Taptripco Limited

Annual report and financial statements

Year Ended

31 December 2024

Company Number 11368452

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Taptripco Limited

Report and financial statements
for the year ended 31 December 2024

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Directors

I C Sinderson
J Ramsey

Secretaries

N Matthews

Registered office

The Royals, 353 Altrincham Road, Manchester, M22 4BJ

Company number

11368452

Auditors

BDO LLP, Eden Building, Irwell Street, Salford, Manchester, M3 5EN

Taptripco Limited

Strategic report
for the year ended 31 December 2024

The directors, in preparing this Strategic Report, have complied with s414C of the Companies Act 2006.

Principal activities

The company is a wholly owned subsidiary of Tripstax Technologies Limited, another group undertaking.

Taptripco Limited was incorporated on 17 May 2018, under Companies Act 2006, as a private company limited by shares.

Taptripco Limited is a technology company providing IT services to external customers and other group companies under common control of the parent company, ATPI Holdings (Jersey) Limited. Income is derived from the provision of services including IT support, product development and IT subscription services. The directors are not aware, at the date of this report, of any likely major changes to the company's principal activities in the next year.

Strategy and objectives

Taptripco Limited is a technology company and the directors of the business intend for this company to remain as such going forward. The company's vision is to be the industry leading provider of PaaS/SaaS based, cohesive travel technologies, powering the future of Travel Management.

In order to maintain our vision, we are committed to investing in proven and innovative technology, allowing our customers to be more competitive, make significant cost savings and simplify tech integration by utilising a state of the art data processing nerve centre.

Principal risks and uncertainties

Financial risk

The Company's activities expose it to a number of financial risks including cash flow risk and liquidity risk, and foreign exchange risk.

Cash flow risk: the Company's cash flow risk is managed due to its debtors and creditors being to and from group parties.

Credit risk: the Company's credit risk is managed by regular review of the trading position of the subsidiaries in the ATPI group.

Liquidity risk: the Company manage its liquidity by intra Group funding arrangements. As noted in the Going Concern accounting policy in note 2 of the financial statements the directors have obtained a support letter from its ultimate parent company to ensure they can meet their financial obligations as they fall due.

Review of the year and key performance indicators

The company financial statements presented herein are prepared in Sterling. The company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") as issued by the Financial Reporting Council.

The company generated £7,000 in turnover during the year ended 31 December 2024 (2023 - £ 213,000), with an operating loss of £51,000 (2023 - loss of £18,000) and Loss after tax of £51,000 (2023 – profit after tax of £28,000).

The balance sheet shows total net liabilities of £179,000 at 31 December 2024 (2023 - net liabilities £128,000). The increase in net liabilities is primarily attributable to the result in year.

Prior Year Restatement

The Company has amended its 2023 financial statements to correct a classification error, where prior-year social security costs were mistakenly recorded as an intercompany loan issuance. This misclassification overstated the intercompany debtor balance and understated social security costs. Following the correction, the intercompany debtor balance has been reduced by £9,000, with a corresponding increase in social security costs. Please refer to note 15 for more detail.

Future outlook

The directors consider the measures taken as described in this Strategic Report will position the company for future success.

Approval

This strategic report was approved on behalf of the Board on 30th June 2025.

I C Sinderson
Director

Taptripco Limited

Directors' report
for the year ended 31 December 2024

The directors present their report together with the audited financial statements for the year ended 31 December 2024.

Going concern

The directors have a reasonable expectation that the company and the group of companies under the common ownership of ATPI Holdings (Jersey) Limited (the "Group") have adequate resources to continue in operational existence for at least twelve months from the date of approval of the financial statements. The directors have made a combined assessment on going concern with respect to the Group and the company and have prepared forecasts for the coming financial year that supports both revenue and profit growth. Additionally the company is able to rely on a letter of support from ATPI Holdings (Jersey) Limited. Accordingly, the Company continues to adopt the going concern basis in preparing the Annual report and the financial statements. See note 2 for further details.

Financial risk management objectives and policies

Principal financial risk management objectives and policies have been included with the Strategic Report in accordance with s414C of the Companies Act 2006. The company's supplier payment policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment.

Dividends

The directors do not recommend payment of a dividend.

Directors

The directors that served during the year and thereafter were as follows:

I C Sinderson
J Ramsey

Directors indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report. The Directors and Officers Indemnity policy is in the name of the ultimate parent company and covers the directors of the all respective companies within the group below the ultimate parent company, including this company.

Auditors

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Political donations and expenditure

There were no political donations made or political expenditure incurred during the financial year.

Approval

This directors' report was approved on behalf of the Board on 30th June 2025.



I C Sinderson
Director

Taptripco Limited

Directors' responsibilities statement
for the year ended 31 December 2024

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TAPTRIPCO LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 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.

We have audited the financial statements of Taptripco Limited ("the Company") for the year ended 31 December 2024 which comprise the Profit and loss account, the Balance Sheet, the Statement of changes in equity and notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

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 Directors are responsible for the other information. The other information comprises the information included in the Annual report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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.

Other Companies Act 2006 reporting

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.

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, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was capable of detecting irregularities, including fraud

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:

Non-compliance with laws and regulations
Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be FRS101, the Companies Act 2006 and relevant tax legislation.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be Health and Safety, the Bribery Act 2010 and GDPR.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation; and
- Involvement of tax specialists in the audit.

Fraud
We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
    - Detecting and responding to the risks of fraud; and
    - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be posting of inappropriate journal entries, management bias in accounting estimates and improper revenue recognition associated with pre-year end cut off.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations;
- Challenging assumptions and judgements made by management in their significant accounting estimates; and
- Testing a sample of revenue transactions within a specified cut off window pre and post year end to determine if they have been recorded in the correct period.

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

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Signed by:
Daniel Wilbourn
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Daniel Wilbourn (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Manchester, UK
Date: 30 June 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Taptripco Limited

Profit and loss account
for the year ended 31 December 2024

		2024 £'000	Restated 2023 £'000
Turnover	4	7	213
Administrative expenses		(58)	(231)
Operating loss		(51)	(18)
Loss before tax	5	(51)	(18)
Taxation	7	-	46
(Loss)/profit for the year		(51)	28

All amounts relate to continuing activities.
There have been no other comprehensive income or expenses in the current year other than the (loss)/profit reported above. Consequently, a separate statement of comprehensive income has not been presented.

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

Taptripco Limited

Balance sheet
at 31 December 2024

Company number 11368452	Note	2024 £'000	2024 £'000	Restated 2023 £'000	Restated 2023 £'000
Fixed assets					
Intangible assets	8		-		47
Tangible assets	9		-		3
			-		50
Current assets					
Cash		-		4	
Debtors - due within one year	10	162		223	
Creditors: amounts falling due within one year	11	(341)		(405)	
Net current liabilities			(179)		(178)
Net liabilities			(179)		(128)
Capital and reserves					
Called up share capital	12		1		1
Share premium account			2,834		2,834
Other reserves			215		215
Profit and loss account			(3,229)		(3,178)
Shareholder's deficit			(179)		(128)

The financial statements were approved by the Board of Directors and authorised for issue on 30th June 2025.

I C Sinderson
Director

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

Taptripco Limited

Statement of changes in equity
for the year ended 31 December 2024

	Called up share capital £'000	Share premium account £'000	Other Reserves £'000	Profit and loss account £'000	Total £'000
Balance at 01 January 2023	1	2,834	215	(3,206)	(156)
Restated Profit for the year	-	-	-	28	28
Restated Balance at 31 December 2023	1	2,834	215	(3,178)	(128)
Balance at 01 January 2024	1	2,834	215	(3,178)	(128)
Loss for the year	-	-	-	(51)	(51)
Balance at 31 December 2024	1	2,834	215	(3,229)	(179)

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

1 General information

Taptripco Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act and registered in England and Wales. The address of the registered office is given on the contents page. The nature of the company's operations and its principal activities are set out in the Strategic Report on pages 1 to 2.

2 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

Basis of accounting

The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council. Accordingly, these financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash-flow statement, financial instruments, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group financial statements of ATPI Holdings (Jersey) Limited. The group financial statements of ATPI Holdings (Jersey) Limited are available to the public and can be obtained as set out in the notes.

Going concern

The directors' make a combined assessment on going concern with respect to the group of companies under the common ownership of ATPI Holdings (Jersey) Limited (the "Group") and the company as the forecasts and range of possible scenarios on the financial position have been assessed as such, with considerations to the principal risks and uncertainties as set out in the Strategic Report.

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report. The Group's Strategic report describes the financial position of the Group; its cash flows, liquidity position and borrowing facilities; the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The Group has bank loans of £68,622,000 excluding overdrafts as at 31 December 2024 (2023 - £72,534,000) which are subject to covenant restrictions. Of this, £4,891,000 is due within one year, £6,396,000 in 2026 and the remainder is repayable on 10 November 2028. The group's revolving credit facilities of £43,200,000, are committed until 10 August 2028.

As at 31 December 2024, the Group had £(7,410,000) (2023 – £7,583,000) in net cash and cash equivalents, and available overdraft facilities of £37,300,000. The overdraft facilities are part of the group's revolving credit facilities which are committed until 10 August 2028. The company has access to the Group's revolving credit facilities.

2 Accounting policies (continued)

Going concern (continued)

The board has considered and debated a range of substantial possible scenarios on the Group's operations, financial position and forecasts covering a period of at least the next 12 months to June 2026. These take into account sensitivity analysis and stress testing performed on the forecasts, the potential impact on revenue and cash flows together with mitigating actions that could be taken including cost reductions. Taking into account reasonable possible changes in trading performance along with other mitigating factors available to them, the Directors have a reasonable expectation that the Group should be able to operate within its current facility and to satisfy any upcoming covenant conditions for at least twelve months from the date of signing the financial statements.

After review of the forecasts along with mitigating factors available to them, the Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence and to satisfy any upcoming covenant conditions in the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

Post balance sheet events

None.

Intangible assets internally generated

Expenditure on research activities relating to internally generated IT software assets is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised when it is probable that economic benefits will flow to the company from the asset being developed, and the cost of the asset can be reliably measured and technical feasibility can be demonstrated. Capitalisation ceases when the asset being developed is ready for use.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the year in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired in a business combination. Their estimated useful life is 5-10 years.

Tangible fixed assets

Tangible fixed assets are shown at cost less accumulated depreciation. Cost is defined as expenditure directly attributable to the acquisition of the item.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Plant and equipment - 3 - 5 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2 Accounting policies *(continued)*

Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2 Accounting policies *(continued)*

Taxation (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Foreign currencies

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the company operates (its functional currency).

Transactions in foreign currencies are initially recorded by the company at the functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

All differences are taken to the profit and loss account.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Cash and cash equivalents

Cash and cash equivalents includes bank balances and deposits with original maturities of 90 days or less.

2 Accounting policies *(continued)*

Financial instruments

Financial instruments are recorded initially at fair value net of issue costs incurred. Subsequent measurement depends on the designation of the instrument as noted below.

All recognised financial assets and liabilities that are within the scope of IFRS 9 are required to be measured subsequently at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Impairment of financial assets

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model. The expected credit loss model requires the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Specifically, IFRS 9 requires the Company to recognise a loss allowance for expected credit losses on:

(1) debt investments measured subsequently at amortised cost or at FVTOCI;

(2) lease receivables;

(3) trade receivables and contract assets; and

(4) financial guarantee contracts to which the impairment requirements of IFRS 9 apply.

In particular, IFRS 9 requires the Company to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit impaired financial asset.

However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit impaired financial asset), the Company is required to measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. IFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances.

The company applies a simplified approach and recognises lifetime ECL on trade and other receivables, all bank balances have been deemed to have a low credit risk at each reporting date as they are held with reputable institutions.

The directors have concluded that it would require undue cost and effort to determine the credit risk of each loan on their respective dates of initial recognition. These loans are also assessed to have credit risk other than low. Accordingly, the Company recognises lifetime ECL for these loans until they are derecognised.

Financial assets

The company classifies its financial assets as either at fair value through profit or loss or amortised cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

At fair value through profit or loss – Financial instruments at fair value through profit or loss are financial instruments held for trading. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Financial instruments in this category are classified as current assets or liabilities.

2 Accounting policies *(continued)*

Financial assets (continued)

Amortised cost – Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except where expected maturity is greater than 12 months after the balance sheet date which are classified as non-current assets. The company's loans and receivables comprise trade and other debtors and cash and cash equivalent assets in the Balance Sheet.

Regular purchases and sales of financial assets are recognised on the trade-date, the date on which the company commits to purchase or sell the asset. Investments are initially recognised at fair value for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the profit and loss account. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred, the company no longer has control of the asset, and the company has transferred substantially all risks and rewards of ownership. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the profit and loss account in the period in which they arise. Trade debtors are recognised initially at fair value with subsequent provision for impairment, which is calculated under the ECL model as discussed above.

Financial liabilities

The company classifies its financial liabilities as either at fair value through profit or loss or amortised cost. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings are held at amortised cost and are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date. Exchange movements on long term foreign currency borrowings are taken to reserves to the extent that the borrowing is in the functional currency of the obligor and to the Income statement to the extent they are not.

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. A financial liability is a contractual obligation to deliver cash or another financial asset to a third party.

Impact of application of IFRS 15 Revenue from Contracts with Customers

In the current year, the Company has applied IFRS 15 Revenue from Contracts with Customers (as amended in April 2016) which is effective for an annual period that begins on or after 1 January 2019. IFRS 15 introduced a 5-step approach to revenue recognition. The Company's accounting policies for its revenue streams are disclosed further in note 4 below. Apart from providing more extensive disclosures for the Company's revenue transactions, the application of IFRS 15 has not had a significant impact on the financial position and/or financial performance of the Company.

3 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The principal management judgement applied in preparing these financial statements relates to the assessment of the recoverability of intercompany debtors (see note 10), which depends on evaluating the profitability and financial position of the counterparty.

4 Turnover

Turnover represents amounts derived from contract negotiations as a part of its provision of management services which fall within the company's principal activities after deduction of value added tax. All turnover is derived from the principal activity of the company, that of technology services to group and external companies which was carried out totally within the United Kingdom. Turnover by origin is not materially different to turnover by destination.

5 Loss before taxation

	2024 £'000	Restated 2023 £'000
Loss before taxation is stated after (charging):		
Exchange rate (losses)	-	(1)
Staff costs (see note 6)	-	(158)
Asset disposal	(44)	-
Audit fees	(5)	(5)

6 Staff costs

	2024 £'000	Restated 2023 £'000
Their aggregate remuneration comprised:		
Wages and salaries	-	131
Social security costs	-	24
Other pension costs	-	3
	-	158

The average monthly number of employees was:	Number	Number
Management and administration	0	3

No remuneration has been paid to the directors by the company in the current year. All emoluments have been borne by the ultimate parent company and have not been recharged.

7 Taxation

The tax charge comprises:	2024 £'000	2023 £'000
Corporation tax		
UK corporation tax	-	-
Adjustments in respect of prior years	-	46
	-	46
Deferred tax		
Current year charge	-	-
Adjustments in respect of prior years	-	-
Total tax on loss	-	46

Corporation tax is calculated at 25% (2023 – 23.5%) of the estimated taxable (loss)/profit for the year.

7 Taxation *(continued)*

The charge for the year can be reconciled to the loss in the profit and loss account as follows:

	2024 £'000	Restated 2023 £'000
Loss before tax	(51)	(18)
Tax on loss at standard UK corporation tax rate of 25% (2023 - 23.5%)	13	4
Effects of:		
Expenses not deductible/income not taxable for tax purposes	(13)	(2)
Overseas taxes	-	(2)
Adjustments to tax charge in respect of previous years	-	46
Total tax charge for year	-	46

From 01 April 2023, the Corporation Tax Main rate for non-ring fenced profits was increased to 25% applying to profits over £250,000. This was substantively enacted during the prior year. The standard rate of corporation tax remained at 19%, effective from 1 April 2022 until April 2023. The rates were ratified within Finance Act 2024, which received Royal Assent in January 2023. Deferred tax has been calculated using these rates based on the timing of when each individual deferred tax balance is expected to reverse in the future.

A deferred tax asset of £464,516 (2023 - £464,516) has not been recognised in respect of tax losses on the grounds that it is not considered probable that there will be future taxable profits available.

8 Intangible fixed assets

	Software £'000
Cost	
At 01 January 2024	67
Disposal	(67)
At 31 December 2024	-
Amortisation	
At 01 January 2024	(20)
Credit during the year	20
At 31 December 2024	-
Net book value	
At 31 December 2024	-
At 31 December 2023	47

9 Tangible fixed assets	£'000
Cost	
At 1 January 2024	43
Additions	-
At 31 December 2024	43
Amortisation	
At 1 January 2024	(40)
Charged during the year	(3)
At 31 December 2024	(43)
Net book value	
At 31 December 2024	-
At December 2023	3

10 Debtors

Trade debtors disclosed below are classified as loans and receivables and are therefore measured at amortised cost. The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

	2024 £'000	Restated 2023 £'000
Amounts falling due within one year:		
Amounts owed by parent company	162	223
	162	223

Intercompany balances arising from trading items are due within 30 days following invoice. There is no interest payable on these unsecured balances.

11 Creditors: amounts falling due within one year

	2024 £'000	2023 £'000
Trade creditors	-	1
Amounts owed to parent company	341	338
Other taxes and social security	-	66
	341	405

The directors consider that the carrying amount of trade creditors approximates to their fair value. Intercompany balances arising from trading items are due within 30 days following invoice. There is no interest payable on these unsecured balances.

12 Share capital and reserves

	2024 £	2023 £
Allotted and fully paid		
163,343 ordinary shares of £0.001 each	163	163
417,872 ordinary A shares of £0.001 each	418	418
	581	581

Reserves

All reserves are as stated in the statement of changes in equity.

13 Related party transactions

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to related party transactions between wholly-owned member companies of the ATPI Holdings (Jersey) Limited group.

14 Controlling party

The company's immediate parent undertaking is Tripstax Technologies Limited, which is registered in United Kingdom. The ultimate parent undertaking of the largest and smallest group, which includes the company and for which group financial statements are prepared, is ATPI Holdings (Jersey) Limited. In the opinion of the directors, ATPI Holdings (Jersey) Limited's ultimate controlling party is ICG Europe Fund V Investor Feeder Limited Partnership, a company incorporated in Jersey whose address is IFC 1, The Esplanade, St Helier, Jersey, JE1 4BP.

15 Prior year restatement

The Company has amended its 2023 financial statements to correct a classification error, where prior-year social security costs were mistakenly recorded as an intercompany loan issuance. This misclassification overstated the intercompany debtor balance and understated social security costs. Following the correction, the intercompany debtor balance has been reduced by £9,000, with a corresponding increase in social security costs. The impact of this adjustment is detailed in the tables below.

Profit and loss account

	As previously reported 31 December 2023 £'000	Correction £'000	As restated 31 December 2023 £'000
Administrative expenses	(222)	(9)	(231)
Operating loss	(9)	(9)	(18)
Loss before tax	(9)	(9)	(18)
(Loss)/profit for the year	37	(9)	28

Balance sheet

	As previously reported 31 December 2023 £'000	Correction £'000	As restated 31 December 2023 £'000
Debtors – due within one year	232	(9)	223
Net current liabilities	(169)	(9)	(178)
Net liabilities	(119)	(9)	(128)
Profit and loss account	(3,169)	(9)	(3,178)
Shareholder's deficit	(119)	(9)	(128)

Notes to the financial statements

Note 6 – Non-current investments

	As previously reported 31 December 2023 £'000	Correction £'000	As restated 31 December 2023 £'000
Social security costs	15	9	24
Total staff costs	149	9	158

Note 10 – Debtors

	As previously reported 31 December 2023 £'000	Correction £'000	As restated 31 December 2023 £'000
Amounts owed by parent company	232	(9)	223
Debtors – due within one year	232	(9)	223