
CMSPI Midco 1 Limited

Annual Report and Financial Statements

For the Year Ended 30 April 2024

CMSPI Mideo 1 Limited

Company Information

Directors	B Doyle K Tallar
Registered number	13219309
Registered office	Suite 4fo4 Oxford Place 61 Oxford Street Manchester M1 6EQ
Independent auditors	Hurst Accountants Limited Chartered Accountants & Statutory Auditors 3 Stockport Exchange Stockport Cheshire SK1 3GG

CMSPI Midco 1 Limited

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**Strategic Report
For the Year Ended 30 April 2024**

Introduction

The directors present the Strategic Report for the year ended 30 April 2024.

Business review

The company is an intermediate holding company. The company's performance is measured by reference to the trading subsidiaries, CMS Payments Intelligence Limited and its subsidiaries, CMS Payments Intelligence Inc (incorporated in the United States of America), CMS Payments Intelligence Pte Limited (incorporated in Singapore), CMSPI Pty Limited (incorporated in Australia) and CMSPI GmbH (incorporated in Germany).

The company holds intercompany balances both due to and from fellow group members. Interest is charged on those balances in line with agreements held with those parties. During the year, the company received interest income of £5.6m (2023: £6.7m) and was charged interest of £113k (2023: £113k) on intercompany balances.

The company also holds loan notes due to shareholders of the ultimate parent company. Interest is charged on these loan notes at a fixed rate and they are serviced in line with the loan note agreements. During the year, the company was charged interest of £15.1m (2023: £14.4m) on shareholder loan notes. A gain of £245k (2023: £557k) was recognised in operating profit in respect of gains arising on the acquisition of loan notes from exiting loan note holders.

The company has net current assets of £88m (2023: £98m), and net liabilities of £26.1m (2023: £16.8m) at 30 April 2024. The main balance sheet movements in the year relate to changes in intercompany loans payable and receivable and movements in the associated interest debtors and accruals balances.

Principal risks and uncertainties

The principal risk for the company is that the performance of the trading companies within the group of which it is a member do not make sufficient profits to service the external debts that the group owes.

Other principal risks include the impact of increasing interest rates due to the level of interest bearing borrowing.

These risks are mitigated by close financial management of the company's finances and cash flows and by only entering into fixed rate borrowing instruments which mitigates against the risk of rising interest rates.

Financial key performance indicators

As an intermediary holding company, the only KPI's considered by management is in relation to debt service cover which is managed at the consolidated group level.

The Group considers the ratio of consolidated EBITDA to External Debt as a KPI, as this is key to compliance with its debt

servicing covenants. At the year end, the directors calculated this ratio to be 1.88 (2023: 2.47), which was compliant with its debt covenants.

CMSPI Midco 1 Limited

**Strategic Report (continued)
For the Year Ended 30 April 2024**

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

.....
K Tallar
Director

Date: 29 January 2025

**Directors' Report
For the Year Ended 30 April 2024**

The directors present their report and the financial statements for the year ended 30 April 2024.

Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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 of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the year, after taxation, amounted to £9,319,693 (2023 - loss £7,258,059).

No dividends were paid during the period. The directors do not recommend the payment of a final dividend.

Directors

The directors who served during the year were:

B Doyle
K Tallar

Future developments

The company is expected to continue as a holding company and will service its loans as required.

**Directors' Report (continued)
For the Year Ended 30 April 2024**

Engagement with suppliers, customers and others

The Company, and Group that it heads, fosters fair and transparent payment terms to maintain strong supplier relationships across a diverse supply chain. Suppliers, whether small businesses or large multinationals, share the Company's values and commitment to fair treatment.

To maintain robust client relationships, each client is assigned a dedicated account manager with expertise in the payments industry. Clients benefit from regular updates on industry changes and webinars that address emerging challenges.

Our employees are integral to our growth, incentivised through equity plans and valuation-driven bonuses. Employee feedback is crucial and collected quarterly through anonymous surveys, ensuring leadership stays informed of their concerns.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Company has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

Post balance sheet events and going concern

At the year end, the company had net current assets of £88m (2023: £98m), and net liabilities of £26.1m (2023: £16.8m). The directors have confirmed that the group will provide appropriate support, both through non-recall of intercompany debt, and cash provided by the trading subsidiaries where necessary, such that the company will be able to continue to meet its debt repayments as they fall due.

As a result, the financial statements are prepared on a going concern basis.

On 29 October 2024, the company repaid loan note interest and capital totalling £60,234,920.

Auditors

The auditors, Hurst Accountants Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

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K Tallar

Director

Date: 29 January 2025

Independent Auditors' Report to the Members of CMSPI Midco 1 Limited

Opinion

We have audited the financial statements of CMSPI Midco 1 Limited (the 'Company') for the year ended 30 April 2024, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, 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 30 April 2024 and of its loss for the year 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Independent Auditors' Report to the Members of CMSPI Midco 1 Limited (continued)

Opinion 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.

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 the 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 3, 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.

Independent Auditors' Report to the Members of CMSPI Midco 1 Limited (continued)

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Identifying and assessing potential risks related to irregularities

In identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- The nature of the industry and sector in which the company operates; the control environment and business performance including key drivers for directors' remuneration, bonus levels and performance targets.
- The outcome of enquiries of local management and parent company management, including whether management was aware of any instances of non-compliance with laws and regulations, and whether management had knowledge of any actual, suspected, or alleged fraud.
- Supporting documentation relating to the Company's policies and procedures for:
 - Identifying, evaluating, and complying with laws and regulations
 - Detecting and responding to the risks of fraud
- The internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- The outcome of discussions amongst the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- The legal and regulatory framework in which the Company operates, particularly those laws and regulations which have a direct effect on the financial statements, such as the Companies Act 2006, pensions and tax legislation, or which had a fundamental effect on the operations of the Company, including General Data Protection requirements, and Anti-bribery and Corruption.

Audit response to risks identified

Our procedures to respond to the risks identified included the following:

- Reviewing the financial statements disclosures and testing to supporting documentation to assess compliance with the provisions of those relevant laws and regulations which have a direct effect on the financial statements.
- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud.
- Evaluation of the operating effectiveness of management's controls designed to prevent and detect irregularities.
- Enquiring of management about any actual and potential litigation and claims.
- Performing analytical procedures to identify any unusual or unexpected relationships which may indicate risks of material misstatement due to fraud.

Independent Auditors' Report to the Members of CMSPI Midco 1 Limited (continued)

We have also considered the risk of fraud through management override of controls by:

- Testing the appropriateness of journal entries and other adjustments;
- Challenging assumptions made by management in their significant accounting estimates, and assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and
- Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

There are inherent limitations in the audit procedures described above, and the further removed non-compliance with laws and regulations are from the events and transactions reflected in the financial statements, the less likely we would become aware of them. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 Auditors' 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 Auditors' 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.

Jo Gibson (Senior Statutory Auditor)
for and on behalf of
Hurst Accountants Limited
Chartered Accountants & Statutory Auditors
3 Stockport Exchange
Stockport
Cheshire
SK1 3GG

29 January 2025

CMSPI Midco 1 Limited

**Statement of Comprehensive Income
For the Year Ended 30 April 2024**

	Note	2024 £	2023 £
Administrative expenses		6,207	(5,459)
Other operating income	4	<u>244,621</u>	<u>557,483</u>
Operating profit	5	250,828	552,024
Interest receivable and similar income	8	5,618,586	6,741,582
Interest payable and similar expenses	9	<u>(15,189,107)</u>	<u>(14,551,665)</u>
Loss before tax		(9,319,693)	(7,258,059)
Loss for the financial year		<u>(9,319,693)</u>	<u>(7,258,059)</u>

There was no other comprehensive income for 2024 (2023:£NIL).

The notes on pages 12 to 23 form part of these financial statements.

CMSPI Midco 1 Limited
Registered number: 13219309

Balance Sheet
As at 30 April 2024

	Note	2024 £	As restated 2023 £
Fixed assets			
Investments	11	1	1
Current assets			
Debtors: amounts falling due after more than one year	12	65,006,401	71,636,596
Debtors: amounts falling due within one year	12	44,721,876	44,361,913
Cash at bank and in hand	13	2,161	7,069
Creditors: amounts falling due within one year	14	<u>(21,286,150)</u>	<u>(18,135,863)</u>
Net current assets		88,444,288	97,869,715
Total assets less current liabilities		88,444,289	97,869,716
Creditors: amounts falling due after more than one year	15	<u>(114,580,196)</u>	<u>(114,685,930)</u>
Net liabilities		<u>(26,135,907)</u>	<u>(16,816,214)</u>
Capital and reserves			
Called up share capital	17	1	1
Profit and loss account	18	<u>(26,135,908)</u>	<u>(16,816,215)</u>
		<u>(26,135,907)</u>	<u>(16,816,214)</u>

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

.....
K Tallar
Director

Date: 29 January 2025

The notes on pages 12 to 23 form part of these financial statements.

CMSPI Midco 1 Limited

**Statement of Changes in Equity
For the Year Ended 30 April 2024**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2022	1	(9,558,156)	(9,558,155)
Comprehensive income for the year			
Loss for the year	-	(7,258,059)	(7,258,059)
Total comprehensive income for the year	-	(7,258,059)	(7,258,059)
Total transactions with owners	-	-	-
At 1 May 2023	1	(16,816,215)	(16,816,214)
Comprehensive income for the year			
Loss for the year	-	(9,319,693)	(9,319,693)
Total comprehensive income for the year	-	(9,319,693)	(9,319,693)
Total transactions with owners	-	-	-
At 30 April 2024	1	(26,135,908)	(26,135,907)

The notes on pages 12 to 23 form part of these financial statements.

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

1. General information

CMSPI Midco 1 Limited is a private company limited by members capital and is incorporated in the United Kingdom, with its registered office being Suite 4fo4 Oxford Place, 61 Oxford Street, Manchester, Greater Manchester, M1 6EQ.

The nature of the company's operations and its principal activity was that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

Following a review of other debtors, management have identified that £207,924, shown as due within one year in the prior year figures, is actually due in more than one year. The comparative figures have been restated as such.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the 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 CMSPI Topco Limited as at 30 April 2024 and these financial statements may be obtained from Companies House.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Going concern

At the year end, the company had net current assets of £88m (2023: £97.9m) and net liabilities of £26.1m (2023: £16.8m). The directors have confirmed that the group will provide appropriate support, both through non-recall of intercompany debt, and cash provided by the trading subsidiaries where necessary, such that the company will be able to continue to meet its debt repayments as they fall due.

As a result, the financial statements are prepared on a going concern basis.

Notes to the Financial Statements
For the Year Ended 30 April 2024

2. Accounting policies (continued)

2.5 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs 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.

2.8 Taxation

Tax is recognised in profit or loss 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 balance sheet date in the countries where the Company operates and generates income.

2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.10 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

2. Accounting policies (continued)

2.11 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.

2.12 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.13 Financial instruments

The Company has elected to apply the provisions of Section 11 “Basic Financial Instruments” of FRS 102 to all of its financial instruments.

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables due with the operating cycle fall into this category of financial instruments.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

2. Accounting policies (continued)

2.14 Financial liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities within the scope of IAS 39 are initially classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Subsequently, the measurement of financial liabilities depends on their classification as follows:

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Group becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

Derecognition of financial liabilities

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such as an exchange or modification, this is treated as a derecognition of the original liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

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

Management have concluded that there are no judgements or key sources of estimation uncertainty that affect the figures in these financial statements.

4. Other operating income

	2024	2023
	£	£
Gains on loan note acquisitions	<u>244,621</u>	<u>557,483</u>

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

5. Operating profit

The operating profit is stated after charging:

	2024	2023
	£	£
Exchange differences	<u>(6,874)</u>	<u>259</u>

6. Auditors' remuneration

During the year, the Company obtained the following services from the Company's auditors and their associates:

	2024	2023
	£	£
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	<u>4,622</u>	<u>3,140</u>

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated accounts of the parent Company.

7. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2023 - £NIL).

8. Interest receivable

	2024	2023
	£	£
Interest receivable from group companies	5,604,775	6,733,207
Other interest receivable	<u>13,811</u>	<u>8,375</u>
	<u>5,618,586</u>	<u>6,741,582</u>

9. Interest payable and similar expenses

	2024	2023
	£	£
Other loan interest payable	15,075,614	14,438,172
Interest payable on loans from group undertakings	<u>113,493</u>	<u>113,493</u>
	<u>15,189,107</u>	<u>14,551,665</u>

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

10. Taxation

	2024	2023
	£	£
Total current tax	<u>-</u>	<u>-</u>
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u><u>-</u></u>	<u><u>-</u></u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2023 - *higher than*) the standard rate of corporation tax in the UK of 25% (2023 - 19.5%). The differences are explained below:

	2024	2023
	£	£
Loss on ordinary activities before tax	<u><u>(9,319,693)</u></u>	<u><u>(7,258,059)</u></u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 19.5%)	(2,329,923)	<i>(1,415,322)</i>
Effects of:		
Transfer pricing adjustments	3,040,594	<i>2,281,855</i>
Group relief	<u>(710,671)</u>	<u><i>(866,533)</i></u>
Total tax charge for the year	<u><u>-</u></u>	<u><u>-</u></u>

Factors that may affect future tax charges

There were no factors that may affect tax charges.

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

11. Fixed asset investments

	Investments in subsidiary companies
	£
Cost or valuation	
At 1 May 2023	1
At 30 April 2024	1

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
CMSPI Midco 2 Limited	As the company		100%
CMSPI Bidco Limited*	As the company	Ordinary	100%
CMS Payments Intelligence Limited**	As the company	Ordinary	100%
CMS Payments Intelligence Inc***	55 Allen Plaza, 55 Ivan Allen Jr Blvd, Atlanta, GA 30308, United States of America	Ordinary	100%
CMS Payments Intelligence Pte Limited***	21st Floor, Centennial Tower, 3 Temasck Avenue, Singapore 039190	Ordinary	100%
CMS Payments Intelligence Pty Limited***	477 Pitt St, Haymarket Sydney, NSW 2000, Australia	Ordinary	100%
CMS Payments Intelligence GmbH***	Brette Str. 27, 40213 Dusseldorf, Germany	Ordinary	100%

* Owned by CMSPI Midco 2 Limited

** Owned by CMSPI Bidco Limited

*** Owned by CMS Payments Intelligence Limited

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

12. Debtors

	2024	<i>As restated</i>
	£	2023 £
Due after more than one year		
Amounts owed by group undertakings	64,512,684	71,428,672
Other debtors	493,717	207,924
	<u>65,006,401</u>	<u>71,636,596</u>
	2024	<i>As restated</i>
	£	2023 £
Due within one year		
Amounts owed by group undertakings	44,576,040	44,332,318
Other debtors	144,503	29,595
Prepayments and accrued income	1,333	-
	<u>44,721,876</u>	<u>44,361,913</u>

Amounts owed by group undertakings due in more than one year are unsecured and attract interest at a fixed rate. The loan is due in one instalment (including all accumulated interest) in less than five years. Repayments can be made from time to time at the loanees' bequest.

Amounts owed by group undertakings due within one year are unsecured, interest free and repayable on demand.

Following a review of other debtors, management have identified that £207,924, shown as due within one year in the prior year figures, is actually due in more than one year. The comparative figures have been restated as such.

13. Cash and cash equivalents

	2024	2023
	£	£
Cash at bank and in hand	<u>2,161</u>	<u>7,069</u>

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

14. Creditors: Amounts falling due within one year

	2024	2023
	£	£
Loan note interest payable	19,366,840	16,713,732
Amounts owed to group undertakings	1,919,310	1,422,131
	<u>21,286,150</u>	<u>18,135,863</u>

Amounts owed to group undertakings due within one year are unsecured, interest free and repayable on demand.

15. Creditors: Amounts falling due after more than one year

	2024	2023
	£	£
Loan notes	113,275,028	113,474,255
Amounts owed to group undertakings	1,305,168	1,211,675
	<u>114,580,196</u>	<u>114,685,930</u>

Amounts owed to group undertakings due in more than one year are unsecured and attract interest at a fixed rate. The loan is due in one instalment (including all accumulated interest) in less than five years. Repayments can be made from time to time at the loanees' request.

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

16. Loans

Analysis of the maturity of loans is given below:

	2024	2023
	£	£
Amounts falling due within one year		
Loan note interest	19,366,840	16,713,732
Amounts falling due 2-5 years		
Loan notes	113,275,028	113,474,255
	132,641,868	130,187,987

During the year, interest repayments of £12.38m (2023: £Nil) were made to loan note holders.

As a condition of their employment, loan notes to the value of £208,698 were surrendered by individuals who left their employment with the company during the year. Unpaid interest of £37,474 was also surrendered. The company posted a gain of £244,621 in respect of these surrenders.

Interest is charged on these loan notes at a fixed rate.

In respect of interest payable on the company's loan notes, this is due for payment upon the presentation of a request signed by the majority of loan note holders, although the actual payment must be ratified by both the "Investor" entity and the individual defined as the "Founder." Both hold loan notes in the business. As a result of the above, payments are made only when deemed appropriate by both sets of loan note holders mentioned above.

The loan notes themselves are redeemable at par at the earlier of:

- Seven years from the date of issue;
- A subsequent sale of the group headed by the ultimate parent;
- The group being listed on a stock exchange.

Currently, there is no sale or listing imminent, therefore the loan notes are shown as being due within 2-5 years.

All loan notes are unsecured.

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

17. Share capital

	2024	2023
	£	£
Authorised, allotted, called up and fully paid		
1 (2023 - 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

18. Reserves

Profit and loss account

The profit & loss account represents accumulated profits and losses since incorporation, net of dividends paid.

19. Prior year restatement

Following a review of other debtors, management have identified that £207,924, shown as due within one year in the prior year figures, is actually due in more than one year. The comparative figures have been restated as such. Please see note 12 for more information.

20. Contingent liabilities

The company is party to a cross guarantee for loans owed to an external financier by a fellow group member. The total loan outstanding as at 30 April 2024 is £63,975,468 (2023: £63,328,548).

21. Related party transactions

The company has taken advantage of the exemption available in Section 33 of FRS 102 to not disclose transactions between companies within the group it operates, where that company is wholly owned by other group members.

Included within other debtors are amounts owed by employees (whom are not directors) of £637,820 (2023: £237,519). Interest of £13,811 (2023: £8,375) was credited to the Statement of comprehensive income during the year in respect of these amounts. Interest is charged at a fixed rate.

At 30 April 2024, loan notes of £113,275,028 (2023: £113,474,255) were in issue. Of these, £61,778,815 (2023: £61,977,257) are in issue to the shareholders of the acquired subsidiary, whom in turn own a stake in the ultimate parent company, and the remaining £51,496,213 (2023: £51,496,998) are in issue to the other shareholders of the ultimate controlling party of the group. These loan notes, along with other instruments issued by other companies within the group, were in exchange for the shareholders' shares in the acquired subsidiary.

Interest of £15,075,614 (2023: £14,438,172) was charged on those loans during the period, with repayments of £12,375,558 (2023: £Nil) At 30 April 2024, the group owed the shareholders £19,366,840 (2023: £16,713,732) in respect of unpaid interest. The interest is payable within one year, and the loan notes themselves are redeemable in March 2028.

CMSPI Midco 1 Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2024**

22. Controlling party

CMSPI Topco Limited (Company Number: 13213053), a company incorporated in the United Kingdom, is the immediate and ultimate parent undertaking and is the parent of the largest and smallest group for which consolidated financial statements are drawn up of which the company is a member. CMSPI Topco Limited's registered office is Suite 4fo4 Oxford Place, 61 Oxford Street, Manchester, Greater Manchester, M1 6EQ.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.