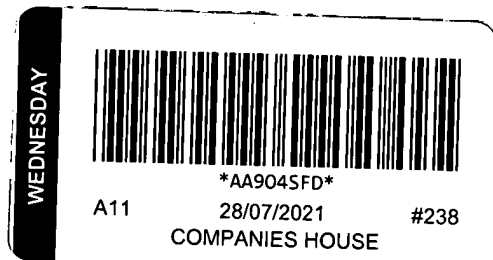


**Registered number: 04938619**

**EXCLAIMER LTD**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 SEPTEMBER 2020**



**EXCLAIMER LTD**

**CONTENTS**

	Page(s)
<b>Company Information</b>	1
<b>Strategic Report</b>	2 - 3
<b>Directors' Report</b>	4 - 6
<b>Independent Auditors' Report to the Members of Exclaimer Ltd</b>	7 - 9
<b>Statement of Comprehensive Income</b>	10
<b>Statement of Financial Position</b>	11
<b>Statement of Changes in Equity</b>	12
<b>Notes to the Financial Statements</b>	13 - 30

**EXCLAIMER LTD**

**COMPANY INFORMATION**

**Directors**

D W Richardson  
H J Davies  
D Amos  
H Frankievich  
M Gatto

**Registered number**

04938619

**Registered office**

250 Fowler Avenue  
Farnborough  
Hampshire  
GU14 7JP

**Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
3 Forbury Place  
23 Forbury Road  
Reading  
Berkshire  
RG1 3JH

## EXCLAIMER LTD

### STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2020

The directors present the Strategic Report of Exclaimer Ltd (the "Company") for the year ended 30 September 2020.

#### Principal activity

The principal activity of the Company is the development, marketing and selling of Email Signature Software (ESS) solutions.

#### Business review

The Company generated turnover of £18.6m (2019: £13.8m), gross profit of £14.8m (2019: £11.3m) and a profit before tax of £8.1m (2019: £7.0m) during the financial year.

#### Key performance indicators

The directors consider the following to be the key performance indicators for the Company:

Turnover	<b>2020</b>	2019
Gross profit margin	<b>£18.6m</b>	£13.8m
EBITDA	<b>80%</b>	81%
	<b>£8.4m</b>	£7.1m

EBITDA is defined as Operating Profit before depreciation and amortisation. Revenue growth in 2020 was 34% versus last year.

#### Strategy

The Company's strategy is to continue to grow revenues and maintain gross profit margin through the continued investment in its core ESS products and distribution. We have four main focus areas:

- Building sustainable and predictable subscription revenue from Cloud-based ESS products; this accounted for 84% of revenue in the year, up from 75% in the comparative year.
- Expanding sales globally, concentrating on key markets; 66% of our revenues in the year were from sales outside the UK.
- Maintaining the highest levels of product security and quality in order to maximise customer satisfaction and retention.
- Continuing to enrich the functionality and ease of use of our product offerings to underpin our position in the market.

In February 2021, the Company acquired 100% of the shares of Customer Thermometer Holdings Limited ('Customer Thermometer'). For further details, see Note 21.

## EXCLAIMER LTD

### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### Principal risks and uncertainties

The Company is subject to a number of business risks. By the nature of the business in which it operates, the Company is exposed to risks around technology and technological innovation. The Company mitigates this risk by taking a proactive approach to technological trends, continuously developing its product offering by launching new functionality and new versions of the product.

Credit risk - Customers may default on payments. The Company has implemented policies that ensure that appropriate credit checks on potential customers are carried out. The current level of risk is not considered to be material.

Liquidity risk - The risk that the Company will not be able to meet its obligations as they fall due. The liquidity requirements of the Company are managed by a central treasury function which monitors the future funding requirements over the short and medium term such that it can take action to supplement the Company's operating cash flows to service its obligation if appropriate.

Foreign exchange risk - The Company's reporting currency is GBP. Future business performance can be impacted by adverse foreign exchange movements in its main trading currencies. The Company operates a foreign exchange forward contract policy which provides greater certainty over future conversion to GBP. Additionally, cash balances held in each of the currencies are monitored on a continual basis and converted into GBP in line with the foreign exchange management policy that is applied by the Company.

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

DocuSigned by:  
  
F830EA3F6108425...  
**D Amos**  
Director

Date: 19/04/2021

## **EXCLAIMER LTD**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2020**

The directors present their annual report and the audited financial statements of Exclaimer Ltd (the "Company") for the year ended 30 September 2020.

#### **Principal activity**

The principal activity of the Company is the development, marketing and selling of email signature software solutions.

#### **Results and dividends**

The profit for the financial year amounted to £6,377,516 (2019: £6,249,573).

The Company did not recommend, propose or pay any dividends during the financial year.

#### **Directors**

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

D W Richardson  
H J Davies (appointed 24 December 2019)  
D Amos (appointed 31 December 2019)  
R D Ferguson (resigned 23 December 2019)  
H Frankievich (appointed 30 December 2020)  
M Gatto (appointed 30 December 2020)

#### **Qualifying third party indemnity provisions**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout this financial year end and is currently in force. The Company also purchased and maintained, from 2 December 2016, Directors' and Officers' liability insurance in respect of itself and its directors.

#### **Future developments**

The details of future development are outlined under the Strategy section in the Strategic Report.

#### **Going concern**

The directors have considered the going concern basis of preparation of these financial statements and concluded it to be appropriate on the basis that the Company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of this report.

The directors believe, based on Board approved forecasts, that the Company has the financial and operating means to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

The directors consider that the risk in relation to going concern arising from the impact of COVID-19 to be low. The business traded strongly throughout the portion of the financial year that was affected by the pandemic and has continued to grow and generate a profit and operating cash inflow in FY21 to date. Given the nature of the services, the directors believe that the level of revenue and cash inflow will be sustained going forward. The forecasts indicate that even in a severe downside scenario, current cash reserves would be sufficient for the Company to meet its liabilities as they fall due for a period of at least 12 months without the need for further facilities to be put in place. Furthermore, the range of remedial actions that could be taken to protect the business in such a circumstance is considered to be broad enough to provide further assurance regarding its long-term viability.

## **EXCLAIMER LTD**

### **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020**

#### **Research and development**

The costs of employees within the Company engaged in research and development activities are fully expensed to the Statement of Comprehensive Income in the year as the development costs did not meet the IFRS criteria for capitalisation. The total cost of research and development activities were £875,568 in the year (2019: £950,250).

#### **Employees**

The Company's policy is to consult with employees on matters likely to affect employee's interests. Information on these matters is given through internal e-mails and Company meetings.

#### **Matters covered in the strategic report**

The Company's approach to risk and uncertainties is discussed in the Strategic Report on page 3.

#### **Post balance sheet events**

Refer to note 21 for details of subsequent events.

#### **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are 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.

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.

**EXCLAIMER LTD**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

**Directors' confirmations**

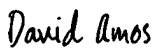
In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Independent auditors**

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

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

DocuSigned by:  
  
F830EA3F8108425...

**D Amos**  
Director

Date: 19/04/2021

## EXCLAIMER LTD

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EXCLAIMER LTD

## Report on the audit of the financial statements

---

### Opinion

In our opinion, Exclaimer Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 30 September 2020; the statement of comprehensive income; the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

---

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

---

### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

---

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

---

## EXCLAIMER LTD

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EXCLAIMER LTD (CONTINUED)

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 September 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

---

#### **Responsibilities for the financial statements and the audit**

##### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

##### *Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

##### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**EXCLAIMER LTD**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EXCLAIMER LTD (CONTINUED)**

---

**Other required reporting**

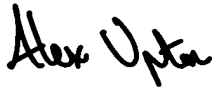
---

**Companies Act 2006 exception reporting**

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

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

We have no exceptions to report arising from this responsibility.



Alex Upton (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Reading  
Date: 20 April 2021

**EXCLAIMER LTD****STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Notes	2020 £	2019 £
Turnover	4	<b>18,564,959</b>	13,825,661
Cost of sales		<b>(3,727,674)</b>	(2,565,268)
<b>Gross profit</b>		<b>14,837,285</b>	11,260,393
Administrative expenses		<b>(10,821,973)</b>	(7,254,917)
Other operating income		<b>4,143,159</b>	3,022,737
<b>Operating profit</b>	5	<b>8,158,471</b>	7,028,213
Interest receivable and similar income		<b>3,400</b>	246
Interest payable and similar expenses		<b>(76,817)</b>	-
<b>Profit before taxation</b>		<b>8,085,054</b>	7,028,459
Tax expense	9	<b>(1,707,538)</b>	(778,886)
<b>Profit for the year</b>		<b>6,377,516</b>	6,249,573
<b>Total comprehensive income for the year</b>		<b>6,377,516</b>	6,249,573


The notes on pages 13 to 30 form part of these financial statements.

**EXCLAIMER LTD**  
**REGISTERED NUMBER: 04938619**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2020**

	Notes	2020 £	2019 £
<b>Fixed assets</b>			
Intangible assets	10	9,177	4,114
Tangible assets	11	2,251,597	230,407
Investments	12	138,302	138,302
		<u>2,399,076</u>	<u>372,823</u>
<b>Current assets</b>			
Debtors	13	27,787,640	17,493,921
Cash at bank and in hand		4,900,602	3,913,666
		<u>32,688,242</u>	<u>21,407,587</u>
Creditors: amounts falling due within one year	14	(14,723,888)	(9,395,106)
<b>Net current assets</b>		<u>17,964,354</u>	<u>12,012,481</u>
<b>Total assets less current liabilities</b>		<u>20,363,430</u>	<u>12,385,304</u>
Creditors: amounts falling due after more than one year	15	(1,962,146)	(361,536)
<b>Net assets</b>		<u><u>18,401,284</u></u>	<u><u>12,023,768</u></u>
<b>Capital and reserves</b>			
Called up share capital	17	30,000	30,000
Profit and loss account		18,371,284	11,993,768
<b>Total shareholders' funds</b>		<u><u>18,401,284</u></u>	<u><u>12,023,768</u></u>

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

DocuSigned by:  
  
 F830EA3F6108425...

**D Amos**  
 Director

Date: 19/04/2021

The notes on pages 13 to 30 form part of these financial statements.

**EXCLAIMER LTD****STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Called up share capital £	Profit and loss account £	Total shareholders' funds £
<b>At 1 October 2018</b>	<b>30,000</b>	<b>5,744,195</b>	<b>5,774,195</b>
<b>Comprehensive income for the financial year</b>			
Profit for the financial year	-	<b>6,249,573</b>	<b>6,249,573</b>
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>6,249,573</b>	<b>6,249,573</b>
<b>At 30 September 2019 and 1 October 2019</b>	<b>30,000</b>	<b>11,993,768</b>	<b>12,023,768</b>
<b>Comprehensive income for the financial year</b>			
Profit for the financial year	-	<b>6,377,516</b>	<b>6,377,516</b>
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>6,377,516</b>	<b>6,377,516</b>
<b>At 30 September 2020</b>	<b>30,000</b>	<b>18,371,284</b>	<b>18,401,284</b>

The notes on pages 13 to 30 form part of these financial statements.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 1. General information

Exclaimer Ltd (the "Company") is a private company limited by shares incorporated and domiciled in England. The address of its registered office is 250 Fowler Avenue, Farnborough, Hampshire, GU14 7JP.

The principal activity of the Company is the development, marketing and selling of email signature software solutions.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The following principal accounting policies have been applied consistently throughout the year:

##### 2.2 Financial reporting standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 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 paragraph 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, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

##### 2.3 Exemption from preparing consolidated financial statements

The Company is a wholly-owned subsidiary of Exclaimer Investment Limited and is included in the consolidated financial statements of Exclaimer Group Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 2. Accounting policies (continued)

##### 2.4 New and amended standards and interpretations

###### IFRS 16 Leases - effective 1 January 2019

IFRS 16, 'Leases' addresses the definition of a lease, recognition and measurement of leases and established principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from IFRS 16 is that most operating leases will be accounted for on statement of financial position for lessees.

The Company decided to implement the new standard retrospectively with the cumulative effect of initial application recognised as at the date of initial application of IFRS16, i.e. 1 October 2019 with the corresponding effects recorded in equity (retained earnings). This means that the data presented for 2019 and 2020 is not comparable.

For all leases, except for short-term leases and leases of low-value assets previously classified as operating leases:

- as at 1 October 2019 the Company has recognised a lease liability measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at 1 October 2019;
- for all leases the Company has elected to recognise a right-of-use asset at an amount equal to the lease liability, adjusted by the amount of prepaid or accrued lease payments relating to those leases recognised in the statement of financial position immediately before the date of initial application.

The Company elected the following practical expedients

- not to apply the new lessee accounting model to leases for which the lease term ends within 12 months after the date of initial application. Instead, it has accounted for those leases as short-term leases.

As a result of this, there has been no impact to retained earnings in relation to the initial application.

## **EXCLAIMER LTD**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020**

#### **2. Accounting policies (continued)**

##### **2.5 Going concern**

The directors have considered the going concern basis of preparation of these financial statements and concluded it to be appropriate on the basis that the Company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of this report.

The directors believe, based on Board approved forecasts, that the Company has the financial and operating means to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

The directors consider that the risk in relation to going concern arising from the impact of COVID-19 to be low. The business traded strongly throughout the portion of the financial year that was affected by the pandemic and has continued to grow and generate a profit and operating cash inflow in FY21 to date. Given the nature of the services, the directors believe that the level of revenue and cash inflow will be sustained going forward. The forecasts indicate that even in a severe downside scenario, current cash reserves would be sufficient for the Company to meet its liabilities as they fall due for a period of at least 12 months without the need for further facilities to be put in place. Furthermore, the range of remedial actions that could be taken to protect the business in such a circumstance is considered to be broad enough to provide further assurance regarding its long-term viability.

##### **2.6 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is GBP.

###### **Transactions and balances**

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 2. Accounting policies (continued)

##### 2.7 Turnover

The Company derives turnover from fees charged for meeting our performance obligations in connection with the use of our hosted cloud offerings, licenses to our on-premises software products and related support and maintenance services.

Turnover from the cloud subscriptions and support represent fees earned from providing clients with Software-as-a-Service (SaaS) in a hosted cloud-based infrastructure.

Software license turnover represent fees earned from the sale or license of software to clients for use on the client's premises where the customer takes possession of the software for installation on the client's premises (on-premises software).

Software support and maintenance turnover represent fees earned from providing customers with support services, which, for on-premises software products, comprise: (a) maintenance - unspecified future software updates and enhancements, and (b) limited technical product support services. We sell premium product support to clients that require additional technical support beyond their minimum included support. We do not distinguish within software support turnover the amounts attributable to technical support services and unspecified software updates and enhancements.

Turnover is recognised in accordance with the requirements of IFRS 15, turnover from Contracts with Customers, upon the transfer of promised goods or services to clients, in an amount that reflects expected consideration to be entitled to. IFRS 15 requires an evaluation of turnover arrangement with customers following a 5-step approach. The 5 steps are as follows: 1) identify the contract(s) with a customer; 2) identify the performance obligations in the contract(s); 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; 5) recognise turnover when (or as) the entity satisfies each performance obligation.

The Company charges for cloud subscription and licensing arrangements based on the number of email account users with a minimum contract duration of 12 months and turnover is recognised evenly over the duration of the contract.

The Company charges for On-premises licence software based on the number of email account users and recognised at the point the customer takes possession of the software which is also at the point of sale. In addition the Group charges for a minimum 12 months support and maintenance agreement and turnover is recognised evenly over the duration of the support and maintenance agreement.

Where there are multiple performance obligations (i.e. on-premise licence is sold with a support and maintenance agreement), the transaction price is allocated to each performance obligation based on the relative standalone selling prices of the goods or services being provided to the customer. The relative standalone selling price of each performance obligation is determined at contract inception. The transaction price is not reallocated after contract inception to reflect subsequent changes in standalone selling prices.

##### 2.8 Cost of sales

Cost of sales consists primarily of costs that are directly attributable to revenue generated by the Company.

## **EXCLAIMER LTD**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020**

#### **2. Accounting policies (continued)**

##### **2.9 Operating expenses**

Operating expenses consist of costs associated with the Company's sales and marketing activities, relationship management, engineering, in addition to general and administrative costs and charges for depreciation of property plant and equipment and amortisation of intangible assets.

Research and development expenses consist primarily of compensation and related costs for personnel responsible for the research and development of new and existing products and services and engineering costs.

Sales and marketing expenses consist primarily of compensation and related costs for personnel engaged in customer service, sales, and sales support functions, as well as advertising and promotional expenditures that are not directly attributable to revenue, in addition to facilities charges.

General and administrative expenses consist primarily of compensation and related costs for personnel and facilities, and include costs related to our facilities, finance, human resources, information technology, and legal organisations, and fees for professional services. Professional services are principally comprised of outside legal, audit, information technology consulting, and outsourcing services.

##### **2.10 Research and development**

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

##### **2.11 Other operating income**

The company derives other operating income from a distribution arrangement with other companies in the group.

##### **2.12 Interest receivable and similar income**

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

##### **2.13 Interest payable and similar expenses**

Interest payable and similar expenses are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument, amortised over the term of the instrument.

## **EXCLAIMER LTD**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020**

#### **2. Accounting policies (continued)**

##### **2.14 Pensions**

###### **Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

##### **2.15 Current and deferred taxation**

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

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

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

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

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

##### **2.16 Intangible assets**

Computer Software is stated at cost less accumulated amortisation and any recognised impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the assets. Amortisation is calculated to write down the cost of the assets over their estimated useful lives, using the straight-line method over a 3 year period.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 2. Accounting policies (continued)

##### 2.17 Tangible assets

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

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

Depreciation is provided on the following basis:

Right of use asset - property	- 10%
Long-term leasehold property	- 15%
Fixtures and fittings	- 20%
Computer equipment	- 33%

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

##### 2.18 Investments

Investments in subsidiaries are measured at cost less accumulated impairment. Investments are tested for impairment whenever there is an indication of impairment.

##### 2.19 Financial instruments

###### Financial assets

The Company holds the following financial assets:

###### *Trade debtors*

Trade debtors are initially recognised at fair value and subsequently measured at amortised cost less any impairment losses. The same accounting recognition and measurement basis is applied to the amounts owed by group undertakings.

###### *Cash and cash equivalents*

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

###### *Impairment of financial assets*

The Company's financial assets are subject to the expected credit loss (ECL) model. For trade debtors the simplified method has been applied whereby ECLs are measured using a lifetime expected loss allowance. Expected loss rates are based on historical ageing of debtors adjusted for risk-based estimates of future losses. The historical data is assessed over a period that reflects the current conditions and may change year on year.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 2. Accounting policies (continued)

##### 2.19 Financial instruments (continued)

###### Financial liabilities

The Company holds the following financial liabilities:

###### *Trade creditors*

Trade creditors are initially recognised at fair value and subsequently measured at amortised cost. Trade creditors are not interest bearing. The same accounting recognition and measurement basis is applied to the amounts owed to group undertakings.

###### *Lease liabilities*

*Applied to 30 September 2019*

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Comprehensive Income (OCI) on a straight-line basis over the period of the lease. All other lease are classified as Finance leases.

From 1 October 2019, a lease liability is recognised when the Company obtains control of the right-of-use asset, that is the subject of the lease. The initial lease liability recognised represents the discounted value of payments due under the lease less any incentives receivable.

Typically the interest rate implicit in the Company's leases cannot be easily determined and accordingly the Company's incremental borrowing rate, for borrowings of similar amounts and maturity periods; is used to discount amounts due under the lease. The lease liability is subsequently measured using the effective interest method, with interest recognised within finance costs.

Leases, which at inception have a term of less than 12 months or relate to low-value assets, are not recognised on the Balance Sheet. Payments made under such leases are charged to the income statement on a straight-line basis over the period of the lease.

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

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the financial results or the financial position reported in future periods.

##### Significant accounting estimates

Determining the carrying amounts of some assets and liabilities requires estimation of the effects of uncertain future events on those assets and liabilities at the end of the reporting period. Through the process of applying the Company's accounting policies the directors have not identified assumptions made about the future, and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

##### Significant accounting judgements

In the process of applying the Company's accounting policies, the directors have not made judgements that significantly affect the amounts it has recognised in the financial statements.

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****4. Turnover**

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

	2020 £	2019 £
Cloud SaaS	16,355,051	10,409,099
On premise support and maintenance	1,496,804	2,060,138
On premise perpetual licence	713,104	1,356,424
	<u>18,564,959</u>	<u>13,825,661</u>

	2020 £	2019 £
United Kingdom	6,236,440	4,556,835
Americas	7,590,172	5,708,913
APAC	3,885,824	2,932,752
Europe	852,523	627,161
	<u>18,564,959</u>	<u>13,825,661</u>

**5. Operating profit**

The operating profit is stated after charging:

	2020 £	2019 £
Depreciation of tangible assets	233,934	48,109
Amortisation of intangible assets	3,526	17,428
	<u>237,460</u>	<u>65,537</u>

**6. Auditors' remuneration**

	2020 £	2019 £
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	49,000	45,000
	<u>49,000</u>	<u>45,000</u>

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****7. Employees**

Staff costs, including directors' remuneration, were as follows:

	2020 £	2019 £
Wages and salaries	4,409,343	4,048,945
Social security costs	505,439	426,573
Other pension costs	91,885	57,956
	<u>5,006,667</u>	<u>4,533,474</u>

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

	2020 Number	2019 Number
Directors	1	2
Other employees	108	72
	<u>109</u>	<u>74</u>

All directors and executive management have authority and responsibility for planning, directing and controlling the activities of the Company, and are considered to be key management personnel.

**8. Directors' remuneration**

	2020 £	2019 £
Aggregate directors' remuneration	<u>898,428</u>	<u>882,621</u>

The highest paid director received remuneration of £290,687 (2019: £369,840).

Three of the directors were employed by another group company and their cost of £686,345 (2019: £369,840) was recharged to the Company.

Contributions to a defined contribution pension scheme in the year on behalf of the directors amounted to £7,325 (2019: £1,263). The number of directors accruing benefits under the defined contribution scheme amounted to 3 (2019: 3).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £3,000 (2019: nil).

## EXCLAIMER LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020

## 9. Tax

	2020 £	2019 £
<b>Corporation tax</b>		
Current tax on profits for the year	1,316,432	873,282
Adjustments in respect of prior years	387,930	(78,708)
<b>Total current tax</b>	<u>1,704,362</u>	<u>794,574</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	3,770	(6,155)
Changes to tax rates	(762)	56
Adjustments in respect of prior years	168	(9,589)
<b>Total deferred tax</b>	<u>3,176</u>	<u>(15,688)</u>
<b>Total tax</b>	<u><u>1,707,538</u></u>	<u><u>778,886</u></u>

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2019: lower than) the standard rate of corporation tax in the UK of 19.0% (2019: 19.0%). The differences are explained below:

	2020 £	2019 £
Profit before taxation	<u>8,085,054</u>	<u>7,028,459</u>
Profit before taxation multiplied by standard rate of corporation tax in the UK of 19.0% (2019: 19.0%)	1,536,160	1,335,407
<b>Effects of:</b>		
Expenses not deductible for tax purposes	42,196	5,326
Adjustments in respect of prior years	388,098	(88,297)
Tax rate changes	(762)	56
Income not taxable	(21,205)	-
R&D relief	-	(234,712)
Effects of group relief	(236,949)	(238,894)
<b>Total tax charge for the financial year</b>	<u><u>1,707,538</u></u>	<u><u>778,886</u></u>

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****9. Tax (continued)****Factors that may affect future tax charges**

On 3 March 2021, the Chancellor of the Exchequer announced that the main rate of corporation tax in the United Kingdom will rise to 25% with effect from 1 April 2023 for companies earning annual taxable profits in excess of £250,000. Companies earning annual taxable profits of £50,000 or less will continue to pay corporation tax at 19% with a marginal rate adjustment for companies earning annual taxable profits between the two levels. These changes had not been substantively enacted at the Balance Sheet date and therefore no adjustment has been made to deferred taxation balances to account for this change.

**10. Intangible assets**

	<b>Computer software £</b>
<b>Cost</b>	
At 1 October 2019	116,730
Additions	8,589
Disposals	(20,597)
At 30 September 2020	<u>104,722</u>
<b>Accumulated amortisation</b>	
At 1 October 2019	112,616
Charge for the year	3,526
On disposals	(20,597)
At 30 September 2020	<u>95,545</u>
<b>Net book value</b>	
At 30 September 2020	<u>9,177</u>
At 30 September 2019	<u>4,114</u>

## EXCLAIMER LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020

## 11. Tangible assets

	Right of use asset - property £	Long-term leasehold property £	Fixtures and fittings £	Computer equipment £	Total £
<b>Cost</b>					
At 1 October 2019	-	133,881	100,113	526,470	760,464
Additions	1,781,513	274,606	34,919	164,086	2,255,124
Disposals	-	(27,310)	(47,806)	(274,257)	(349,373)
At 30 September 2020	<u>1,781,513</u>	<u>381,177</u>	<u>87,226</u>	<u>416,299</u>	<u>2,666,215</u>
<b>Accumulated depreciation</b>					
At 1 October 2019	-	24,720	73,838	431,499	530,057
Charge for the year	135,878	20,748	14,017	63,291	233,934
Disposals	-	(27,310)	(47,806)	(274,257)	(349,373)
At 30 September 2020	<u>135,878</u>	<u>18,158</u>	<u>40,049</u>	<u>220,533</u>	<u>414,618</u>
<b>Net book value</b>					
At 30 September 2020	<u>1,645,635</u>	<u>363,019</u>	<u>47,177</u>	<u>195,766</u>	<u>2,251,597</u>
At 30 September 2019	<u>-</u>	<u>109,161</u>	<u>26,275</u>	<u>94,971</u>	<u>230,407</u>

**Right of use assets**

Leases are recognised as right of use assets and corresponding liabilities at the date at which the leased assets are available for use by the Company. The company leases property and small equipment. The office building at 250 Fowler Avenue is rented for a 10-year term. The contract contains an option to cancel after 5 years. The lease payments are fixed.

The Company has determined that it is reasonably certain not to exercise the option to break the lease. On this basis the lease liability and related right of use asset has been calculated based on the 10-year lease term.

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****11. Tangible assets (continued)**

The Company has a lease liability of £1,847,421 at the year-end (2019: £Nil).

	<b>2020</b>
	<b>£</b>
Current	<b>177,037</b>
Non-current	<b>1,670,384</b>
	<b><u>1,847,421</u></b>

The contractual undiscounted cash flows are due as follows:

	<b>2020</b>
	<b>£</b>
Within one year	<b>230,563</b>
Between 1-5 years	<b>979,264</b>
Over 5 years	<b>927,450</b>
	<b><u>2,137,277</u></b>

	<b>2020</b>
	<b>£</b>
<b>Amounts recognised in the Statement of Comprehensive Income:</b>	
Depreciation charge on right of use assets	<b>135,878</b>
Interest expense on lease liabilities	<b>65,908</b>
Expenses relating to short-term leases	<b>203</b>
	<b><u>202,989</u></b>

**12. Investments**

	<b>Investments in subsidiary companies £</b>
<b>Cost and net book value</b>	
On 30 September 2019 and 30 September 2020	<b><u>138,302</u></b>

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****12. Investments (continued)****Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Registered office</b>	<b>Principal activity</b>	<b>Class of shares</b>	<b>Holding</b>
Exclaimer Europe BV	Bollenmarkt 8E 1681 PJ Zwaagdijk-Oost, Netherlands	Re-seller of Exclaimer products and services	Ordinary	100%
Exclaimer LLC	We Work Brickell City Centre 78 SW 7th Street Miami FL 33130	Re-seller of Exclaimer products and services	Ordinary	100%

**13. Debtors**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Trade debtors	<b>1,870,619</b>	1,795,710
Amounts owed by group undertakings	<b>25,275,936</b>	15,578,291
Other debtors	<b>34,264</b>	113,271
Prepayments	<b>603,348</b>	-
Deferred taxation	<b>3,473</b>	6,649
	<b><u>27,787,640</u></b>	<b><u>17,493,921</u></b>

Amounts owed by group undertakings represent a receivable from Exclaimer Group (Holdings) Limited of £16,923,640 (2019: £9,586,681) which is non interest bearing and repayable on demand, an interest-bearing loan to Exclaimer Investment Limited of £5,767,671 (2019: £5,128,989) with an interest rate of 5% which is repayable on demand and receivable from Exclaimer LLC of £2,584,625 (2019: £842,621) which is non interest bearing and repayable on demand.

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****14. Creditors: amounts falling due within one year**

	2020 £	2019 £
Trade creditors	1,672,543	927,574
Amounts owed to group undertakings	5,279,600	1,841,264
Corporation tax	496,775	413,069
Taxation and social security	295,331	221,175
Lease liabilities	177,037	-
Other creditors	56,116	44,856
Accruals and deferred income	6,746,486	5,947,168
	<u>14,723,888</u>	<u>9,395,106</u>

Amounts owed to group undertakings represent payables to Exclaimer Group Limited £220,147 (2019: receivable £20,000). Exclaimer Group (Holdings) Limited £665,648 (2019: £278,631), Exclaimer Europe BV £2,042,785 (2019: £943,321) and Exclaimer LLC £2,351,020 (2019: £619,313) that are repayable on demand and are non-interest bearing.

Within accruals and deferred income above £5,992,429 (2019: £5,189,134) relates to deferred income of which £5,219,390 (2019: £4,189,769) relates to Software as a Service (SaaS) which customers pay up to 12 months in advance and £773,039 (2019: £999,365) relates to On Premise Software Support and Maintenance services which is also paid up to 12 months in advance. These amounts will both be recognised evenly over the remaining service term of the respective customer agreements and all within 12 months of the Statement of Financial Position date.

**15. Creditors: amounts falling due after more than one year**

	2020 £	2019 £
Lease liabilities	1,670,384	-
Deferred income	291,762	361,536
	<u>1,962,146</u>	<u>361,536</u>

Of the deferred income falling greater than one year above £81,374 (2019: £73,557) relates to SaaS paid more than 12 months in advance and £210,388 (2019: £287,979) relates to On Premise Software Support and Maintenance services paid more than 12 months in advance. These amounts will both be recognised evenly over the remaining service term of the respective customer agreements and all within 3 years of the Statement of Financial Position date.

**EXCLAIMER LTD****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2020****16. Deferred taxation**

	2020 £
At beginning of year	6,649
Charged to Statement of Comprehensive Income	(3,176)
<b>At end of year</b>	<b>3,473</b>

The deferred taxation balance is made up as follows:

	2020 £	2019 £
Accelerated capital allowances	(49,406)	(15,232)
Temporary differences trading	52,879	21,881
	<u>3,473</u>	<u>6,649</u>

**17. Called up share capital**

	2020 £	2019 £
<b>Allotted, called up and fully paid</b>		
20,000 (2019: 20,000) Ordinary A shares of £1 (2019: £1) each	20,000	20,000
10,000 (2019: 10,000) Ordinary B shares of £1 (2019: £1) each	10,000	10,000
	<u>30,000</u>	<u>30,000</u>

The Articles of Association authorise the Board to issue five classes of shares by ordinary resolution. Each class of ordinary share is entitled to one vote and each class of ordinary share equally on a per share basis in the rights and obligations of equity ownership. As of 1 October 2019, there were 20,000 A ordinary shares issued and none outstanding and 10,000 B ordinary shares issued and none outstanding. Both A and B ordinary shares have a nominal value of £1.

**18. Pension commitments**

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in independently administered funds. The pension cost charge represents contributions payable by the Company to the funds and amounted to £91,885 (2019: £57,956). Contributions totalling £13,898 (2019: £10,494) were payable to the fund at the reporting date and are included in creditors.

## EXCLAIMER LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

#### 19. Related party transactions

During the year no dividends were paid.

During the year, rent and property service fees of £136,884 (2019: £84,000) were paid to the CM Property Holdings Partnership. A D Millington and C Crawshay are partners in the CM Property Holdings Partnership.

The Company has taken exemptions to disclose related party transactions entered into between other member group entities wholly owned within the group.

#### 20. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Exclaimer Investment Limited with a 100% controlling interest, this company is incorporated in England.

At the balance sheet date, in the directors' opinion the Company's ultimate parent undertaking and controlling party was Exclaimer Group Limited, a company incorporated in England. The smallest and largest group for which group financial statements are drawn up and of which the Company is a member is Exclaimer Group Limited. Its registered office and the address from which the group financial statements can be obtained is 250 Fowler Avenue, Farnborough, Hampshire, GU14 7JP, UK.

At the balance sheet date the Company's ultimate beneficial owner was Livingbridge Fund 5 LP.

Following the subsequent event (see note 21), in the directors' opinion the Company's ultimate parent undertaking and controlling party is now Origin Holdings Limited, a company incorporated in Jersey.

#### 21. Subsequent events

On 30 December 2020 the Company's ultimate parent undertaking and controlling party, Exclaimer Group Limited ('EGL'), announced an investment of over £100m from leading global software investor, Insight Partners, with participation from Farview Equity Partners and existing investor Livingbridge. The investment was completed through a purchase of 100% of EGL's share capital by Origin Bidco Limited. The ultimate holding company of Origin Bidco Limited is Origin Holdings Limited, registered in Jersey.

In the directors' opinion the Company's ultimate parent undertaking and controlling party is now Origin Holdings Limited, a company incorporated in Jersey.

The Company's ultimate beneficial owner is now Insight Partners XI LP.

In February 2021, the Company acquired 100% of the shares of Customer Thermometer Holdings Limited ('Customer Thermometer'), the award-winning survey platform focused on real-time, actionable feedback from customers and employees. This acquisition further extends the Group's market leadership in the signature management marketplace by adding additional capabilities from within the email signature real estate.