REGISTERED NUMBER: 09307929 (England and Wales)

WESTMINSTER MIDCO 1 LIMITED

Strategic Report, Report of the Directors and Annual Report and Financial Statements for the 52 week period 31 March 2018 to 29 March 2019

Contents of the Financial Statements
for the period 31 March 2018 to 29 March 2019

Company Information
for the period 31 March 2018 to 29 March 2019

DIRECTORS:	A J Burchall T J Cook A Herron G W Lloyd
SECRETARY:	G J A Dolan
REGISTERED OFFICE:	222 Bishopsgate London United Kingdom EC2M 4QD
REGISTERED NUMBER:	09307929 (England and Wales)
AUDITORS:	Ernst & Young LLP 1 More London Place London SE1 2AF

Strategic Report
for the period 31 March 2018 to 29 March 2019

The directors present the annual report and the audited financial statements for the 52 week period ended 29 March 2019 (with a comparative period of 1 April 2017 to 30 March 2018).

Principal activities
The company is part of the Westminster Topco Limited group. The principal activity for the company is that of an intermediate holding company and does not trade. It holds debt in the form of investor loan notes, which are listed on the International Stock Exchange, Jersey. Refer note 10 for further details on loan notes.

REVIEW OF BUSINESS
Business review
The results for the period and financial position of the Company are as shown in these financial statements. During the period the Company generated a loss before taxation of £7,071k (2018: £6,397k).

In September 2019, the Company repaid £30,082k of shareholder loan notes.

GOING CONCERN
The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £26,214k at 29th March 2019 (30th March 2018: £19,138k). Westminster Topco Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment

Key performance indicators
As an intermediate holding Company the Directors continue to monitor the performance of the subsidiary group, nGAGE Specialist Recruitment Limited.

PRINCIPAL RISKS AND UNCERTAINTIES
Economic and Commercial Risks
The principal risks facing the Group are macro economic and political factors impacting the recruiting and hiring decisions of customers and candidates.

Liquidity Risk
To maintain liquidity and ensure that sufficient funds are available for on-going operations and future developments, the Company makes use of its intercompany relationships.

Interest rate risk
The company finances its operations through shareholder loan notes, which are held at a fixed rate.

Brexit
The company has limited reliance on Europe as it is financed by UK-domiciled shareholder loan notes and does not trade.

FUTURE DEVELOPMENTS
The directors do not expect any change in the status or performance of the Company.

ON BEHALF OF THE BOARD:

....

A J Burchall - Director
Date: 9 December 2019

Report of the Directors
for the period 31 March 2018 to 29 March 2019

The directors present their annual report with the audited financial statements of the Company for the period 31 March 2018 to 29 March 2019. An indication of likely future developments in the business of the Company, review of the performance of the company and presentation of key performance indicators are included in the strategic report.

DIVIDENDS
No dividends were declared for the period ended 29 March 2019 (2018: - Nil)

EVENTS SINCE THE END OF THE PERIOD
In September 2019, the Company repaid £30,082k of shareholder loan notes.

DIRECTORS
The directors shown below have held office during the whole of the period from 31 March 2018 to the date of this report.

A J Burchall
T J Cook
A Herron
G W Lloyd

DIRECTORS INDEMNITIES
The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

EXISTENCE OF BRANCHES OUTSIDE THE UK
The company does not have any branches outside of the UK.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- So far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and

- Each director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

AUDITORS
Under section 487(2) of the Companies Act 2006, Ernst & Young LLP were appointed as auditors during the period and 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 financial statements with the registrar, whichever is earlier.

This Directors' Report was approved by the board on 9 December 2019 and signed on its behalf.

ON BEHALF OF THE BOARD:

....

A J Burchall - Director
Date: 9 December 2019

Statement of Directors' Responsibilities
for the period 31 March 2018 to 29 March 2019

The directors are responsible for preparing the Strategic Report, Report of the Directors, Annual 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the company financial statements, the directors are required to:
- select suitable accounting policies and then apply them consistently;
- make judgments 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.
- state whether applicable United Kingdom 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Opinion

We have audited the financial statements of Westminster Midco 1 Limited (the 'company') for the 52 week period ended 29 March 2019 which comprise the Income Statement, the Balance Sheet, the Statement of Other comprehensive income, the Statement of changes in equity and the related notes 1 to 15, 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 FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 29 March 2019 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 below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities 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.

Overview of our audit approach

Key audit matters	• *Recoverability of amounts owed by group undertakings* • Going concern considerations
Materiality	• Overall materiality of £497k which represents 1% of total assets.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><th>Risk</th><th>Our response to the risk</th><th>Key observations communicated to the Audit Committee</th></tr>
<tr><td>Recoverability of amounts owed by group undertakings

(Amounts owed by group undertakings as at 29 March 2019 - £51,451k; 30 March 2018 - £51,451k)

Refer to critical accounting estimates and judgements note in Note 2 to the financial statements

There is a significant level of judgement involved in determining the recoverability of amounts owed by the group undertakings.
The assessment of recoverability involves a judgement about the future performance of the relevant group undertakings. Consequently, there is a risk that the key assumptions such as growth forecasts and discount rates used in assessing the future performance are inappropriate.</td><td>We performed following procedures to address the risk:
Challenged management's growth forecasts of the group undertakings by comparing the growth forecasts with recent performance. We also assessed the historical accuracy of forecasts by comparing actual results to forecasts.
Verified that the forecasts used are consistent with the budgets approved by the Board.
Engaged our valuation specialists to assess the discount rates used by management.</td><td>We concluded that the amounts owed by group undertakings are recoverable and appropriately stated at the period end.</td></tr>
<tr><td>Going concern considerations

The Company has net liabilities of £26,214k as at the period-end (30 March 2018 - £19,138k)

Refer to Basis of preparation note in Note 2 to the financial statements

There is a risk that the Company may not have adequate funds and there is a material uncertainty for Company to continue the business operations for at least 12 months from the date of approval of accounts.</td><td>We performed following procedures to address the risk:
Assessed whether the Company has adequate net current assets as at the period end to meet the liabilities due in next 12 months.
Obtained the parent support letter indicating parent company's intention to continue to make available such funds as are needed by the Company for at least 12 months from the date of approval of the financial statements.
Obtained management's going concern assessment of Westminster Topco Limited and subsidiaries (the Group) to assess Group's ability to support the Company. We challenged management's going concern assessment by comparing the growth forecasts with recent performance. We also assessed the historical accuracy of forecasts by comparing actual results to forecasts and verified that the forecasts used are consistent with the budgets approved by the Board.
Post period-end the Company repaid £30,082k of shareholder loan notes (refer to note 15 of the financial statements). We obtained management's updated going concern assessment of Westminster Topco Limited and subsidiaries (the Group) to assess Group's ability to support the Company following the partial repayment of the shareholder loan notes.</td><td>We concluded that there is no material uncertainty for the Company to continue operating as a going concern for at least 12 months from the date of approval of the accounts and it's appropriate to prepare the accounts on a going concern basis.</td></tr>
</table>

An overview of tailoring the scope of our audit
Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the company and effectiveness of controls, including controls and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Our application of materiality
We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality
The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the company to be £497k (2018: £1,029k), which is 1% (2018: 2%) of total assets. We believe that total assets is the key metric used by the management, investors, analysts and lenders, with shareholder value being driven by total assets.

Performance materiality
The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the company's overall control environment, our judgement was that performance materiality was 75% of our planning materiality, namely £373k.

Reporting threshold
An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £25k (2018: £52k), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information
The other information comprises the information included in the annual report 2-6, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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

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

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 6, 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 https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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

Ernst & Young LLP

Andrew Clewer (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
11 December 2019

Income Statement
for the period 31 March 2018 to 29 March 2019

	Notes	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Administrative expenses		(30)	(19)
OPERATING LOSS		(30)	(19)
Interest payable and similar expenses	4	(7,041)	(6,378)
LOSS BEFORE TAXATION	5	(7,071)	(6,397)
Tax on loss	6	(5)	5
LOSS FOR THE FINANCIAL YEAR		(7,076)	(6,392)

The notes form part of these financial statements

Other Comprehensive Income
for the period 31 March 2018 to 29 March 2019

	Notes	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
LOSS FOR THE YEAR		(7,076)	(6,392)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(7,076)	(6,392)

The notes form part of these financial statements

Balance Sheet
29 March 2019

	Notes	29 March 2019 £'000	30 March 2018 £'000
NON-CURRENT ASSETS			
Investments	7	-	-
CURRENT ASSETS			
Debtors	8	**51,451**	51,451
Tax	6	-	5
		51,451	51,456
CREDITORS			
Amounts falling due within one year	9	**(1,827)**	(1,996)
NET CURRENT ASSETS		**49,624**	49,460
TOTAL ASSETS LESS CURRENT LIABILITIES		**49,624**	49,460
CREDITORS			
Amounts falling due after more than one year	10	**(75,838)**	(68,598)
NET LIABILITIES		**(26,214)**	(19,138)
CAPITAL AND RESERVES			
Called up share capital	11	-	-
Retained earnings	12	**(26,214)**	(19,138)
SHAREHOLDERS' DEFICIT		**(26,214)**	(19,138)

The financial statements were approved by the Board of Directors on 9 December 2019 and were signed on its behalf by:

....

A J Burchall - Director

The notes form part of these financial statements

Statement of Changes in Equity
for the period 31 March 2018 to 29 March 2019

	Share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2017	-	**(12,746)**	**(12,746)**
Changes in equity			
Loss for the year and total comprehensive loss	-	(6,392)	(6,392)
Balance at 30 March 2018	-	**(19,138)**	**(19,138)**
Changes in equity			
Loss for the year and total comprehensive loss	-	(7,076)	(7,076)
Balance at 29 March 2019	-	**(26,214)**	**(26,214)**

1. STATUTORY INFORMATION

Westminster Midco 1 Limited is a private company, limited by shares, registered in England and Wales and incorporated in the United Kingdom under the Companies Act 2006. The company's registered number and registered office address can be found on the Company Information page.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 2.

These financial statements are presented in Pounds Sterling, which is also the company's functional currency.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements because it is included in the group accounts of Westminster Topco Limited. The group accounts of this company is available to the public and can be obtained as set out in note 14.

2. ACCOUNTING POLICIES

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

The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting requirements issued by the financial Reporting Council.

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

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 10(d), 16, 38A, 38B, 38C, 38D, 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 paragraphs 17 and 18A of IAS 24 Related Party Disclosures – and the requirements in IAS 24 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.

During the period ended 29 March 2019, the company adopted IFRS 15 – Revenue from Customers and IFRS 9 – Financial Instruments for the first time. The nature and effect of this adoption resulted in no adjustments to the financial statements.

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement. There has been no change to the classification or measurement of the company's financial assets and liabilities on application of IFRS 9 at 31 March 2018. The adoption of IFRS 9 has changed the company's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss ('ECL') approach. At initial application of the standard, management considered the outstanding intercompany loan and concluded that the borrower has sufficient resources to repay the intercompany loan. Consequently, management concluded that there were no expected credit losses to be recognised at initial adoption of the standard.

2. **ACCOUNTING POLICIES - continued**

Going concern
The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £26,214k at 29th March 2019 (30^{th} March 2018: £19,138k). The company is dependent for its working capital on funds provided to it by Westminster Topco Limited, this company's ultimate parent. Westminster Topco Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment

Critical accounting judgements and key sources of estimation uncertainty
In the application of the accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going 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.

Critical judgements in applying the accounting policies
In the course of preparing the financial statements, the directors have made judgements over the recoverability of amounts due from group undertakings. In reviewing the appropriateness of concluding that these amounts are recoverable, the directors have considered the going concern of the overall group which this company is part of, and its ability to cover any amounts due to the company. The directors are comfortable that both the group remains a going concern and the company is able to collect any outstanding balances in full if required.

Other than this, no judgements have been made in the process of applying the accounting policies that have had a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty
The directors do not consider there to be any key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. ACCOUNTING POLICIES - continued

Financial instruments

Trade receivables
Trade receivables are initially recognised at fair value and are carried at amortised cost as reduced by expected credit losses.
The Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

Cash and cash equivalents
Cash and cash equivalents include cash at bank and in hand and overdrafts.

Financial liabilities principally relate to shareholder loans, trade and other payables, and accruals and deferred income. Under IFRS 9, debt instruments are subsequently measured at fair value through profit or loss, amortised cost, or fair value through OCI.

Equity
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Share capital is determined using the nominal value of shares that have been issued.

Retained earnings include all current and prior period results as disclosed in the statement of comprehensive income.

Trade payables
Trade payables are initially recognised at fair value and are carried at amortised cost.

Borrowings
Interest-bearing borrowings are recognised initially at fair value less attributable issue costs. Finance charges, including premiums payable on settlement or redemption and direct-issue costs, are accounted for on an accrual basis in the income statement using the effective interest rate method.

2. ACCOUNTING POLICIES - continued

Taxation
The tax expense represents the sum of the tax currently payable and the deferred tax charge.

Provision is made for current tax on taxable profits for the period. Taxable profit differs from profit before taxation as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on all temporary differences. Deferred tax assets are recognised only to the extent that it is probable that taxable profits will be available against which to offset the deductible temporary differences. Deferred tax is calculated at the tax rates that are enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity or to other comprehensive income, in which case the related deferred tax is also dealt with in equity or in other comprehensive income.

Temporary differences arise where there is a difference between the accounting carrying value in the statement of financial position and the amount attributed to that asset or liability for tax purposes.

Interest expense
All interest expenses are recognised in the income statement in the period in which it is incurred using the effective interest method. Arrangement fees incurred in respect of borrowings are amortised over the term of the agreement.

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 29 March 2019 nor for the year ended 30 March 2018.

The remuneration of the Directors is borne by nGAGE Specialist Recruitment Limited, a company within the Westminster Topco Limited group, of which they are Directors. The directors do not consider it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the fellow group undertakings. The disclosure of director emoluments and pension details can be found in the financial statements of nGAGE Specialist Recruitment Limited.

The financial statements of nGAGE Specialist Recruitment Limited are available to the public and may be obtained from 222 Bishopsgate, London, EC2M 4QD.

4. INTEREST PAYABLE AND SIMILAR EXPENSES

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Bank interest	-	-
Interest on shareholder loans	7,041	6,378

5. LOSS BEFORE TAXATION

The loss before taxation is stated after charging:

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Fees payable to the company's auditors and their associates for the audit of the company's financial statements	10	7

Amounts payable to the Company's auditor in respect of services other than the audit of the Company's financial statements, have not been disclosed as the information is disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Westminster Topco Limited.

6. TAXATION

Analysis of tax expense/(income)

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Current tax:		
Tax	5	(5)
Total tax expense/(income) in income statement	5	(5)

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

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Loss before income tax	(7,071)	(6,397)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	(1,343)	(1,215)
Effects of:		
Adjustment in respect of prior years	5	-
Non-deductible interest expense	1,064	909
Origination / reversal of temporary differences	-	62
Group relief surrendered	279	239
Tax expense/(income)	5	(5)

6. **TAXATION - continued**

Factors that may affect future tax charges

The UK corporation tax rate will reduce to 17% by 2020. A reduction in the rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015, and a further reduction to 17% (effective from 1 April 2020) was also substantively enacted in the Finance Act 2016.

This will reduce the Company's future current tax charge accordingly.

7. **INVESTMENTS**

	Investments in Subsidiary undertakings £000
COMPANY	
Cost and net book value	
At 31 March 2018	-
At 29 March 2019	-

The Company held £0.01 (2018: £0.01) of share capital in its wholly owned subsidiary Westminster Midco 2 (company number 09307982, registered at 222 Bishopsgate, London, EC2M 4QD). This represented 100% of the ordinary shares in the business.

Subsidiary undertakings

The following entities are indirect subsidiaries of the Company and are all registered at 222 Bishopsgate, London, EC2M 4QD, with the exception of:

- Retinue Solutions Limited: 1st Floor, Baird House, Milton Keynes Buckinghamshire, MK5 8FR
- GCS Inc: 90 Broad Street, 2nd Floor, New York, NY 10004, USA
- nGAGE Specialist Recruitment GmbH (previously nGAGE Proactive GmbH): Krausenstrasse 9-10, 10117 Berlin, Deutschland

Name	Class of shares	Company number	Holding
Retinue Solutions Limited	Ordinary shares	07664187	100%
Community Resourcing Limited	Ordinary shares	04123649	100%
Eden Brown limited	Ordinary A & B shares	03643845	100%
HCIG Operations Limited	Investor & Management shares	06533365	100%
Caritas Recruitment Limited	Ordinary A & B shares Deferred shares	06728939	81.39%
nGAGE Proactive Technical Recruitment Limited	Ordinary A shares	06857482	100%
Attenti Limited	Ordinary shares	06954218	100%
Synergy Recruitment Consultancy Limited	Ordinary shares	07637706	100%
EWI Recruitment Limited	Ordinary shares	07864306	68.73%
Inner Circle Recruitment Limited	Ordinary shares	08758376	100%
Butler Rose Recruitment Limited	Ordinary shares	08968041	73.13%
Myles Roberts	Ordinary shares	09989333	75%
nGAGE Proactive Technical Recruitment GmbH	Ordinary shares	HRB-1081 23	100%
Alphatec Limited	Ordinary shares	08840052	80.61%
FRG Recruitment Limited	Ordinary A & B shares	08771590	100%
Watson Limited	Ordinary A shares	02124693	98.89%
Setsquare Recruitment Limited	Ordinary shares	03696145	100%
QU Recruitment Limited	Ordinary shares	10287031	100%

7. **INVESTMENTS - continued**

Name	Class of shares	Company number	Holding
GCS Bidco Limited	Ordinary shares	10713573	70.40%
GCS Recruitment Holdings Limited	Ordinary shares	06609808	70.40%
GCS Recruitment Specialists Limited	Ordinary shares	05609278	70.40%
GCS Inc	Ordinary shares		70.40%
Henlow Bidco Limited	Ordinary shares	11687490	67%
Ignition People Limited	Ordinary shares	11096431	80%
Henlow Recruitment Group Limited	Ordinary shares	10193200	67%

Henlow Recruitment Group Limited was acquired through Henlow Bidco Limited on 28th November 2018.

Dormant companies

3 Blue Dots Limited	Ordinary shares	04571595	100%
Technical Resourcing Solutions Limited	Ordinary shares	04571595	100%
Resourcing Group Limited	Ordinary shares	04833222	100%
Technical Resourcing Solutions Ps Limited	Ordinary shares	05641336	100%
VMS 365 Limited	Ordinary shares	04123649	100%
RG Managed Services Limited	Ordinary shares	08968001	100%
I-Resource Ltd	Ordinary shares	06954258	100%
MT Dormant Limited	Ordinary shares	11343897	100%

8. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	29 March 2019 £'000	30 March 2018 £'000
Amounts owed by group undertakings	**51,451**	51,451

The amounts owed by group undertakings are non-interest bearing and payable on demand. The directors are confident that these amounts are fully recoverable (see Note 2) and hence have applied a nil ECL to these amounts owed.

9. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	29 March 2019 £'000	30 March 2018 £'000
Amounts owed to group undertakings	**1,806**	1,983
Accruals and deferred income	**21**	13
	1,827	1,996

The amounts owed to group undertakings are non-interest bearing and payable on demand.

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

	29 March 2019 £'000	30 March 2018 £'000
Shareholder loan notes	75,838	68,598

The shareholder loans are repayable if the principal ownership and control of the entity is transferred or sold. This loan has been classified as long term and due for repayment in 2024 or upon a change in ownership, if earlier. No change of ownership is anticipated in the 12 month period from the date of approval of these financial statements. Interest is fixed at 10% and accrued within the loan notes.

11. CALLED UP SHARE CAPITAL

Allotted and issued: Number:	Class:	Nominal value:	29 March 2019 £'000	30 March 2018 £'000
1	Share capital 1	£0.01	-	-

12. RESERVES

	Retained earnings £'000
At 31 March 2018	(19,138)
Loss for the year	(7,076)
At 29 March 2019	(26,214)

13. RELATED PARTY DISCLOSURES

At the balance sheet date, the following amounts were due to and from related parties:

- An amount due to Graphite Capital of £75,837,669 (2018: £68,597,855).
- An amount due to Westminster Topco Limited of £1,747,354 (2018: £1,945,899).
- An amount due from Westminster Midco 2 Limited of £51,450,607 (2018: £51,450,607).
- An amount due to nGAGE Specialist Recruitment Limited of £58,791 (2018: £36,802).

14. ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING

The company is owned by Westminster Topco Limited, the controlling party. The ultimate parent Company is Westminster Topco Limited. The A1 ordinary shares in Westminster Topco Limited are held by funds managed by Graphite Capital. None of the funds individually has an ultimate controlling stake in Westminster Topco Limited. No individual holds more than 20% of the share capital of the company. Hence, the Directors consider that there is no ultimate controlling party of the Company.

The only group in which the results of the company are consolidated is that headed by Westminster Topco Limited. The consolidated financial statements of the group are available to the public and may be obtained from 222 Bishopsgate, London, EC2M 4QD.

15. POST BALANCE SHEET EVENTS

In September 2019, the Company repaid £30,082k of shareholder loan notes.