Company Registration No. 11727708 (England and Wales)

BG Nominee 3 Limited

Annual report and unaudited financial statements for the year ended 31 December 2025

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BG Nominee 3 Limited

Company information

Directors	Philip Brown Mark Howell Nathan Runnicles	(Appointed 24 November 2025)
Secretary	Hywel Evans	
Company number	11727708	
Registered office	Third Floor, Sterling House 20 Station Road Gerrards Cross Buckinghamshire England SL9 8EL	

BG Nominee 3 Limited

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BG Nominee 3 Limited

Directors' report
For the year ended 31 December 2025

The directors present their annual report and financial statements for the year ended 31 December 2025.

Principal activities
The principal activity of the company continued to be that of the provision of software for traffic management.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Philip Brown
Mark Howell
Nathan Runnicles (Appointed 24 November 2025)

Small companies exemption
This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

N Runnicles
Nathan Runnicles
Director

Date: 24 Sep 2026

BG Nominee 3 Limited

Income statement
For the year ended 31 December 2025

	2025 £	2024 £
Profit before taxation	-	-
Tax on profit	-	-
Profit for the financial year	-	-

The income statement has been prepared on the basis that all operations are continuing operations.

BG Nominee 3 Limited

Statement of financial position
As at 31 December 2025

	Notes	£	2025 £	£	2024 £
Current assets					
Debtors	2	1		1	
Net current assets			1		1
Capital and reserves			-		-
Called up share capital			1		1

For the financial year ended 31 December 2025 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 24 Sep 2026nd are signed on its behalf by:

N Runnicles

Nathan Runnicles
Director

Company Registration No. 11727708

1 Accounting policies

Company information

BG Nominee 3 Limited is a private company limited by shares incorporated in England and Wales. The registered office is Third Floor, Sterling House, 20 Station Road, Gerrards Cross, Buckinghamshire, England, SL9 8EL.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, [modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value]. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.3 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1 Accounting policies (continued)

Basic financial assets
Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities
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.

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.4 Equity instruments
Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Debtors

	2025	2024
Amounts falling due within one year:	**£**	**£**
Amounts owed by group undertakings	1	1

3 Related party transactions

The company has taken advantage of the exemption available under FRS 102 Section 33.1A whereby disclosure need not be given of transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member.

4 Parent company

The company's immediate parent undertaking is BG Topco 3 Limited.

The Company's ultimate parent undertaking is Causeway Software Holdings Limited. The registered address of Causeway Software Holdings Limited is Third Floor Sterling House, 20 Station Road, Gerrards Cross, Buckinghamshire, England, SL9 8EL. The directors of Causeway Software Holdings Limited consider there to be no single controlling party.

Signable

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