

Registration number: 12994480

# Giacom Midco 1 Limited

(Formerly Panther Midco 1 Limited)

## Annual Report and Financial Statements

for the year ended 31 March 2024

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**Giacom Midco 1 Limited (formerly Panther Midco 1 Limited)**  
**Annual Report and Financial Statements for the year ended 31 March 2024**  
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**Giacom Midco 1 Limited**  
**Annual Report & Financial Statements for the year ended 31 March 2024**  
**Company information**

**Directors**                      Andrew Boland  
Terence O’Brien

**Registered office**            Milton Gate  
60 Chiswell Street  
London  
EC1Y 4AG  
United Kingdom

**Independent auditors**      PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Manchester Hardman Square  
1 Hardman Square  
Manchester  
M3 3EB  
United Kingdom

**Giacom Midco 1 Limited (formerly Panther Midco 1 Limited)**  
**Strategic report for the year ended 31 March 2024**

The directors present their strategic report on Giacom Midco 1 Limited ("the Company") for the year ended 31 March 2024 as required by section 414(A) to 414(D) of the Companies Act 2006.

**Principal activities**

The principal activities of the Company are those of an intermediate holding company in the Giacom Group.

The ultimate parent undertaking is Giacom Topco Limited, a UK registered company limited by shares.

**Business review**

The loss for the year, after taxation, amounted to £428,075,000 (2023: loss of £66,480,000) as a result of a provision for impairment recorded in the year of £354,485,000, and interest charged in the year on the £580,000,000 Loan Notes held by the Company as part of the capital structure of the Giacom Group, established to finance the acquisition of Giacom Group Holdings Limited, Giacom (Communications) Holdings Limited (formerly DWS Group Holdings Limited) and Giacom (Platforms) Holdings Limited (formerly AKJ Group Holdings Limited) by Giacom Bidco Limited (formerly Panther Bidco Limited), an indirect subsidiary of the Company, in March 2021. In December 2021 £428,865,000 of the Loan Notes (categorised as the 'A' Loan Notes) were listed on The International Stock Exchange (mnemonic PANTHRLN). The initial principal of the Loan Notes was loaned to the Company's direct subsidiary, Giacom Midco 2 Limited (formerly Panther Midco 2 Limited), along with other financing received from the Company's parent and so, as at 31 March 2024, the Company had net liabilities of £554,938,000 (31 March 2023: £126,863,000), the movement being equivalent to the impairment recorded in the year to reflect the potential irrecoverability of the loan to Giacom Midco 2 Limited and the accumulated interest charged over the life of the Loan Notes. The impairment charge was identified primarily as a result of the use of lower recurring revenue growth assumptions for the Giacom Group ("the Group"), reducing the expected present value of future cash flows generated by the Group's trading subsidiaries.

The Company operates as part of the Group and the Directors do not consider individual entities within the Group to have individual key performance indicators (KPIs). The Group's results are considered as a whole, and details of its performance can be found in the consolidated financial statements prepared by the Directors of Giacom Topco Limited.

As part of a group-wide rebranding, on 29 June 2023 the Company changed its name from Panther Midco 1 Limited to Giacom Midco 1 Limited.

**Principal risks and uncertainties**

The principal risks and uncertainties of the Giacom Group, all of which are indirectly relevant to the Company, and on top of which there are no further principal risks and uncertainties solely applicable to the Company, are:

*Increased competition*

The telecommunications and technology service market could become more competitive, and the Group could suffer from increased competition. The Group mitigates this risk by focusing on providing the highest possible level of customer service whilst offering customers a broad range of competitively priced products. Furthermore, the Group monitors the activity of competitors through its industry information sources and the wider market to ensure that it is positioned appropriately with its product and service portfolio.

*Technological change*

The market for the Group's services is characterised by technological developments and changes, frequent introductions of new products and services and evolving industry standards. There is a risk that the Group may fail to secure the necessary contracts to supply its customers with the latest technology. The Company mitigates this risk by maintaining close relationships with suppliers, which it believes will keep it at the forefront of product development on a sustained basis, and monitors trends in technological advancement to anticipate and plan for future changes through its dedicated product teams.

**Giacom Midco 1 Limited**  
**Strategic report for the year ended 31 March 2024 (continued)**

*Key resources*

The Group is managed by certain key personnel, including executive directors and senior management who have significant experience within the Group and the wider IT communications sectors and who may be difficult to replace. Furthermore, the Group depends on being able to recruit and retain employees of an appropriate calibre to win and service significant contracts. The Group has sought to mitigate this resource risk by investing in staff training programmes, competitive reward and compensation packages, management incentive schemes and succession planning.

*Regulatory change*

The Group recognises that the pricing of products and services and the activities of major industry organisations may be affected by the actions of regulatory bodies. Such actions could affect the Group's profitability either directly or indirectly. The Group mitigates this risk by monitoring and assessing the likelihood and potential impact of regulatory change including working in conjunction with its major suppliers.

*Data protection and IT security*

The Group holds certain confidential data. Failure to comply with data privacy regulations and standards or weakness in internet security may result in a major data privacy breach causing reputational damage to the Group's brands and financial loss. Breach of IT security may cause data to be lost, corrupted or accessed by unauthorised users, impacting the Group's reputation. This could give rise to legal or regulatory penalties as well as commercial costs. The Group has processes and procedures in place to monitor effectiveness of customer back-up and is continually upgrading security equipment and software and making improvements to physical security processes. Penetration testing is performed on a regular basis to test the security of the sites and data. Thorough investigations are carried out of any incidents arising and corrective action is taken.


**Section 172 Statement**

Under section 172 of the Companies Act 2006, the directors have a duty to promote the success of the Company for the benefit of its members as a whole. This includes having due regard to the broad range of stakeholders of the Company, such as its shareholder and external lender and its impact on the wider community and environment.

The Company's board is made up of its directors, who together are responsible for setting the strategy of and managing the Company, subject to oversight of the board of the ultimate parent company and the Group, in line with normal corporate governance principles.

The Company engages with its shareholder and external lender on a regular basis through the presentation of monthly financial information. As an investment holding company, the Company does not have any employees, customers or suppliers. The key decisions taken by the board in the year related to the recognition of a partial impairment against the amounts owed by group undertakings.

Approved by the board of directors on 12 February 2025 and signed on its behalf by:

Signed by:  
  
.....832FD16A0864A68.....  
Andrew Boland  
Director

**Giacom Midco 1 Limited  
Directors' report for the year ended 31 March 2024**

The directors present their annual report and audited financial statements of the Company for the year ended 31 March 2024.

**Financial risk management**

The Company's operations expose it to a limited number of financial risks, principally credit risk and liquidity risk. The Company's ultimate parent company arranges and manages external debt funding.

**Credit risk**

The Company's credit exposure relates to amounts owed by group undertakings, which are repayable on demand and are assessed for impairment by determining the counterparty's ability to repay the amount to the Company. Critical to this is the estimation of the present value of the cash flows that the Company's subsidiaries would be able to generate to fund repayment, which is linked to future trading performance.

**Liquidity risk**

The Company regularly forecasts cash flow to ensure that sufficient cash is available for future expenses.

**Proposed dividend**

The directors do not recommend the payment of a dividend.

**Directors**

The directors who were in office during the year and up to the date of signing the financial statements are given below:

Andrew Boland

Terence O'Brien

**Future developments**

The Company is focused on maintaining the capital structures necessary to support the ongoing growth of the Group.

**Directors' and officers' liability insurance and indemnity**

The Company had qualifying third party indemnity insurance in place on behalf of its directors throughout the year which remains in place as at the date of this report. The articles of association of certain associated companies also contain indemnification provisions in favour of Company directors to the extent permitted by law.

**Political and charitable donations**

No charitable or political donations were made during the year.

**Streamlined Energy and Carbon Reporting (SECR)**

SECR requirements are not mandatory for the Company as these are disclosed in the Giacom Topco Limited financial statements - the largest consolidation in the Group.

**Giacom Midco 1 Limited**  
**Directors' report for the year ended 31 March 2024 (continued)**

**Going concern**

Under Company law, the directors are required to consider whether it is appropriate to prepare financial statements on the basis that the Company is a going concern.

The Company's external liabilities include £780,453,000 (including accrued interest) (31 March 2023: £706,863,000) which are not due for repayment in the next 12 months, and £4,850,000 (31 March 2023: £4,850,000) intercompany balances which are repayable on demand. The Company is in a net liabilities position and would not have the ability to repay the amount repayable on demand if payment were sought. As such, the directors have obtained a letter of support from the directors of Giacom Topco Limited confirming that they will provide financial support to the Company such that the Company is able to operate as a going concern and settle its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. This support includes confirmation that intercompany balances will not be recalled unless adequate alternative financing has been secured by the Company.

After making adequate enquiries with the directors of Giacom Topco Limited ("Topco Group"), the directors have a reasonable expectation that the Topco Group has adequate resources to provide the financial support required to allow the Company to operate as a going concern. These discussions confirmed that the Topco Group is cash generative and that the Topco Group's forecasts for the 12 months from the date of approval of these financial statements demonstrate that on both a base case growth model and severe but plausible downside case the Topco Group has sufficient resources to meet its liabilities as they fall due and, further, that the Topco Group performance will remain within its financial covenants. On this basis, the directors are satisfied that they can rely on the letter of support and hence that the use of the going concern assumption is appropriate.

**Disclosure of information to the auditors**

Each of the persons who is a director at the date of approval of this report confirms that:

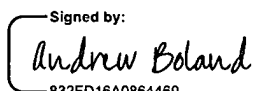
- a) so far as the directors are aware, there is no relevant information of which the Company's auditors are unaware; and
- b) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's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

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

**Independent auditors**

PricewaterhouseCoopers LLP were appointed as the Company's auditors on 30 November 2022. Under section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

Approved by the board on 12 February 2025 and signed on its behalf by:

Signed by:  
  
.....832FD16A086A469.....  
Andrew Boland  
Director

**Giacom Midco 1 Limited**

**Directors' responsibility statement in respect of the financial statements for the year ended 31 March 2024**

The directors are responsible for preparing the Giacom Midco 1 Limited (formerly Panther Midco 1 Limited) annual report and financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.


**Directors' confirmations**

Each of the directors, whose names are listed in the Directors' Report, confirm that, to the best of their knowledge:

- the financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 102, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report and Directors' Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

Approved by the board on 12 February 2025 and signed on its behalf by:

Signed by:



832FD16A0864469.....

Andrew Boland  
Director



# Independent auditors' report to the members of Giacom Midco 1 Limited (formerly Panther Midco 1 Limited)

## Report on the audit of the financial statements

### Opinion

In our opinion, Giacom Midco 1 Limited (formerly Panther Midco 1 Limited)'s financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 March 2024; the Income statement and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

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

### Independence

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

### Our audit approach

#### Overview

##### Audit scope

- We conducted an audit of the complete financial information of the company as presented in these financial statements.

##### Key audit matters

- Recoverability of amounts owed by group undertakings

##### Materiality

- Overall materiality: £2,303,650 (2023: £5,848,500) based on 1% of total assets.
- Performance materiality: £1,727,738 (2023: £4,386,375).

## The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

## Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the 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) identified by the auditors, including 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, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Recoverability of amounts owed by group undertakings</i></p> <p>Refer to Note 2, 'Critical accounting judgements and key sources of estimation uncertainty' and Note 9, 'Debtors'</p> <p>The company's principal activity is as an intermediate holding company within the Giacom group of companies headed by Giacom Topco Limited. The company raises debt finance in the form of loan notes and on-lends this to fellow group entities via its direct subsidiary. The principal amount, before any impairment, owed by group undertakings is £584,850,000.</p> <p>The recoverable amount of this receivable is dependent on the future trading performance of the company's direct and indirect subsidiaries. The assessment therefore involves judgement, particularly in forecasting future cash flows.</p> <p>Management prepared an estimate of the Fair Value Less Costs To Sell (FVLCTS) of the group, using a discounted cash flow model based upon expectations of group trading performance over the forecast period, and cash flows into perpetuity based on a long-term growth rate. The resulting fair value was then reduced in order to account for payments of secured external debt, with the remaining amount then representing the recoverable amount of amounts owed to the company.</p> <p>This assessment resulted in the recognition of a provision for impairment of £354,485,000 this year, reducing the remaining carrying amount of amounts owed by group undertakings to £230,265,000. This is due to a reduction in the FVLCTS of the group this year primarily due to lower recurring revenue growth assumptions.</p> <p>The remaining carrying amount of intercompany receivables represents 100% of total assets. Owing to the judgements involved and its significance to the financial statements and to our audit, we concluded that the recoverability of amounts owed by group undertakings was a key audit matter.</p> <p>The key areas of audit focus were the key assumptions in the FVLCTS model including the revenue growth rates in the forecast period, the discount rate and long-term growth rate.</p>	<p>To address the risk associated with this key audit matter, we:</p> <ul style="list-style-type: none"> <li>challenged the growth rates applied in the FVLCTS model, in particular to revenues later in the forecast period where there is a greater level of uncertainty as it becomes more difficult to predict the future;</li> <li>compared revenue growth rates earlier in the forecast period to published industry forecasts and expected trends;</li> <li>engaged our internal valuations experts to evaluate the appropriateness of the long-term growth rate and discount rate applied; and</li> <li>considered the historical accuracy of management's forecasts.</li> </ul> <p>We found that the approach taken by management resulted in a reasonable FVLCTS for the company's direct and indirect subsidiaries. We recalculated the impairment charge by agreeing the pre-impairment carrying amount to the company's records, ensuring that the recoverable amount was accurately adjusted for external debt.</p>

## How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

The company's principal activity is that of an intermediate holding company. We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the company's control environment, and the industry in which it operates.

All of the audit work was performed by one audit engagement team.

### The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the company's financial statements.

### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<i>Overall company materiality</i>	£2,303,650 (2023: £5,848,500).
<i>How we determined it</i>	1% of total assets
<i>Rationale for benchmark applied</i>	Total assets is considered to be the appropriate benchmark as the company's principal activity is that of an intermediate holding company which raises debt finance in the form of loan notes and on-lends these funds to fellow group entities. It is not a profit oriented company, and total assets is a generally accepted auditing benchmark.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2023: 75%) of overall materiality, amounting to £1,727,738 (2023: £4,386,375) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £115,183 (2023: £65,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- consideration of the level of cash liabilities that the company is forecast to incur during the going concern period noting the limited activities of the company and that its key financial obligations are tenured beyond the going concern period;
- assessment of the letter of support received from the parent entity including consideration of the parent entity's ability and willingness to provide the support required with particular reference to the going concern position of the wider Giacom Topco Limited group of companies; and
- assessing the accuracy and appropriateness of the financial statement disclosures relating to going concern.

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.

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.

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

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

## **Reporting on other information**

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

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

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

## **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 March 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

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

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

As explained more fully in the Directors' responsibility statement in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditors' responsibilities for the audit of the financial statements**

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

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to The International Stock Exchange Listing Rules, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and UK tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal entries to manipulate reported results, and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- obtaining an understanding of the legal and regulatory framework applicable to the company and how the company is complying with that framework;
- inquiries of management including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- reviewing minutes of meetings of those charged with governance, where available;
- identifying and testing journal entries, including those with unusual account combinations relating to the principal fraud risks set out above; and
- challenging assumptions and judgements made by management in their significant accounting estimates.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. 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.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

### **Use of this report**

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

## Other required reporting

### **Companies Act 2006 exception reporting**

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

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

We have no exceptions to report arising from this responsibility.



Ian Morrison (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Manchester  
12 February 2025

**Giacom Midco 1 Limited**  
**Income statement for the year ended 31 March 2024**

	Note	Year ended 31 March 2024 £'000	Year ended 31 March 2023 £'000
Administrative expenses		(354,485)	-
Operating loss	5	(354,485)	-
Interest payable and similar expenses	6	(73,590)	(66,480)
Loss before taxation		(428,075)	(66,480)
Tax on loss	7	-	-
<b>Loss for the financial year</b>		<b>(428,075)</b>	<b>(66,480)</b>

All results in the current year derive from continuing activities.

The Company has recognised no other comprehensive income and expenses in the current year or in the prior period, other than those shown above in the income statement, therefore no separate statement of comprehensive income has been prepared.


The notes on pages 18 to 24 form an integral part of these financial statements.

**Giacom Midco 1 Limited**  
**Balance Sheet as at 31 March 2024**

	Note	31 March 2024 £'000	31 March 2023 £'000
<b>Fixed assets</b>			
Investments	8	-	-
		-	-
<b>Current assets</b>			
Debtors	9	230,365	584,850
		230,365	584,850
<b>Creditors: amounts falling due within one year</b>	10	(4,850)	(4,850)
<b>Net current assets</b>		<b>225,515</b>	<b>580,000</b>
<b>Total assets less current liabilities</b>		<b>225,515</b>	<b>580,000</b>
<b>Creditors: amounts falling due after more than one year</b>	11	(780,453)	(706,863)
<b>Net liabilities</b>		<b>(554,938)</b>	<b>(126,863)</b>
<b>Equity</b>			
Share capital	12	-	-
Profit and loss account	12	(554,938)	(126,863)
<b>Total shareholders' deficit</b>		<b>(554,938)</b>	<b>(126,863)</b>

The notes on pages 18 to 24 form an integral part of these financial statements.

The financial statements on pages 15 to 24 were approved by the Directors on 12 February 2025 and signed on their behalf by:

Signed by:  
  
 .....832FD16A0864469.....  
 Andrew Boland  
 Director  
 Company registration number 12994480



**Giacom Midco 1 Limited**  
**Statement of changes in equity for the year ended 31 March 2024**

	Share capital	Profit and loss account	Total equity
Note	£'000	£'000	£'000
<b>Balance at 1 April 2022</b>	-	(60,383)	(60,383)
Loss for the year	-	(66,480)	(66,480)
Total comprehensive loss for the year	-	(66,480)	(66,480)
<i>Transactions with owners in their capacity as owners</i>			
Shares issued in the year	-	-	-
	-	-	-
<b>Balance at 31 March 2023 and 1 April 2023</b>	-	(126,863)	(126,863)
Loss for the year	-	(428,075)	(428,075)
Total comprehensive loss for the year	-	(428,075)	(428,075)
<i>Transactions with owners in their capacity as owners</i>			
Shares issued in the year	-	-	-
	-	-	-
<b>Balance at 31 March 2024</b>	-	(554,938)	(554,938)

## **Giacom Midco 1 Limited**

### **Notes to the financial statements for the year ended 31 March 2024**

#### **1. Accounting policies**

##### **Basis of preparation**

The Company is a private limited company, limited by shares, and is incorporated and domiciled in the UK and registered in England and Wales. The address of its registered office is Milton Gate, 60 Chiswell Street, London, EC1Y 4AG, United Kingdom.

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The principal accounting policies, which have been applied consistently throughout the current year, are set out below.

The financial information is presented in pounds sterling, rounded to the nearest thousand, because that is the currency of the primary economic environment in which the Company operates.

These financial statements are separate financial statements. The Company has taken advantage of the exemption under Companies Act 2006 s.400 not to prepare group financial statements on the basis that the Company's results are consolidated in the consolidated financial statements of Giacom Topco Limited, which are filed with Companies House.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken exemptions available to it in the preparation of its financial statements. Exemptions have been taken in relation to the presentation of a cash flow statement, intra-group transactions (with wholly owned group companies), financial instrument disclosures and remuneration of key management personnel.

##### **Going concern**

The Company's external liabilities at 31 March 2024 include £780,453,000 (including accrued interest) (31 March 2023: £706,863,000) which are not due for repayment in the next 12 months, and £4,850,000 (31 March 2023: £4,850,000) intercompany balances which are repayable on demand. The Company is in a net liabilities position and would not have the ability to repay the amount repayable on demand if payment were sought. As such, the directors have obtained a letter of support from the directors of Giacom Topco Limited confirming that they will provide financial support to the Company such that the Company is able to operate as a going concern and settle its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. This support includes confirmation that intercompany balances will not be recalled unless adequate alternative financing has been secured by the Company.

After making adequate enquiries with the directors of Giacom Topco Limited ("Topco Group"), the directors have a reasonable expectation that the Topco Group has adequate resources to provide the financial support required to allow the Company to operate as a going concern. These discussions confirmed that the Topco Group is cash generative and that the Topco Group's forecasts for the 12 months from the date of approval of these financial statements demonstrate that on both a base case growth model and severe but plausible downside case the Topco Group has sufficient resources to meet its liabilities as they fall due and, further, that the Topco Group performance will remain within its financial covenants. On this basis, the directors are satisfied that they can rely on the letter of support and hence that the use of the going concern assumption is appropriate.

##### **Fixed asset investments**

Investments in subsidiary undertakings held as fixed assets are stated at cost less provision for any impairment. In the opinion of the directors the value of such investments is not less than shown at the balance sheet date. Impairments to investments are charged to exceptional administrative expenses in the statement of income and retained earnings. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

**Giacom Midco 1 Limited**

**Notes to the financial statements for the year ended 31 March 2024 (continued)**

**1. Accounting policies (continued)**

**Financial instruments**

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Interest-bearing debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Amounts owed by group undertakings that are repayable on demand are assessed for impairment by determining the counterparty's ability to repay the amount to the Company. Where it is considered that the counterparty does not have the ability to repay the amount on demand, the Company recognises a provision for impairment such that the remaining carrying amount reflects the expected present value of future cash flows that will be received in respect of the amount owed.

Financial assets and liabilities are offset in the statement of financial position only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

**Interest payable**

Interest payable is recognized in profit or loss in the year in which it occurs using the effective interest rate method.

**Taxation**

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Giacom Midco 1 Limited****Notes to the financial statements for the year ended 31 March 2024 (continued)****2. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 1, 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 associated assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

The following are the critical judgements and related key sources of estimation uncertainty that the Directors have made in applying the Company's accounting policies that would have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- **Recoverability of intercompany balances**

The Directors apply judgement in assessing the recoverability and, therefore, valuation of amounts owed by group undertakings. Where necessary, a provision for impairment is recognised to reduce their carrying amount to the expected present value of future cash flows that will be received. The Directors determine the present value of these cash flows using a ten year fair-value-less-costs-to-sell model, followed by a terminal value calculation.

The key assumptions used in determining the present value of future cash flows are:

- Recurring revenue growth, based upon internally approved, detailed forecasts for the first five years and declining growth for the second five years;
- A post-tax discount rate of 10.8%; and
- A long-term growth rate of 2.0%.

A 25% reduction in annualised net new recurring revenue would result in an additional impairment charge of approximately £39 million. A 1% increase in the discount rate would result in an additional impairment charge of approximately £80 million. A 1% basis point decrease in the long-term growth rate would result in an additional impairment charge of approximately £40 million.

**3. Employee costs**

The Company had no employees in the year (Year ended 31 March 2023: None) and the Directors received no remuneration (Year ended 31 March 2023: Nil) from the Company for their services.

**4. Auditors' remuneration**

Fees relating to the audit of the Company of £15,000 are borne by the Company's trading subsidiaries in the current year and prior period and are not recharged to the Company.

**5. Operating loss**

Operating loss for the year is stated after charging:

	Year ended 31 March 2024 £'000	Year ended 31 March 2023 £'000
Impairment charge (see note 9)	354,485	-

**Giacom Midco 1 Limited**
**Notes to the financial statements for the year ended 31 March 2024 (continued)**
**6. Interest payable and similar expenses**

	Year ended 31 March 2024 £'000	Year ended 31 March 2023 £'000
Interest on loan notes	73,590	66,480

**7. Tax on loss**

	Year ended 31 March 2024 £'000	Year ended 31 March 2023 £'000
<i>Current tax</i>		
Current tax on loss in the year	-	-
Total tax charge per the income statement	-	-
	Year ended 31 March 2024 £'000	Year ended 31 March 2023 £'000
Factors affecting total tax charge for the current year		
Loss before tax for the year – continuing activities	(428,075)	(66,480)
Tax on loss at standard UK tax rate of 25% (2023: 19%)	(107,019)	(12,631)
Effects of:		
Non-deductible expenses	107,019	12,631
	-	-

**8. Investments**

	Investment in shares in subsidiary undertakings £
<i>Cost</i>	
At 1 April 2022	2
Additions	-
At 31 March 2023	2
Additions	-
At 31 March 2024	2

The Directors believe that the carrying value of the investment is supported by the ongoing profitability of the investment and its subsidiaries.

**Giacom Midco 1 Limited****Notes to the financial statements for the year ended 31 March 2024 (continued)****8. Investments (continued)**

At 31 March 2024, the Company's direct and indirect investments in the ordinary share capital of subsidiary undertakings were:

Name	Country of incorporation	Nature of business	% of ordinary shares held by the Group
Giacom Midco 2 Limited	UK	Non-trading	100%
Giacom Pikco Limited	UK	Non-trading	100%
Giacom Holdco Limited	UK	Non-trading	100%
Giacom Bidco Limited	UK	Non-trading	100%
Giacom (Cloud) Topco Limited	UK	Non-trading	100%
Giacom (Cloud) Bidco Limited	UK	Non-trading	100%
Giacom (Cloud) Holdings Limited	UK	Non-trading	100%
Giacom (Cloud) Limited	UK	IT services	100%
Giacom Cloud Services Europe Limited	Ireland	Dormant	100%
Giacom (Communications) Holdings Limited	UK	Non-trading	100%
Giacom (Communications) Group Limited	UK	Non-trading	100%
Giacom Limited	UK	Non-trading	100%
Giacom (Communications) Limited	UK	Telecommunication services	100%
O-Bit Telecom Limited	UK	Dormant	100%
Murph-X Innovative Solutions Limited	UK	Dormant	100%
Giacom (Distribution) Limited	UK	Telecommunication services	100%
Giacom (Worldwide Connect) Limited	UK	Dormant	100%
Giacom (Worldwide) Limited	UK	Telecommunication services	100%
Giacom (Platforms) Holdings Limited	UK	Non-trading	100%
Giacom (Platforms) Group Limited	UK	Non-trading	100%
Giacom (Platforms) Limited	UK	IT services	100%
Giacom (Billing) Limited	UK	IT services	100%
Shaftesbury Systems Limited	UK	IT services	100%
Giacom (Development) Limited	UK	IT services	100%
Giacom (Development) SRO	Czechia	IT services	100%
Inty Holdings Limited	UK	Non-trading	100%
Inty Limited	UK	IT services	100%
Inty Cascade Limited	Ireland	Dormant	100%

All of the subsidiaries listed above are unlisted. The Company's only direct subsidiary is Giacom Midco 2 Limited.

The registered office for all UK-based subsidiaries is Milton Gate, 60 Chiswell Street, London, EC1Y 4AG, United Kingdom. The registered office for Giacom Cloud Services Europe Limited is Level 1, Carmanhall Road, Sandyford Industrial Estate, Dublin 18, D18Y3X2, Republic of Ireland, the registered office for Giacom (Development) SRO is Masarykova 506/37 Brno-mesta, 602.00 Czechia, and the registered office for Inty Cascade Limited is 2<sup>nd</sup> Floor Palmerston House, Fenian Street, Dublin 2, D02 WD37, Republic of Ireland.

**Giacom Midco 1 Limited**
**Notes to the financial statements for the year ended 31 March 2024 (continued)**
**9. Debtors**

	31 March 2024 £'000	31 March 2023 £'000
Amounts owed by group undertakings	230,365	584,850

Amounts owed by group undertakings are shown after a provision for impairment of £354,485,000 recorded in the year to reflect the potential irrecoverability of amounts due to the Company. The impairment charge was identified primarily as a result of the use of lower recurring revenue growth assumptions for the group, reducing the expected present value of future cash flows generated by the group's trading subsidiaries. Additional details in relation to the assumptions and inputs to the model used to determine this fair value less costs to sell are disclosed in note 2.

Amounts owed by group undertakings are unsecured, interest-free, and repayable on demand.

**10. Creditors: amounts falling due within one year**

	31 March 2024 £'000	31 March 2023 £'000
Amounts owed to group undertakings	4,850	4,850

Amounts owed to group undertakings are unsecured, interest-free, and repayable on demand.

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

	31 March 2024 £'000	31 March 2023 £'000
Loan notes	780,453	706,863

The Company's Loan notes consist of £580,000,000 unsecured instruments drawn in March 2021 and maturing in March 2027. The amount presented above includes interest accrued to date, which falls due for settlement on maturity. Interest is charged on the principal and accrued interest at a fixed rate of 10%. £428,865,000 of the Loan notes (categorised as the 'A' Loan notes) are listed on The International Stock Exchange (mnemonic PNTHRLN). The remainder of the Loan notes are unlisted. All Loan notes are either held directly by, or by entities under the common control of, shareholders of the Company's parent.

**12. Called up share capital and profit and loss account**

	31 March 2024		31 March 2023	
	Number	£	Number	£
Ordinary shares of £1 each	2	2	2	2

The profit and loss account represents cumulative profits and losses net of dividends paid and other adjustments.

**Giacom Midco 1 Limited**

**Notes to the financial statements for the year ended 31 March 2024 (continued)**

**13. Parent company and ultimate controlling party**

The parent undertaking is Giacom Topco Limited, a company incorporated on 2 November 2020, and the ultimate controlling party is the board of directors of Giacom Topco Limited. The smallest and largest group to consolidate these financial statements is Giacom Topco Limited. The registered address from which copies of their financial statements can be obtained is Milton Gate, 60 Chiswell Street, London, EC1Y 4AG, United Kingdom.

**14. Related party transactions**

Inflexion Private Equity Partners LLP provides key management personnel services to the Giacom Topco Limited group. Entities jointly controlled by Inflexion Private Equity Partners LLP hold a beneficial interest in £269,891,000 of Loan notes issued by the Company (see Note 11). Interest charged in the year on these Loan Notes totals £34,224,000 (Year ended 31 March 2023: £30,935,000), leaving a total amount outstanding as at 31 March 2024 of £363,168,000 of (31 March 2023: £328,924,000).

Ares Management Limited provides key management personnel services to the Group. Entities jointly controlled by Ares Management Limited hold a beneficial interest in £158,974,000 of Loan notes issued by the Company (see Note 11). Interest charged in the year on these Loan notes totals £20,171,000 (Year ended 31 March 2023: £18,222,000), leaving a total outstanding as at 31 March 2024 of £213,917,000 (31 March 2023: £193,747,000).