

REGISTERED NUMBER: 10689961 (England and Wales)

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2019
FOR
GENTRACK HOLDINGS (UK) LIMITED**



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for the Year Ended 30 September 2019**

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GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

COMPANY INFORMATION
for the Year Ended 30 September 2019

DIRECTORS:

I C Black (resigned 20 February 2020)
J P Clifford (resigned 15 June 2020)
T M Bluett (resigned 31 January 2020)
R D Bartlett (appointed 23 March 2020)
P Muscat (appointed 23 March 2020)
J Spencer (appointed 15 June 2020)

SECRETARY:

J D Kershaw

REGISTERED OFFICE:

203 Eversholt Street
London
NW1 1BU

REGISTERED NUMBER:

10689961 (England and Wales)

AUDITOR:

KPMG LLP
Chartered Accountants
58 Clarendon Road
Watford
Hertfordshire
WD17 1DE

STRATEGIC REPORT
for the Year Ended 30 September 2019

The directors present their strategic report for the year ended 30 September 2019.

FAIR REVIEW OF THE COMPANY'S BUSINESS

The principal activity of the company is to hold the shares of Junifer Systems Limited, Gentrack UK Limited and Evolve Analytics Limited and it forms part of the Gentrack group of subsidiary companies in the UK. Gentrack Group Limited is a publicly listed company on the New Zealand and Australian stock exchanges.

The company is a wholly owned subsidiary of Gentrack Group Limited and was put in place in 2017, when Gentrack acquired Junifer Systems Limited, establishing a covenanted and ring-fenced debt structure.

On the 29 June 2018 Gentrack Holdings UK Limited acquired the entire share capital of Evolve Parent Limited for £23.2m.

The income statement on page 6 shows the company's results of the year. For the financial year ended 30 September 2019 the company made a loss on ordinary activities before taxation of £2.2m.

REVIEW OF BUSINESS

Other than settling and paying interest on intra-group loans, the company does not trade and therefore directors are of the opinion that key performance indicators are not relevant for an understanding of the company's performance.

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the company, principle risks and uncertainties are integrated with the principle risks and uncertainties of the Group, which include those of the company, are discussed in the Gentrack Group Limited consolidated group annual report and financial statements which do not form part of this report.

The COVID-19 pandemic had no material impact on the Group's operations for the first half of the year to 30 September 2020 and business continuity plans and working from home have enabled Gentrack to continue to operate largely unaffected. However, the economic downturn has now had an impact on our Airport and Utility customers, and we are seeing some projects delayed and postponed in the second half. In the UK, Energy Retailers were already under financial pressure prior to the economic downturn as a result of Government price caps introduced in 2019, and there is ongoing risk of further failures and consolidation in the second half.

COMPLIANCE WITH MODERN SLAVERY ACT

Gentrack Holdings (UK) Limited is committed to ensure that there are no cases of modern slavery or human trafficking in its supply chains or in any of its business.

We expect all our suppliers to have appropriate anti-slavery and human trafficking policies and processes in place. We never knowingly engage with suppliers or contractors involved in slavery or human trafficking and reserve the right to terminate our agreement with any third party found to have engaged in these practices.

Our recruitment policies protect against slavery and / or human trafficking in our business. We support and encourage the reporting of any concerns.

ON BEHALF OF THE BOARD:



.....
R D Bartlett - Director

Date:14/09/2020.....

REPORT OF THE DIRECTORS
for the Year Ended 30 September 2019

The directors present their report with the financial statements of the company for the year ended 30 September 2019.

DIVIDENDS

No dividends will be distributed for the year ended 30 September 2019.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2018 to the date of this report.

I C Black (resigned 20 February 2020)
J P Clifford (resigned 15 June 2020)
T M Bluett (resigned 31 January 2020)
R D Bartlett (appointed 23 March 2020)
P Muscat (appointed 23 March 2020)
J Spencer (appointed 15 June 2020)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

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

AUDITOR

The auditor, KPMG LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:



R D Bartlett - Director
203 Eversholt Street
London

NW1 1BU

Date:14/09/2020.....

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
GENTRACK HOLDINGS (UK) LIMITED**

Opinion

We have audited the financial statements of Gentrack Holdings (UK) Limited ("the company") for the year ended 30 September 2019 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
GENTRACK HOLDINGS (UK) LIMITED (continued)**

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.


Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.


Charlotte Anderson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

58 Clarendon Road
Watford
Hertfordshire,
WD17 1DE

Date 16.9.20

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

INCOME STATEMENT
for the Year Ended 30 September 2019

| | Notes | Year Ended 30.9.19 £ | Year Ended 30.9.18 £ |
|----------------------------------------|-------|----------------------------|----------------------------|
| TURNOVER | | | |
| Administrative expenses | | <u>(826,673)</u> | <u>(92,846)</u> |
| OPERATING LOSS | | (826,673) | (92,846) |
| Interest receivable and similar income | | <u>2,198</u> | <u>178,073</u> |
| | | (824,475) | 85,227 |
| Interest payable and similar expenses | 4 | <u>(1,418,374)</u> | <u>(1,787,272)</u> |
| LOSS BEFORE TAXATION | 5 | (2,242,849) | (1,702,045) |
| Tax on loss | 6 | <u>(17,767)</u> | <u>(10,888)</u> |
| LOSS FOR THE FINANCIAL YEAR | | <u>(2,260,616)</u> | <u>(1,712,933)</u> |

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

**OTHER COMPREHENSIVE INCOME
for the Year Ended 30 September 2019**

| | Year Ended 30.9.19 £ | Year Ended 30.9.18 £ |
|----------------------------------------------------|----------------------------|----------------------------|
| LOSS FOR THE YEAR | (2,260,616) | (1,712,933) |
| OTHER COMPREHENSIVE INCOME | — | — |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | <u>(2,260,616)</u> | <u>(1,712,933)</u> |

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

**BALANCE SHEET
30 September 2019**

| | Notes | 30.9.19 | | 30.9.18 | |
|----------------------------------------------|-------|--------------|--------------------|---------------------|---------------------|
| | | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Investments | 7 | | 68,272,411 | | 69,081,078 |
| CURRENT ASSETS | | | | | |
| Debtors | 8 | 224 | | 227,102 | |
| Cash at bank | | <u>1,600</u> | | <u>1,620</u> | |
| | | 1,824 | | 228,722 | |
| CREDITORS | | | | | |
| Amounts falling due within one year | 9 | | | <u>(19,584,345)</u> | |
| NET CURRENT ASSETS/LIABILITIES | | | <u>1,824</u> | | <u>(19,355,623)</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 68,274,235 | | 49,725,455 |
| CREDITORS | | | | | |
| Amounts falling due after more than one year | 10 | | (72,570,186) | | (51,778,557) |
| PROVISIONS FOR LIABILITIES | 12 | | <u>(28,655)</u> | | <u>(10,888)</u> |
| NET LIABILITIES | | | <u>(4,324,606)</u> | | <u>(2,063,990)</u> |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 13 | | 100 | | 100 |
| Retained earnings | | | <u>(4,324,706)</u> | | <u>(2,064,090)</u> |
| SHAREHOLDERS' FUNDS | | | <u>(4,324,606)</u> | | <u>(2,063,990)</u> |

The financial statements were approved by the Board of Directors on14/09/2020..... and were signed on its behalf by:



.....
R D Bartlett - Director

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

STATEMENT OF CHANGES IN EQUITY
for the Year Ended 30 September 2019

| | Called up share capital £ | Profit/ (losses) £ | Total equity £ |
|--------------------------------------------------------------|------------------------------------|--------------------------|----------------------|
| Balance 1 October 2017 | 100 | (351,157) | (351,057) |
| Loss for the financial year being total comprehensive income | - | <u>(1,712,933)</u> | <u>(1,712,933)</u> |
| Balance at 30 September 2018 | <u>100</u> | <u>(2,064,090)</u> | <u>(2,063,990)</u> |
| Loss for the financial year being total comprehensive income | - | <u>(2,260,616)</u> | <u>(2,260,616)</u> |
| Balance at 30 September 2019 | <u>100</u> | <u>(4,324,706)</u> | <u>(4,324,606)</u> |

NOTES TO THE FINANCIAL STATEMENTS
for the Year Ended 30 September 2019

1. STATUTORY INFORMATION

Gentrack Holdings (UK) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the *historical cost convention*.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirements to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

All amounts are disclosed in Pound Sterling, except where stated.

Going concern

Notwithstanding net liabilities of £4,324,606 as at 30 September 2019 and a loss for the year then ended of £2,260,616, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The company's activity is that of a holding company and it therefore has very limited costs, none of which are forecast to be settled in cash in the forecast period, being the 12 months from the date of approval of these financial statements.

These forecasts are dependent on the parent company, Gentrack Group Limited, not seeking repayment of the amounts currently due to the company, which at 30 September 2019 amounted to £72,570,187, and providing additional financial support during that period. Gentrack Group Limited has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period of 12 months from the date of approval of these financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 September 2019**

2. ACCOUNTING POLICIES - continued

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

Foreign currency

Translations in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical costs in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprises cash at banks and on hand.

Investments

Investments in subsidiaries are carried at cost less impairment.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transactions costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the period ended 30 September 2019. The directors of the company, who are also directors of other group companies, have limited involvement in this entity as it is a holding company. Therefore the directors' remuneration attributable to their services is nil.

There were no staff costs for the year ended 30 September 2019 nor for the period ended 30 September 2018.

The average number of employees during the year was NIL (2018 - NIL).

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 September 2019**

4. INTEREST PAYABLE AND SIMILAR EXPENSES

| | Year Ended 30.9.19 | Year Ended 30.9.18 |
|------------------------------------------------|-----------------------|-----------------------|
| | £ | £ |
| Bank loan interest | - | 248,962 |
| Interest on amounts owed to group undertakings | <u>1,418,374</u> | <u>1,538,310</u> |
| | <u>1,418,374</u> | <u>1,787,272</u> |

5. LOSS BEFORE TAXATION

The loss before taxation is stated after charging/(crediting):

| | Year Ended 30.9.19 | Year Ended 30.9.18 |
|-------------------------------|-----------------------|-----------------------|
| | £ | £ |
| Foreign exchange differences | 18,407 | (179,684) |
| Impairment loss on investment | <u>808,443</u> | <u>-</u> |

Auditors remuneration was borne by another group entity.

6. TAXATION

Analysis of tax expense

| | Year Ended 30.9.19 | Year Ended 30.9.18 |
|---------------------------------------|-----------------------|-----------------------|
| | £ | £ |
| Current tax: | | |
| Tax | - | - |
| Deferred Tax (Note 12) | <u>17,767</u> | <u>10,888</u> |
| Total tax expense in income statement | <u>17,767</u> | <u>10,888</u> |

Factors affecting the tax expense

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

| | Year Ended 30.9.19 | Year Ended 30.9.18 |
|--------------------------------------------------------------------------|-----------------------|-----------------------|
| | £ | £ |
| Loss before income tax | <u>(2,242,849)</u> | <u>(1,702,045)</u> |
| Loss multiplied by the standard rate of corporation tax in the UK of 19% | (426,141) | (323,389) |
| Effects of: | | |
| Disallowed expenses | 153,604 | - |
| Group relief | 272,537 | 323,389 |
| Other | <u>17,767</u> | <u>10,888</u> |
| Tax expense | <u>17,767</u> | <u>10,888</u> |

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 30 September 2019 has been calculated based on this rate. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. This will increase the company's future current tax charge accordingly.

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 September 2019**

7. INVESTMENTS

| | Unlisted investments £ |
|-----------------------|------------------------------|
| COST | |
| At 1 October 2018 | 69,081,078 |
| Additions | - |
| Disposals | (224) |
| Impairment | <u>(808,443)</u> |
| At 30 September 2019 | <u>68,272,411</u> |
| NET BOOK VALUE | |
| At 30 September 2019 | <u>68,272,411</u> |
| At 30 September 2018 | <u>69,081,078</u> |

The impairment of £808,443 relates to the impairment of the investment in Evolve Parent Limited. The impairment charge is recognised in administrative expenses.

Gentrack Holdings (UK) Limited owns 100% of the share capital of Junifer System Limited, Gentrack UK Limited and Evolve Parent Limited.

Gentrack Holdings (UK) Limited holds 100% of Junifer Systems Limited's issued share capital, comprising 129,800 ordinary £1 shares. On 1 October 2017 the trade and assets of Junifer Systems Limited was transferred to Gentrack UK Limited at net book value. As a consequence of this the residual investment value attributed to Junifer Systems Limited has been transferred to Gentrack UK Limited. Junifer Systems Limited's registered office is 203 Eversholt Street, London, NW1 1BU.

Gentrack Holdings (UK) Limited acquired 100% of Gentrack UK Limited's 100 ordinary £1 shares through an intercompany transfer. The company has the same registered office address as Gentrack Holdings (UK) Limited.

One ordinary £1 share in Evolve Parent Limited was acquired on 29 June 2018. Gentrack Holdings (UK) Limited owns 100% of the company's ordinary share capital. The registered office is Imperial Place, 2 Maxwell Road, Borehamwood WD6 1JN.

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 30.9.19 £ | 30.9.18 £ |
|------------------------------------|--------------|----------------|
| Amounts owed by group undertakings | <u>224</u> | <u>227,102</u> |

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 30.9.19 £ | 30.9.18 £ |
|-----------------------------------------|--------------|-------------------|
| Bank loans and overdrafts (see note 11) | - | 197 |
| Amounts owed to group undertakings | - | <u>19,584,148</u> |
| | <u>-</u> | <u>19,584,345</u> |

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

| | 30.9.19 £ | 30.9.18 £ |
|------------------------------------|-------------------|-------------------|
| Amounts owed to group undertakings | <u>72,570,187</u> | <u>51,778,557</u> |

The intercompany loan agreement is for 5 years ending 30 September 2022. The agreement states that the borrower shall repay the unpaid balance to the lender in full on the repayment date and interest is charged on the loans at a rate LIBOR plus 3%.

GENTRACK HOLDINGS (UK) LIMITED (REGISTERED NUMBER: 10689961)

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 September 2019**

11. FINANCIAL LIABILITIES - BORROWINGS

| | 30.9.19 | 30.9.18 |
|-----------------|----------|------------|
| | £ | £ |
| Current: | | |
| Bank overdrafts | - | 197 |
| | <u>-</u> | <u>197</u> |

The bank loan was repaid by group undertaking borrowings.

12. PROVISIONS FOR LIABILITIES

| | 30.9.19 | 30.9.18 |
|-----------------------------------|---------------|---------------|
| | £ | £ |
| Deferred tax – timing differences | <u>28,655</u> | <u>10,888</u> |

A reduction in the UK corporation from tax rate change from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 30 September 2019 has been calculated on this rate. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

13. CALLED UP SHARE CAPITAL

| Allotted and issued: | | | 30.9.19 | 30.9.18 |
|----------------------|-----------------|----------------|------------|------------|
| Number: | Class: | Nominal value: | £ | £ |
| 100 | Ordinary Shares | £1 | <u>100</u> | <u>100</u> |

14. RESERVES

| | Retained earnings £ |
|----------------------|------------------------|
| At 1 October 2018 | (2,064,090) |
| Deficit for the year | <u>(2,260,616)</u> |
| At 30 September 2019 | <u>(4,324,706)</u> |

15. ULTIMATE PARENT COMPANY

The ultimate controlling party is the parent company, Gentrack Group Limited, a company registered at 17 Hargreaves Street, St Marys Bay, Auckland, 1011, New Zealand, by virtue of its majority shareholding.

16. SUBSEQUENT EVENT

The COVID-19 pandemic had no material impact on the Group's operations for the first half of FY20 and business continuity plans and working from home have enabled Gentrack to continue to operate largely unaffected. However, the economic downturn has now had an impact on our Airport and Utility customers, and we are seeing some projects delayed and postponed in the second half.