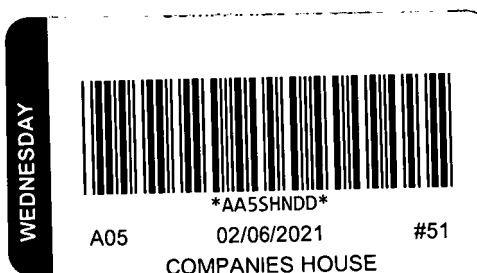


# **Bravura Solutions (UK) Investments Limited**

## **Report and Financial Statements**

30 June 2020

Registered No. 08737051



# Bravura Solutions (UK) Investments Limited

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Registered No. 8737051

## **Directors**

A B Klim  
W M Deda

## **Company Secretary**

N Liddell

## **Auditors**

Ernst & Young LLP  
1 More London Place  
London SE1 2AF

## **Bankers**

Barclays Bank PLC  
1 Churchill Place  
London E14 5HP

## **Registered Office**

201 Bishopsgate  
London  
EC2M 3AB

## **Principal Place of Business**

201 Bishopsgate  
London  
EC2M 3AB

## Directors' report

The Directors present their report on and financial statements of Bravura Solutions (UK) Investments Limited (the Company), registered number 8737051, for the year ended 30 June 2020.

### Results and dividend

The result of the Company for the year ended 30 June 2020 was £11,814,826 (2019: £ nil).

Dividends of £11,814,826 on ordinary shares were declared during the year ended 30 June 2020 (2019: £2,604,029).

### Directors

The following persons were directors of Bravura Solutions (UK) Investments Limited during the year.

A B Klim

B A Mitchell (terminated: 23 August 2019)

W M Deda

### Principal activities

The Company primarily holds investments in underlying subsidiaries. During the period the principal continuing activities of its subsidiaries consisted of the provision of professional consulting services and the development, licensing and maintenance of highly specialised administration and management applications for the financial services industry.

### Matters subsequent to the end of the financial period

On 30<sup>th</sup> October the Company acquired 100% of the issued shares in Delta Financial Systems for total consideration of up to £23 million, £14.5 million is the initial consideration with the remaining £8.5 million representing the maximum contingent consideration payable.

In order to fund the acquisition, the Company allotted additional shares to Bravura Solutions (UK) Holdings for a total subscription price of £14,597,891.

There have been no other matters or circumstances which have arisen since 30 June 2020 that have significantly affected, or may significantly affect:

- (a) the Company's operations or
- (b) the results of those operations or
- (c) the Company's state of affairs

in future financial years.

### Financial risk management

The Company's operations expose it to the usual range of financial risks facing similar businesses, including credit risk, liquidity risk and foreign exchange risk. Its exposure to financial risk and the procedures for managing this risk are set out in note 3 to the financial statements.

### COVID-19

In March 2020, the World Health Organization (WHO) declared spreading of the coronavirus (COVID-19) as a global health emergency. In the UK, the government has introduced lockdowns for more than one period and guidance measures which have impacted all businesses. In recognition of the unprecedented events of COVID-19 the company has been proactive in responding to the guidance issued by the government and introduced a range of measures to ensure the safety of its employees and the executive management team meet regularly to evaluate our responses to this dynamic and evolving situation to manage any disruption to our business operations and keep our clients, employees and stakeholders informed of our

## Directors' report (continued)

decisions and actions. Our Global Health & Safety Committee is responsible for ensuring the health and safety of all staff including the planning of a safe return to office working.

### Going concern

The directors are required to report that the business is a going concern, with supporting assumptions or qualifications as necessary.

The directors consider the impact of COVID-19 pandemic to not affect the Company as a non-trading company. As a result of this evaluation the directors did not identify any threat to the Company's ability to continue as a going concern.

In addition the Company's subsidiary, Bravura Solutions (UK) Limited, has provided the Company with a letter of support for a period of 12 months from the date of this report, confirming that they don't intend to recover the intercompany loan balance during this time, as a means to provide the Directors with further confidence that the going concern basis of preparation is appropriate. The directors consider that the Company has adequate resources and committed borrowing facilities to continue in operational existence for a period of at least 12 months from the date of signing these financial statements.

Consequently, they have continued to adopt the going concern basis in preparing the financial statements.

### Disclosure of information to the 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, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditor

In accordance with s.485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the Company.

On behalf of the board



Anthony Klim

Director

Date: 27 May 2021

## Strategic report

### Review of operations

#### Group overview

Bravura Solutions (UK) Investments Limited is a 100% owned subsidiary of Bravura Solutions (UK) Holdings Limited. 100% of the shares in Bravura Solutions (UK) Holdings Limited are held by Bravura Solutions Operations Pty Limited (formerly Bravura Solutions Pty Limited). The Company's ultimate holding company is Bravura Solutions Limited. The Bravura Solutions Group is a leading global supplier of software and services for superannuation and pension, life insurance, investment, transfer agency, STP financial messaging and portfolio administration.

#### Company review

The Company's principal activity during the year was the provision of information technology service activities. The Company's key financial and other performance indicators for the period were as follows:

	2020	2019	change
	£000	£000	%
Revenue	-	-	-
Profit before taxation	11,815	-	100%
Gain after tax	11,815	-	100%
Shareholders' funds	31,985	31,985	-
Current assets as % of current liabilities	0%	0%	-
Average number of employees	0	0	-

### Principal risks and uncertainties

The Company's operations expose it to the usual range of financial risks facing all similar businesses including the effects of changes in market prices of commodities, credit risk, liquidity risk and foreign exchange risk. Its exposure to financial risk and the procedures for managing this risk as set out in note 3 to the financial statements.



Anthony Klim

Director

Date: 27 May 2021

## Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. 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 those financial statements, the directors are required to:

- select suitable accounting policies in accordance with IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- state that the Company has complied with IFRSs, subject to any material departures disclosed and explained in the financial statements.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Independent auditor's report**

## **to the shareholders of Bravura Solutions (UK) Investments Limited**

### **Opinion**

We have audited the financial statements of Bravura Solutions (UK) Investments Limited for the year ended 30 June 2020 which comprise the statement of comprehensive income, the statement of financial position, the statement of cash flows, the statement of changes in equity and the related notes 1 to 13, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Accounting Standards in conformity with the requirements of the Companies Act 2006.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Other information**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we

## **Independent auditor's report (continued)**

### **to the shareholders of Bravura Solutions (UK) Investments Limited**

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

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

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

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

#### **Matters on which we are required to report by exception**

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the

## **Independent auditor's report (continued)**

**to the shareholders of Bravura Solutions (UK) Investments Limited**

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.

*Ernst & Young LLP*

Andrew Davison (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date: 27 May 2021

## Statement of Comprehensive Income

for the year ended 30 June 2020

	Notes	2020 £	2019 £
<b>Revenue</b>		-	-
<b>Gross profit</b>		-	-
Administrative expenses		-	-
<b>Profit before interest and taxation</b>		-	-
Dividends received	6	11,814,826	-
<b>Profit before taxation</b>		11,814,826	-
Total tax expense	7	-	-
<b>Profit for the year after tax</b>		11,814,826	-
Other comprehensive income/(loss)		-	-
<b>Total comprehensive income attributable to equity shareholders of company</b>		11,814,826	-

All amounts relate to continuing operations.

The accompanying notes on pages 13 to 19 are an integral part of this Statement of Comprehensive Income.

# Statement of Financial Position

at 30 June 2020

	Notes	2020 £	2019 £
<b>Non-current assets</b>			
Investments in subsidiaries	12	41,038,418	41,038,418
		<u>41,038,418</u>	<u>41,038,418</u>
<b>Current assets</b>			
Loan to group companies	12	4,215	4,215
		<u>4,215</u>	<u>4,215</u>
<b>Total assets</b>		<u>41,042,633</u>	<u>41,042,633</u>
<b>Equity and liabilities</b>			
<b>Capital and reserves</b>			
Share capital	9	9,614	9,614
Accumulated profit	10	31,975,572	31,975,572
<b>Total equity</b>		<u>31,985,186</u>	<u>31,985,186</u>
<b>Current liabilities</b>			
Trade and other payables	11	1,400	1,400
Loan from group companies	12	9,056,047	9,056,047
		<u>9,057,447</u>	<u>9,057,447</u>
<b>Total liabilities</b>		<u>9,057,447</u>	<u>9,057,447</u>
<b>Total equity and liabilities</b>		<u>41,042,633</u>	<u>41,042,633</u>

The accompanying notes on pages 13 to 19 are an integral part of this Statement of Financial Position.

These financial statements were approved by the directors on 27 May 2021 and signed on their behalf by:



Anthony Klim  
Director

## Statement of Changes in Equity

for the year ended 30 June 2020

	<i>Share capital £</i>	<i>Retained earnings £</i>	<i>Total share- holders' funds £</i>
At 30 June 2018	9,614	34,579,601	34,589,215
Profit/(Loss) for the period	—	—	—
Dividends paid	—	(2,604,029)	(2,604,029)
	<hr/>	<hr/>	<hr/>
At 30 June 2019	9,614	31,975,572	31,985,186
	<hr/>	<hr/>	<hr/>
Profit for the period	—	11,814,826	11,814,826
Dividends paid	—	(11,814,826)	(11,814,826)
	<hr/>	<hr/>	<hr/>
At 30 June 2020	9,614	31,975,572	31,985,186
	<hr/>	<hr/>	<hr/>

## Statement of Cash Flows

for the year ended 30 June 2020

	2020	2019
	£	£
<b>Operating activities</b>		
Profit before taxation	11,814,826	-
Dividends received	(11,814,826)	-
<b>Net cash flow generated from operating activities</b>	-	-
<b>Investing activities</b>		
Loans to group companies	-	-
<b>Net cash flow in investing activities</b>	-	-
<b>Financing activities</b>		
Dividends received	11,814,826	2,604,029
Dividends paid	(11,814,826)	(2,604,029)
<b>Net cash generated from financing activities</b>	-	-
<b>Net increase/(decrease) in cash and cash equivalents</b>	-	-
Cash and cash equivalents at 1 July	-	-
<b>Cash and cash equivalents at 30 June</b>	-	-

## Notes to the financial statements

For the year ended 30 June 2020

### 1. Corporate information

The financial statements of Bravura Solutions (UK) Investments Limited ('the Company') for the year ended 30 June 2020 were authorised for issue in accordance with a resolution of the directors on 27 May 2021. The Company is a private company incorporated in England. The principal place of business of the Company is in the United Kingdom.

### 2.1 Basis of preparation

The Company's financial statements have been prepared under the historical cost convention, as modified where applicable by the revaluation of financial assets at fair value through profit or loss.

The financial statements are presented in Sterling except when otherwise indicated.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. The nature of estimation means that actual outcomes could differ from those estimates.

#### **Going concern**

The directors are required to report that the business is a going concern, with supporting assumptions or qualifications as necessary.

The directors consider the impact of COVID-19 pandemic to not affect the Company as a non-trading company. As a result of this evaluation the directors did not identify any threat to the Company's ability to continue as a going concern.

In addition the Company's subsidiary, Bravura Solutions (UK) Limited, has provided the Company with a letter of support for a period of 12 months from the date of this report, confirming that they don't intend to recover the intercompany loan balance during this time, as a means to provide the Directors with further confidence that the going concern basis of preparation is appropriate. The directors consider that the Company has adequate resources and committed borrowing facilities to continue in operational existence for a period of at least 12 months from the date of signing these financial statements.

Consequently, they have continued to adopt the going concern basis in preparing the financial statements.

#### **Statement of compliance**

The financial statements of the Company have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. The accounting policies which follow set out those policies which apply in preparing the financial statements for the period ended 30 June 2020.

### 2.2 Summary of significant accounting policies

#### **Investment in subsidiaries, associates and joint ventures**

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of the Company. Dividends received from associates are recognised in profit or loss, rather than being deducted from the carrying amount of these investments.

#### **Financial guarantees**

Where the Company has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for as contributions and recognised as part of the cost of the investment.

#### **Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 2.2 Summary of significant accounting policies (continued)

#### *Dividends*

Revenue is recognised when the shareholders' rights to receive the payment is established. Other revenue is recognised when it is received or when the right to receive payment is established.

#### *Interest income*

Revenue is recognised as the interest accrues at the effective interest rate to the net carrying amount of the financial asset.

#### *Income taxes*

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- Where the temporary differences arise from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged equity, otherwise income tax is recognised in the income statement.

#### *Share capital*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### *Foreign currencies*

The presentation currency and the functional currency of the Company is Sterling (£). The functional currency of the parent company is Australian Dollars.

Transactions in foreign currencies are translated into £ at the rates of exchange ruling on the date of which transactions occur. At the balance sheet date, foreign currency monetary items are translated into £ at the foreign exchange rate ruling at the balance sheet date. Foreign exchange differences arising on translation are recognised in the income statement in the period in which they arise. At the balance sheet date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction, and non-monetary items which are carried in terms of fair value denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 2.2 Summary of significant accounting policies (continued)

#### *Impairment of assets*

At the end of each reporting period, the Company reviews internal and external sources of information to determine whether the carrying amounts of its investment in subsidiaries, have suffered an impairment loss or an impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, any impairment loss is determined and recognised as follows:

- The recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e., cash-generating unit).
- If the recoverable amount of an asset or a 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. Impairment losses are recognised as an expense immediately. A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses in respect of other assets is recognised as income immediately.

#### *Related parties*

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Company where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Company or of any entity that is a related party of the Company.

#### *Key sources of estimation uncertainty*

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

#### *Financial instruments*

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

#### *Derivative financial instrument*

The Company uses derivative financial instruments from time to time, such as interest rate swaps to hedge its risks associated with interest rate. These are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured to fair value. This derivative does not qualify for hedge accounting and any gains or losses arising from changes in fair value are taken directly to the income statement. Derivatives are carried as assets when the fair value is positive and as liabilities when fair values are negative. The fair value of interest rate swaps are determined by reference to market values for similar instruments.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The Company held no cash or cash equivalents as at 30 June 2020.

#### *Financial liabilities and equity held*

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below:

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 2.2 Summary of significant accounting policies (continued)

#### *Borrowings*

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs, and have not been designated 'as at fair value through profit or loss'. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

#### *Finance costs*

Finance costs are recognised as an expense when they are incurred.

#### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 3. Financial risk management objectives and policies

Risk management is integral to the business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. This section provides details of the Company's exposure to financial risks and describes the methods used.

#### *Credit risk*

Credit risk is the potential financial loss resulting from the failure of counterparty in settling their financial and contractual obligations to the Company, as and when they fall due.

At the balance sheet date, there was no significant concentration of credit risk.

#### *Market risk*

Although the consolidated parent entity (Bravura Solutions Operations Pty Ltd) is subject to market risk and manages its cost base subject to those market conditions which affect it, market risk is only secondary to the Company as a result of its primary activity.

#### *Liquidity risk*

The Company monitors its liquidity risk and that of its associates in order to maintain a level of cash and cash equivalents deemed adequate by the management.

#### *Foreign exchange risk*

The Company's business is principally conducted in the United Kingdom. The Company is exposed to foreign currency risk with respect to sterling, Polish zloty and the Australian dollar, due to the parent Company being based in Australia and an associate based in Poland. Foreign exchange risk mainly arises from recognised assets and liabilities and net investments in foreign operations.

#### *Fair value estimation*

The carrying amounts of the Company's financial assets, including investments in associates and derivatives and financial liabilities, including bank borrowings, approximate their fair values.

#### *Capital management*

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern, so that the Company can continue to provide returns for its shareholder and benefits for other stakeholders.

The Company's current focus is to ensure scheduled and pre-committed debt repayments and other capital commitments are met. Any financial covenants are taken into account before any dividend is declared to ensure that any such covenants are not breached.

### 4. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Bravura Solutions (UK) Holdings Ltd, a Company incorporated in the UK with 100% of its shares held by Bravura Solutions Operations Pty Ltd (formerly Bravura Solutions Pty Limited), incorporated in Australia. Bravura Solutions (UK) Investments Ltd registered address is 201 Bishopsgate, London, EC2M 3AB. The only group in which the results of the Company are consolidated is that headed by Bravura Solutions Ltd (formerly Bravura Solutions Holdings Pty Limited), listed on the ASX and incorporated in Australia. The consolidated financial statements of the group are available to the public and may be obtained from the ASX.

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 5. Revenue

The principal continuing activity of the Company is the provision of financing and investment activities in support of the group activity of software consultancy and supply.

Revenue/Income for the year is wholly attributable to activities undertaken in the United Kingdom, net of value added tax and discounts. There is no other activity than the one main business activity. As a result there is no segmental disclosure required in these financial statements.

#### Contract balances

The Company does not have any contracted revenues and therefore the asset and liabilities balances on the statement of financial position are free of any amounts relating to revenue.

#### Performance obligations

Information about the performance obligations are summarised below:

There is no revenue related to remaining performance obligations (unsatisfied or partially satisfied) at 30 June 2020.

### 6. Dividends received

	2020 £	2019 £
Dividends received	11,814,826	—

The Company received dividends of £11,814,826 (2019: £nil) from Bravura Solutions (UK) Limited during the year.

### 7. Taxation

#### (a) Tax on loss on ordinary activities.

Current tax rate is 19%. The Company did not make a taxable profit for the year and as such has not recognised a Current tax provision or benefit for the year.

#### (b) Reconciliation of tax

A reconciliation between tax expense and accounting profit using the weighted average taxation rate of the companies within the Company is as follows:

	2020 £	2019 £
Profit before taxation	11,814,826	-
Calculation at the effective income tax rate	2,244,817	-
Non-assessable dividend income	(2,244,817)	-
<i>Tax payable/(refundable)</i>	-	-

#### (c) Factors affecting future tax charge

The Company has non-trading tax losses incurred prior to 1 April 2017. These non-trading losses are available indefinitely for offset against the Company's future non-trading profits only. Accordingly, deferred tax assets have not been recognised in respect of these losses as the criteria for recognition have not been met.

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 8. Directors' remuneration

All the directors of the Company are also directors or key management of other group companies and their qualifying services with respect to the Company do not occupy a significant amount of their time. As such the directors do not believe it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the other group companies.

### 9. Authorised and issued share capital

	2020 £	2019 £
<i>Allotted, called up and fully paid</i>		
9,614 Ordinary shares of £1 each	9,614	9,614

The Company has one class of ordinary shares which carry no right to fixed income.

The Company paid dividends of £11,814,826 during the year ended 30 June 2020 to Bravura Solutions Holdings (UK) Limited, (2019: £2,604,029) which has a 100% shareholding in the Company.

An explanation of the Company's capital management process and objectives is set out in the discussion of capital management in Note 3.

### 10. Accumulated profit

	2020 £	2019 £
Accumulated profit at the beginning of the period	31,975,572	34,579,601
Profit after income tax	11,814,826	-
Dividends paid	(11,814,826)	(2,604,029)
Accumulated profits at the end of the period	31,975,572	31,975,572

### 11. Trade and other payables

	2020 £	2019 £
Withholding tax payable	1,400	1,400
	1,400	1,400

## Notes to the financial statements (continued)

For the year ended 30 June 2020

### 12. Related party disclosures

#### (a) Loans from related parties

	2020 £	2019 £
Bravura Solutions (UK) Limited	9,056,047	9,056,047
	<u>9,056,047</u>	<u>9,056,047</u>

#### (b) Subsidiaries

Interests in subsidiaries amount to £41,038,418 (2019: £41,038,418) and are set out below:

Name of Subsidiary	Country of Incorporation	class of shares	Equity holding %
Bravura Solutions (UK) Limited	United Kingdom	Ordinary	100
Bravura Solutions Luxembourg Holdings S.a.r.L.	Luxembourg	Ordinary	100
Bravura Solutions Polska Holdings sp z o o	Poland	Ordinary	100
Bravura Solutions Polska sp z o o	Poland	Ordinary	100

#### (c) Loans to related parties

	2020 £	2019 £
Bravura Solutions Investments Pty Limited	4,215	4,215
	<u>4,215</u>	<u>4,215</u>

### 13. Events occurring after the reporting period

On 30<sup>th</sup> October the Company acquired 100% of the issued shares in Delta Financial Systems for total consideration of up to £23 million, £14.5 million is the initial consideration with the remaining £8.5 million representing the maximum contingent consideration payable.

In order to fund the acquisition, the Company allotted additional shares to Bravura Solutions (UK) Holdings for a total subscription price of £14,597,891.

There have been no other events or circumstances subsequent to year end that have significantly affected, or may significantly affect, the operations, the results of those operations or the state of affairs of the entity in subsequent financial years.