REGISTERED NUMBER: 11531510 (England and Wales)

Annual Report and

Financial Statements for the Period Ended 31 December 2018

for

Kite Midco Limited

Kite Midco Limited

Contents of the Financial Statements
for the Period Ended 31 December 2018

Kite Midco Limited

Company Information
for the Period Ended 31 December 2018

DIRECTORS	M Razzini D Shah A J Weinel P D Rowse S J Miller
SECRETARY:	P D Rowse
REGISTERED OFFICE:	Winchester House Oxford Science Park Heatley Road Oxford Oxfordshire OX4 4GE
REGISTERED NUMBER:	11531510 (England and Wales)
LEGAL FORM OF ENTITY:	Kite Midco Limited is a private company limited by shares
INDEPENDENT AUDITORS:	Grant Thornton UK LLP 3140 Rowan Place John Smith Drive Oxford Business Park South Oxford Oxfordshire OX4 2WB

The directors present their strategic report for the 4-month period ended 31 December 2018.

SUMMARY

Kite Midco Limited is part of a four-tier UK incorporated and tax resident holding structure created on 22 August 2018. The company commenced trading on 31 August 2018 when Kite Bidco Limited acquired the entire share capital of ByBox Group Holdings Limited, the previous parent company of the ByBox Group, and its subsidiaries. This transaction was funded by a combination of debt provided by a syndicate led by National Westminster Bank PLC and equity provided Francisco Partners, LDC (Managers) Ltd and the company's management. ByBox Group Holdings Limited ownership of its subsidiaries remains unchanged by this transaction.

The Bybox group provides innovative supply chain software, technology and support services that enable multinational customers to optimise equipment uptime, delivery costs and inventory management.

Kite Midco Limited is the immediate holding company of Kite Midco II Limited which is the immediate holding company of Kite Bidco Limited.

REVIEW OF BUSINESS

Kite Midco Limited (registered in the UK) is a holding company. The company does not trade. The company holds loan notes and preference shares issued as part of the acquisition of the Bybox Group on 31 August 2018.

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks and uncertainties facing the business are centred around two main areas:

Ability to service debt:

- The Company requires that sufficient cash is generated by other trading entities in the group in order to meet the interest payments on its debt facilities. If the level of cash generated fell below the amount required to service the debt then the Group would default and would have to seek alternative funding methods. This risk is mitigated by managing expenditure in line with changing levels of revenue. In addition, the driver for capital expenditure on lockers is directly related to increased revenue. Therefore, such capital expenditure is only required when additional business is won.

Impairment to Investments and intercompany receivables:

- The August 2018 transaction generated a significant level of investment and receivables on the balance sheet of the Company. If the projected valuation of the Group was to fall below the level originally paid, then there is a risk that the investment and intercompany receivable values held in the balance sheet would need to be impaired. This risk is mitigated by managing expenditure in line with changing levels of revenue in order to maintain profitability.

DEVELOPMENT AND PERFORMANCE

The company's key financial and other performance indicators during the year were as follows:

	4-month period ended 31 December 2018 £
Loss on ordinary activities before taxation	(3,251,838)
Average number of employees	5

FINANCIAL KEY PERFORMANCE INDICATORS

A detailed budget is prepared each year and performance against the budget is measured regularly at a number of levels, including the following key KPI:

- Gross leverage ratio versus the plan

In addition, the Executive Board of Kite Midco Limited meets monthly to discuss the financial performance of the business against various budget and forecast measures.

STRATEGY AND FUTURE DEVELOPMENTS

The key strategic objective of Kite Midco Limited is to support the trading subsidiaries within the Group to allow them to:

- Support customers' growth ambitions in the UK and internationally;
- Provide innovative supply chain software, technology and support services that enable customers to optimise equipment uptime, delivery costs and inventory management.
- Continuously improve the functionality, software and economics of the locker and distribution network.

The key future developments planned are to support the trading subsidiaries within the Group to allow them to:

- Continuously improve the operating platform in terms of organisational structure, back office efficiencies, network optimisation and new business development;
- Extend the use of its new App locker products into different applications and markets; and
- Drive international growth using its App Locker technology in different applications and markets.

ON BEHALF OF THE BOARD:

P Rowse
Director

Date: 24 MAY 2019

The directors present their report with the financial statements of the Group for the period ended 31 December 2018.

DIVIDENDS

No dividends will be distributed for the period ended 31 December 2018.

DIRECTORS

The directors who served during the period were as follows:

M Razzini (appointed 22 August 2018)
D Shah (appointed 22 August 2018)
P D Rowse (appointed 11 September 2018)
S J Miller (appointed 11 September 2018)
A J Weinel (appointed 1 October 2018)

FINANCIAL INSTRUMENTS

The Company finances its operations through use of various financial instruments including loan notes and preference shares.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. Company policies are aimed at minimising such losses and via its trading subsidiaries deferred terms are only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures. Historically, these procedures have proved effective in minimising the level of impaired and past due debtors.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company aims to mitigate liquidity risk by managing cash generation by its trading subsidiaries and applying cash collection targets to those subsidiaries.

Cash flow risk is the risk of exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability. The Company manages this risk, where significant, by close monitoring of such exposures typically via its subsidiaries.

The Company's exposure to foreign currency risk is limited since it is a holding company which does not trade. Such trading is largely within its trading subsidiaries.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and group and of the profit or loss of the group for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business; and
- state whether applicable UK Accounting Standards have been followed, 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 and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GOING CONCERN

The directors have reviewed the future financing requirements of the company for the foreseeable future, including projected cash flows and funding requirements, and have a reasonable expectation that the company will have sufficient resources available to meet all of its liabilities as they fall due for a period of not less than 12 months from the date of signing of these financial statements.

The company's net liability position is primarily due to the loans as disclosed in note 12. The directors monitor and review cash flow information on an ongoing basis and believe that sufficient cash resources will be available to repay these loans as and when they become due and payable. The loans have a 10-year term and are not due to be repaid until 31 August 2028 or on exit if earlier (see note 12). There is no intention to make any interest repayments in relation to the loans or preference shares within 12 months from the signing of these accounts.

Based on the information above, the directors consider the company to be a going concern.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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

AUDITORS
In accordance with Section 485 of the Companies Act 2006, Grant Thornton UK LLP were appointed as auditors during the year. Under Section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

ON BEHALF OF THE BOARD:

P Rowse
Director

Date: 24 MAY 2019

Opinion

We have audited the financial statements of Kite Midco Limited (the 'company') for the period from 22 August 2018 to 31 December 2018, which comprise the Income Statement, the Statement of Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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. 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 directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matter on which we are required to report under the Companies Act 2006

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 the directors' report.

Matters on which we are required to report by exception

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 for the financial statements

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 Financial Reporting Council's website at: 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.

Grant Thornton UK LLP

Paul Holland
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Oxford
Date 24 May 2019

Kite Midco Limited
Income Statement
for the Period Ended 31 December 2018

	Notes	Period ended 31 December 2018 £
Administrative expenses		(5,124)
OPERATING LOSS		(5,124)
Interest receivable and similar income	5	1,010,353
Interest payable and similar charges	6	(4,257,067)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(3,251,838)
Tax on loss on ordinary activities	7	(190,994)
LOSS FOR THE FINANCIAL YEAR		(3,442,832)

There has been no other comprehensive income in the period

The notes on pages 13 to 28 form part of these financial statements

Kite Midco Limited (Registered number: 11531510)

Balance Sheet
31 December 2018

	Notes	2018 £	£
FIXED ASSETS			
Investments	8		103,994,964
			103,994,964
CURRENT ASSETS			
Debtors	9	30,992,383	
CREDITORS			
Amounts falling due within one year	10	(232,119)	
NET CURRENT ASSETS			30,760,264
TOTAL ASSETS LESS CURRENT LIABILITIES			134,755,228
CREDITORS			
Amounts falling due after more than one year	11		(138,105,097)
NET LIABILITIES			(3,349,869)
CAPITAL AND RESERVES			
Called up share capital	14		92,963
Retained earnings	15		(3,442,832)
SHAREHOLDERS' FUNDS			(3,349,869)

The financial statements were approved by the Board of Directors on 24 May 2019 and were signed on its behalf by:

P Rowse
Director

The notes on pages 13 to 28 form part of these financial statements

Statement of Changes in Equity
for the Period Ended 31 December 2018

	Called up share capital £	Retained earnings £	Total equity £
Changes in equity			
Issue of share capital	92,963	-	92,963
Total comprehensive loss	-	(3,442,832)	(3,442,832)
Balance at 31 December 2018	92,963	(3,442,832)	(3,349,869)

The notes on pages 13 to 28 form part of these financial statements

1. ACCOUNTING POLICIES

General Information
Kite Midco Limited is a private company limited by shares and incorporated in England and Wales.

The registered office of the company is:
Winchester House
Oxford Science Park
Heatley Road
Oxford
Oxfordshire
OX4 4GE

Basis of preparing the financial statements
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the Companies Act 2006. The Company/Group has elected to apply all amendments for FRS102, as set out in the triennial review published in December 2017, prior to the mandatory adoption for accounting periods beginning on or after 1 January 2019. The financial statements have been prepared under the historical cost convention, except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The financial statements are presented in Sterling (£).

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

- The requirements of Section 7 Statement of Cash Flows;
- The requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Kite Topco Limited as at 31 December 2018 and these financial statements may be obtained from:

Company Secretary – P D Rowse
Kite Topco Limited
Winchester House
Oxford Science Park
Heatley Road
Oxford
Oxfordshire
OX4 4GE

1. **ACCOUNTING POLICIES - continued**

Preparation of Consolidated Financial Statements
The financial statements contain information about Kite Midco Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Kite Topco Limited, a company registered in England and Wales.

Interest income
Interest income is recognised as interest accrues using the effective interest method.

Dividends
Dividend income is recognised when the company's right to receive payment is established.

Deferred Tax and Taxation
Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is calculated using the tax rates and laws that that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:
- the Company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in Note 7.

1. ACCOUNTING POLICIES - continued

Investments
Fixed asset investments are stated at cost less provision for diminution in value.

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the profit/(loss) on ordinary activities before taxation.

The company assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Investments are tested for impairment annually and at other times when there are indicators that the carrying amount may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

Financial instruments
Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.
Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Trade and other receivables
Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at the present value of future cash flows net of transaction costs, and are measured subsequently at amortised costs using the effective interest method, less any impairment.

Trade and other payables
Short term trade creditors are measured at transaction price. Other financial liabilities, including bank loans, are measures initially at the present value of future cash flows, net of transaction costs, and are measured subsequently at amortised costs using the effective interest method.

1. **ACCOUNTING POLICIES - continued**

Provisions for liabilities
Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Going Concern
The directors have reviewed the future financing requirements of the company for the foreseeable future, including projected cash flows and funding requirements, and have a reasonable expectation that the company will have sufficient resources available to meet all of its liabilities as they fall due for a period of not less than 12 months from the date of signing of these financial statements.

The company's net liability position is primarily due to the loans as disclosed in note 12. The directors monitor and review cash flow information on an ongoing basis and believe that sufficient cash resources will be available to repay these loans as and when they become due and payable. The loans have a 10-year term and are not due to be repaid until 31 August 2028 or on exit if earlier (see note 12). There is no intention to make any interest repayments in relation to the loans or preference shares within 12 months from the signing of these accounts.

Based on the information above, the directors consider the company to be a going concern.

2. **CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the financial statements requires management to make judgements, 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 period. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements have had the most significant effect on amounts recognised in the financial statements.

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the company performs impairment tests based on present value of future cash flows less costs to sell or a value in use calculation. The present value of future cash flows less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Recoverability of intercompany debt

Management uses judgement to assess the recoverability of the inter-company debt. The debt has been disclosed as due within one year as it is repayable on demand. However, there is no intention to recall this debt within 12 months of the signing of these accounts.

Financial Instruments

Financial instruments are classified as basic or non-basic by comparison to FRS 102, sections 11 and 12. Management judge whether the various terms of the instrument meet the definition of basic or non-basic by their understanding of the terms of the instrument and any conditions therein. See note 12 for further details of the various instruments and their conditions against which their classification was assessed.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

No estimates used by management are considered significant to the understanding of the financial statements

3. **STAFF COSTS**

There were no staff costs during the period and directors' remuneration was settled by other group companies.

The average monthly number of employees of the company during the period was as follows:

	4-month Period ended 31 December 2018
Directors	5
	5

4. AUDITORS' REMUNERATION

	4-month Period ended 31 December 2018 £
Fees payable to the company's auditors for the audit of the financial statements	3,375
Fees payable to the company's auditors for non-audit Services:	
Taxation compliance services	1,750
Other non-audit services	-
Total non-audit fees	1,750
Total fees payable	5,125

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	4-month Period ended 31 December 2018 £
Intra group loan interest	1,010,353
	1,010,353

6. INTEREST PAYABLE AND OTHER CHARGES

	4-month Period ended 31 December 2018 £
Loan Note interest	1,030,402
Preference share interest	3,226,665
	4,257,067

7. TAXATION

Analysis of the tax charge/ (credit)

The tax charge/ (credit) on the loss on ordinary activities for the year was as follows:

	4-month Period ended 31 December 2018 £
Current tax:	
UK corporation tax	190,994
Foreign tax	-
Double taxation relief	-
Deferred tax	-
Tax on loss on ordinary activities	190,994

UK corporation tax has been charged at 19%.

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

	4-month Period ended 31 December 2018 £
Loss on ordinary activities before tax	(3,251,838)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19%	(617,849)
Effects of:	
Expenses not deductible for tax purposes	808,843
Total tax charge/(credit)	190,994

8. FIXED ASSET INVESTMENTS

COMPANY

COST	£
Additions	103,994,964
As at 31 December 2018	103,994,964
NET BOOK VALUE	
At 31 December 2018	103,994,964

On 31 August 2018 funds managed by Francisco Partners acquired the entire share capital of Bybox Group Holdings Limited and its subsidiaries via a four-tier UK incorporated holding structure. Kite Midco Limited is one of the new holding companies and the investment value represents the company's shareholding in Kite Midco II Limited.

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Kite Midco II Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: direct holding company of Kite Bidco Limited and it's subsidiaries incorporated in August 2018.

Class of shares:	% holding
Ordinary	100.00

The following investments are held by virtue of the investment in Kite Midco II Limited:

Kite Bidco Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: direct holding company of Bybox Group Holdings Limited and it's subsidiaries incorporated in August 2018.

Class of shares:	% holding
Ordinary	100.00

8. **FIXED ASSET INVESTMENTS - continued**

Bybox Group Holdings Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: holding company for the Bybox Holdings Group prior to 31 August 2018.

Class of shares:	% holding
Ordinary	100.00

ByBox Holdings Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: directly owned by Bybox Group Holdings Limited. Bybox Holdings Limited is a holding company for a software, technology and support services group that enables multinational clients to optimise supply chain and inventory management.

Class of shares:	% holding
Ordinary	100.00

ByBox Field Support Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: Directly owned by Bybox Holdings Limited, Bybox Field Support Limited is a supply chain solutions provider based on locker networks acting as delivery and collection points.

Class of shares:	% holding
Ordinary	100.00

ByBox S.A.S.
Country of incorporation: France
Registered Office: 186 rue de Beaugé, 72 700 Rouillon, France
Nature of business: Directly owned by Bybox Holdings Limited, Bybox S.A.S provides proprietary "Konnect" software, technology and locker infrastructure to global markets.

Class of shares:	% holding
Ordinary	100.00

8. **FIXED ASSET INVESTMENTS - continued**

Logibag S.A.S.
Country of incorporation: France
Registered Office: 186 rue de Beaugé, 72 700 Rouillon, France
Nature of business: Directly owned by Bybox Holdings Limited. In the process of being wound up.

	%
Class of shares:	holding
Ordinary	100.00

ByBox Networks Limited
Country of incorporation: England
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: Directly owned by Bybox Holdings Limited. In the process of being wound up.

	%
Class of shares:	holding
Ordinary	100.00

ByBox.com Incorporated
Country of incorporation: USA
Registered Office: Winchester House, Oxford Science Park, Heatley Road, Oxford, OX4 4GE
Nature of business: Directly owned by Bybox Holdings Limited. Bybox.com Inc is a supply chain solutions provider based on locker networks acting as delivery and collection points.

	%
Class of shares:	holding
Ordinary	100.00

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018
	£
Amounts owed by group undertakings	30,992,383
	30,992,383

Funds were loaned to Kite Midco II Limited as part of the transaction disclosed in note 8. Key terms of the intercompany loan are as follows:
The rate of interest is 10% per annum.
The loan is unsecured and repayable on demand made at any time by the lender but only to the extent that such repayment is permitted under the terms of the intercreditor agreement. There is no intention to recall this loan within 12 months of the signing of the Financial Statements.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018
	£
Amounts owed to group undertakings	36,000
Corporation Tax	190,994
Accruals	5,125
	232,119

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

	2018
	£
Other loans (see note 12)	138,105,097
	138,105,097

12. LOANS

An analysis of the maturity of loans is given below:

	2018
	£
Greater than 5 years	
A Loan notes – related party	30,701,741
B Loan notes – Directors, management	8,322,777
B Loan notes – related party	103,308
Preference shares - Directors	59,301
Preference shares – related party	98,917,969
	138,105,097

Key terms of the loans are as follows:

A loan notes: 10% interest rate per annum, accruing on a daily basis, 10-year term to be repaid on 31 August 2028 or exit if earlier. Rank pari passu with B loan notes except that in an insolvency, the A Loan note will rank first. Interest to be rolled until exit may be cash paid subject to bank consent. The A loan notes were listed on the International Stock Exchange on 11 April 2019.

B loan notes: 10% interest rate per annum, accruing on a daily basis, 10-year term to be repaid on 31 August 2028 or exit if earlier. Rank pari passu with A loan notes except that in an insolvency, the A Loan note will rank first. Interest to be rolled until exit.

Preference shares: 10% interest rate per annum, accruing on a daily basis, 10-year term to be repaid on 31 August 2028 or exit if earlier. Holders of Preference Shares are paid their income dividend first.

To the extent not paid the preference share dividend will be rolled-up in arrears on each 12-month anniversary of the adoption date. Holders of Preference Shares are the first to be repaid in the event of winding up or a reduction of capital. They are repaid a sum equal to the subscription price they paid for them. The company may at any time prior to the final redemption date redeem all or some of the Preference Shares then in issue. The preference shares are non-voting shares and do not entitle the holder thereof to any vote either at a general meeting or by way of written resolution.

13. FINANCIAL INSTRUMENTS

	2018
Financial Assets that are debt instruments held at Amortised Cost	**£**
Amounts owed by group undertakings	30,992,383
	30,992,383
Financial Liabilities at amortised cost	
Amounts owed to group undertakings	36,000
Accruals	5,125
Loans	138,105,097
	138,146,222

14. CALLED UP SHARE CAPITAL

On 31 August 2018 the following shares were issued at the prices detailed in the table below:

Allotted, issued and fully paid

Class	Number	Paid per share	Nominal Value	2018 £
A Ordinary Shares	1	£0.01 each	£0.01 each	0
Ordinary Shares	92,963	£1.00 each	£1.00 each	92,963
			Total	**92,963**

Shares treated as debt

Class	Number	Paid per share	Nominal Value	2018 £
Preference shares	95,750,606	£1.00 each	£0.01 each	957,506

14. CALLED UP SHARE CAPITAL – continued

Key rights of shares: -

A ordinary shares

a) Each ordinary shareholder is entitled to one vote and on a poll each ordinary shareholder has one vote per share held
b) Ordinary shares issued are non-redeemable
c) Shares rank equally in terms of rights to take part in all approved ordinary share dividend distributions
d) Preference shares have priority in rights to participate in any distribution of capital on winding up of the company, a sum equal to the subscription price paid, thereafter ordinary shareholders in proportion to the number of ordinary shares held

Ordinary shares

a) Each ordinary shareholder is entitled to one vote and on a poll each ordinary shareholder has one vote per share held
b) Ordinary shares issued are non-redeemable
c) Shares rank equally in terms of rights to take part in all approved ordinary share dividend distributions
d) Preference shares have priority in rights to participate in any distribution of capital on winding up of the company, a sum equal to the subscription price paid, thereafter ordinary shareholders in proportion to the number of ordinary shares held

Preference shares

a) Preference shares are non-voting
b) Preference shares are redeemable
c) Shares rank equally in terms of rights to take part in all approved preference share dividend distributions
d) Preference shares have priority in rights to participate in any distribution of capital on winding up of the company, in a sum equal to the subscription price paid, thereafter ordinary shareholders in proportion to the number of ordinary shares held

15. RESERVES

Share premium
This includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Retained earnings
This includes all current period retained profits and losses.

16. CONTINGENT LIABILITIES

Any bank overdraft of the company, its parent or fellow subsidiaries, either present or future, with National Westminster Bank Plc is the subject of an unlimited composite guarantee. National Westminster Bank Plc may retain, set off or appropriate any cash balances within the company or group to cover these borrowings. The total potential liability as at 31 December 2018 is £2,061,512.

17. TRANSACTIONS WITH DIRECTORS

The related party loans held by Directors (as disclosed in note 12) were held by Stuart Miller and Peter Rowse. These total £6,779,088 and the accrued interest on these in the year was £228,446.

18. RELATED PARTY DISCLOSURES

The related party A loans (as disclosed in note 12) were held by:
LDC VII LP (Loan £29,757,165, accrued interest £750,044)
LDC Parallel VII LP (Loan £224,865, accrued interest £5,668)

The related party B loans (as disclosed in note 12) were held by:
Liberty Equity (Loan £99,940, accrued interest £3,368)

The related party preference shares (as disclosed in note 12) were held by:
Francisco Partners (Preference shares £77,370,753, accrued interest £2,608,804)
D21 S.A. (Preference shares £18,321,019, accrued interest £617,393)

The Directors preference shares (as disclosed in note 12) were held by:
Arthur Mesher, a Non-Executive Director of Kite Topco Limited (preference shares £58,834, accrued interest £467).

The management B Loan notes (as disclosed in note 12) include an amount held by Martin Hiscox, a Director of Kite Topco Limited and Bybox Group Holdings Limited (Loan £404,453, accrued interest £13,630).

19. **CONTROLLING PARTY**

Kite Topco Limited (a company incorporated in England and Wales) is the Company's immediate and ultimate parent company. Kite Topco Limited is controlled by Francisco Partners by virtue of their majority shareholding.

The smallest and largest group for which these accounts are included for consolidation are Kite Topco Limited.

Shareholders who have questions relating to the Group's business or who wish to obtain a copy of the consolidated accounts should apply to:

Company Secretary
Kite Topco Limited
Winchester House
Oxford Science Park
Heatley Road
Oxford
Oxfordshire
OX4 4GE