest on net defined benefit liability/(asset)	(27)
Total costs/(income)	(27)

Amounts taken to other comprehensive income	**2024 £000**
Actual return on scheme assets	(715)
Less: calculated interest element	371
Return on scheme assets excluding interest income	(344)
Effects of changes in the demographic and financial assumptions underlying the present value of the plan liabilities-gain/(loss)	403
Experience gains and losses arising on the plan liabilities-gain/(loss)	(13)
Utilisation in the current year of unrecognised surplus	(624)
Unrecognised surplus in current period	611
Total costs	33

The amounts included in the statement of financial position arising from obligations in respect of defined benefit plans are as follows:

Group	**2024 £000**
Present value of defined benefit obligations	6,558
Fair value of plan assets	(6,558)
Deficit in scheme	-

The Company had no post employment benefits at 30 September 2024.

Movements in the present value of defined benefit obligations	**Group 2024 £000**
Brought forward on acquisition at the beginning of the period	6,247
Benefits paid	(423)
Actuarial gains and losses	390
Interest cost	344
At the end of the period	6,558

23 Retirement benefit schemes (Continued)

	Group 2024 £000
Movements in the fair value of plan assets	
Brought forward on acquisition at the beginning of the period	6,247
Interest income	380
Return on plan assets (excluding amounts included in net interest)	344
Benefits paid	(423)
Contributions by the employer	6
Administrative expenses paid from plan assets	(9)
At the end of the period	6,545
Effect of asset limit	13
Present value of plan assets after effect of asset limit	6,558

At 30 September 2024, the Company's defined benefit plan had a surplus of £611,000 (Brought forward on acquisition: £624,000). Under paragraph 28.22 of FRS102 a surplus should only be recognised to the extent that it is recoverable either through reduced contributions in the future or through refunds from the plan.

The analysis of the scheme assets at the reporting date were as follows:

	Group 2024 £000
Equity instruments	1,608
Debt instruments	5,557
Property	4
	7,169

The Company does not have a retirement contribution or benefit scheme.

24 Share capital

	Group and Company	
	2024	2024
Ordinary share capital	**Number**	**£000**
Issued and fully paid		
A Ordinary shares of 0.0001p each	103,237,879	11
B Ordinary shares of 0.0001p each	14,135,606	1
C1 Ordinary shares of 0.0001p each	1,771,520	-
C2 Ordinary shares of 0.0001p each	1,689,600	-
C3 Ordinary shares of 0.0001p each	550,400	-
	121,385,005	12
D1 Redeemable Preference shares of 0.0001p each	412,951,517	41
D2 Redeemable Preference shares of 0.0001p each	56,542,465	6
	469,493,982	47
Total equity share capital	590,878,987	59

The shares have the following rights:

Ordinary shares
Ordinary shares are divided into five classes, A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C3 Ordinary Shares.

Voting rights
The holders of A Ordinary Shares, B Ordinary Shares and C3 Ordinary Shares are entitled to receive notice of, attend and speak at general meetings of the Company and to vote on resolutions (including written resolutions). On a vote on a show of hands at a meeting, each shareholder has one vote, and on a vote on a written resolution or on a poll taken at a meeting, each holder has one vote in respect of each share held.

Distribution rights for proceeds of an exit event, dividend or return of capital
The holders of A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C3 Ordinary Shares are entitled to proceeds from an exit event, dividend or return of capital in accordance with a waterfall mechanism and other rules set out in the Company's Articles of Association.

Redemption
The Ordinary shares carry no redemption provisions.

D Preference Shares
D Preference Shares are dividend into two classes, D1 Redeemable Preference Shares and D2 Preference Shares.

Voting rights
The D Preference Shares are non-voting.

Distribution rights for proceeds of an exit event, dividend or return of capital
The holders of the D1 and D2 Redeemable Preference shares are entitled to proceeds from an exit event, dividend or return of capital in accordance with a waterfall mechanism and other rules set out in the Company's Articles of Association.

Redemption
The D Preference Shares are redeemable at the Company's option at any time.

24 Share capital (Continued)

Share Issues
The following shares were issued during the period:

On incorporation, 1 Ordinary share was issued for €1.

On 15 August 2023, 1 Ordinary share was redenominated from €1 to £0.85 and subdivided into 85 £0.01 Ordinary shares.

On 15 August 2023, 15 £0.01 Ordinary shares were issued for £0.15.

On 7 September 2023, 100 £0.01 Ordinary shares were subdivided into 1 £0.0001 Ordinary shares and £0.9999 of share premium.

On 7 September 2023, 1 £0.0001 Ordinary share was re-designated as 1 £0.0001 A Ordinary share.

On 7 September 2023:

- 103,237,878 £0.0001 A Ordinary shares were issued for £103,237,878, which includes share premium of £103,227,554;
- 13,725,083 £0.0001 B Ordinary shares were issued for £13,725,083, which includes share premium of £13,723,710;
- 412,951,516 £0.0001 D1 Redeemable Preference shares were issued for £412,951,516, which includes share premium of £412,910,221;
- 54,900,365 £0.0001 D2 Redeemable Preference shares were issued for £54,900,365, which includes share premium of £54,894,875;
- 1,164,800 £0.0001 C1 Ordinary shares were issued for £116,480, which includes share premium of £11,636;
- 1,689,600 £0.0001 C2 Ordinary shares were issued for £168,960, which includes share premium of £16,879; and
- 384,000 £0.0001 C3 Ordinary shares were issued for £96,000, which includes share premium of £23,990.

On 30 December 2023 28,560 £0.0001 B Ordinary shares were issued for £28,560, which includes share premium of £28,557 and 114,240 £0.0001 D2 Redeemable Preference shares were issued for £114,240, which includes share premium of £114,229 and 128,000 £0.0001 C1 Ordinary shares were issued for £12,800, which includes share premium of £1,279 and 217,600 £0.001 C3 Ordinary shares were issued for £54,400, which includes share premium of £13,595.

On 5 March 2024 17,696 £0.0001 B Ordinary shares were issued for £17,696, which includes share premium of £17,694 and 70,784 £0.0001 D2 Redeemable Preference shares were issued for £70,784, which includes share premium of £70,777 and 115,200 £0.0001 C1 Ordinary shares were issued for £11,520, which includes share premium of £1,151.

On 7 March 2024 116,416 £0.0001 B Ordinary shares were issued for £116,416, which includes share premium of £116,404 and 465,664 £0.0001 D2 Redeemable Preference shares were issued for £465,664, which includes share premium of £465,617 and 179,200 £0.0001 C1 Ordinary shares were issued for £17,920, which includes share premium of £1,790.

On 15 March 2024 9,385 £0.0001 B Ordinary shares were issued for £9,385, which includes share premium of £9,384 and 37,543 £0.0001 D2 Redeemable Preference shares were issued for £37,543, which includes share premium of £37,539 and 30,720 £0.0001 C1 Ordinary shares were issued for £3,072, which includes share premium of £307.

On 28 March 2024 17,184 £0.0001 B Ordinary shares were issued for £17,184, which includes share premium of £17,182 and 68,736 £0.0001 D2 Redeemable Preference shares were issued for £68,736, which includes share premium of £68,729 and 140,800 £0.0001 C1 Ordinary shares were issued for £14,080, which includes share premium of £1,407.

24 Share capital (Continued)

On 4 July 2024 40,000 £0.0001 B Ordinary shares were issued for £40,000, which includes share premium of £39,996 and 160,000 £0.0001 D2 Redeemable Preference shares were issued for £160,000, which includes share premium of £159,984.

On 8 July 2024 82,200 £0.0001 B Ordinary shares were issued for £82,200, which includes share premium of £82,192 and 328,800 £0.0001 D2 Redeemable Preference shares were issued for £328,800 which includes share premium of £328,767.

On 16 August 2024 34,574 £0.0001 B Ordinary shares were issued for £34,574, which includes share premium of £34,570 and 138,296 £0.0001 D2 Redeemable Preference shares were issued for £138,296, which includes share premium of £138,282 and 12,800 £0.0001 C1 Ordinary shares were issued for £1,280, which includes share premium of £128 and 140,800 C3 Ordinary shares were issued for £35,200, which includes share premium of £8,796.

On 13 September 2024 64,508 £0.0001 B Ordinary shares were issued for £70,959, which includes share premium of £70,952 and 258,037 £0.0001 D2 Redeemable Preference shares were issued for £258,037, which includes share premium of £258,011.

Repurchase and cancellation of shares:
On 19 April 2024, the Company repurchased and then cancelled 192,000 £0.0001 C3 Ordinary shares. Total consideration of £48,000 was paid by the Company.

25 Reserves

Share premium
Share premium is the amount above the nominal value received for shares sold, less transaction costs.

Employee benefit trust reserve
The employee benefit trust (EBT) reserve reflected an EBT set up for the benefit of employees and directors of Kerridge Commercial Systems Limited.

Cash assets of £30,000 held by the Group on behalf of the EBT are reported within the financial statements of the Group for the period ended 30 September 2024

Profit and loss reserves
Profit and Loss account includes all current period retained losses.

Share based payments reserve
The value of the share-based payment obligation held by the Group.

26 Cash generated from/(absorbed by) group operations

	2024 £000
Loss for the period after tax	(48,620)
Adjustments for:	
Taxation credited	(397)
Finance costs	40,713
Investment income	(550)
Amortisation and impairment of intangible assets	55,335
Depreciation and impairment of tangible fixed assets	1,690
Foreign exchange gains on cash equivalents	(4,305)
Pension scheme non-cash movement	(181)
Non-cash share based payment expense	2,228
Movements in working capital:	
Decrease in stocks	3
Increase in debtors	(4,678)
Increase in creditors	5,669
Cash generated from/(absorbed by) operations	46,907

27 Analysis of changes in net debt - group

	3 July 2023	Cash flows	Acquisitions and disposals	Other non-cash changes	Exchange rate movements	30 September 2024
	£000	£000	£000	£000	£000	£000
Cash at bank and in hand	-	(16,347)	29,511	-	-	13,164
Borrowings excluding overdrafts	-	(97,277)	(198,700)	(1,904)	10,847	(287,034)
	-	(113,624)	(169,189)	(1,904)	10,847	(273,870)

28 Financial commitments, guarantees and contingent liabilities

In order for the subsidiary companies, listed in note 15, to take the audit exemption in section 479A of the Companies Act 2006, Skylark UK Topco Limited has guaranteed all outstanding liabilities of those subsidiary companies at 30 September 2024 until those liabilities are satisfied in full.

29 Operating lease commitments

Lessee

At the reporting end date the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2024 £000	Company 2024 £000
Within one year	2,594	-
Between one and five years	5,729	-
In over five years	1,739	-
	10,062	-

30 Events after the reporting date

On 29 October 2024, the Group, via Kerridge Commercial Systems Limited, acquired the entire issued share capital of Silkmoth Group Limited and its subsidiaries for initial cash consideration of £3.5m. Silkmoth are software and web application development specialists focussed on the UK and European tyre industry. Silkmoth's solutions help deliver online sales for global tyre manufacturers, national chains, and independent tyre retailers throughout the UK, Ireland, and Europe, and is therefore another complementary acquisition for the Group.

On 31 January 2025, the Group, via Kerridge Commercial Systems Limited, irrevocably agreed to acquire the entire issued share capital of Mach2 Solutions Limited ("Mach2") for initial cash consideration of £141 million and total cash consideration of up to £150 million, contingent upon future performance. Mach2 is the ultimate parent undertaking for a group of entities trading as RAM Tracking which provides cloud based mobile work management solutions, vehicle and asset tracking, video monitoring, fleet management and driver and vehicle compliance. This acquisition complements KCS' growing suite of solutions to manage physical and field operations which are offered to KCS' global client base. The acquisition is to be funded through a combination of new equity issued by the Company and by new secured bank debt facilities. Following the acquisition of Mach2, the Group will continue to have access to committed acquisition debt facilities and revolving credit facilities which combined provide £100m of funding to support both working capital needs and further M&A investment.

31 Related party transactions

In accordance with Financial Reporting Standard 102 'section 33', the Company has taken advantage of the exemption for subsidiary undertakings, where all of the voting rights are controlled within a group, not to disclose related party transactions within that group.

Key management personnel

The total remuneration of key management personnel, being the directors of the group, was £843,000 in the year. In addition to this the Group also recognised £1,465,000 of share based payments in respect of these individuals.

32 Ultimate controlling party

The ultimate controlling party was considered to be funds managed by CapVest Irish Partners Limited.