

**REGISTERED NUMBER: 02368123 (England and Wales)**

**Annual Report and Financial Statements**

**for the Year Ended 31 December 2020**

**for**

**Sungard Availability Services (UK)  
Limited**



**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Contents of the Annual report and Financial Statements  
for the Year Ended 31 December 2020**

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	<b>Page</b>
<b>Company information</b>	1
<b>Strategic report</b>	2
<b>Directors' report</b>	6
<b>Independent Auditors' report</b>	8
<b>Statement of comprehensive income</b>	12
<b>Statement of financial position</b>	13
<b>Statement of changes in equity</b>	14
<b>Notes to the financial statements</b>	15

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Company Information  
for the Year Ended 31 December 2020**

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**Directors:** Michael Robinson  
Terrence J Anderson  
Michael Tobin

**Registered office:** Unit B Heathrow Corporate Park  
Green Lane  
Hounslow  
Middlesex  
TW4 6ER

**Registered number:** 02368123 (England and Wales)

**Independent Auditors:** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
3 Forbury Place  
23 Forbury Road  
Reading  
Berkshire  
RG1 3JH

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Strategic Report  
for the Year Ended 31 December 2020**

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The directors present their strategic report for Sungard Availability Services (UK) Limited (the 'Company') for the year ended 31 December 2020.

**Principal activities**

The principal activities of the Company during the year were the delivery of secure, resilient IT infrastructure and organisational availability services through a unique combination of scalable, managed IT production environments and Workplace Recovery.

**Review of business**

The Company has seen a decline in revenue during the year due to lower demand for certain traditional service offerings combined with a slowing of growth in new product offerings as businesses in our service area have slowed their capital projects due to the impacts of the pandemic. Turnover decreased by 10.0% to £139.4m (decrease 2019: 11.8% to £154.9m). Net loss for financial year is £7.8m (profit 2019: £1.2m). This decline was the result of lower revenue off set by some cost reductions which allowed the company to spend additional funds to invest in the business with the delivery of new Cloud and Network services and a reversal of a £5.6m deferred tax asset. During 2020 the Company invested £10.8 million in fixed assets (2019: £13.6 million) which included taking on new computer equipment and continued enhancement of existing data centres, workplace facilities and cloud platforms.

The Company's liquidity has remained strong and its cash position has increased by £2.9m to £19.8m.

**Strategy**

Our strategy is to maintain our position as the provider of choice by responding to our customers evolving needs by providing innovative, cost effective, solutions to their complex requirements using our expertise in virtualisation, enterprise public, private and hybrid cloud and advanced information and organisational availability technologies. We will continue to ensure that we retain our extensive customer base through maintaining very high customer satisfaction levels. In pursuing evolution of the business, there is emphasis on fiscal discipline, sustainable and scalable revenue generation in order to improve profitability and operating cash flow generation.

**Future outlook**

The Company is continuing to invest and grow its Cloud platforms alongside the continuing enhancement of existing services. This continues the high level of service in providing customer hybrid solutions to meet their changing IT infrastructure landscape. The Pandemic has seen a reduction in the shared workplace services and a growth in requirements for the Serviced workplace solutions which offer a more tailored and flexible service for customers.

The Company has continued to invest significantly in recent years enhancing existing data centres, broadening the range of managed IT services and expanding the cloud service platform. The Company expects to continue to make these investments to maintain and grow our services.

Alongside the investments the Company is continuing to review its cost base to ensure the most efficient use of resources to service customer requirements and return the company to profitability.

**Principal risks and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks are set out below:

*Competition*

The Company's greatest source of competition is from in-house dedicated solutions. Although these solutions provide customers with exclusive access to resources and infrastructure, the directors believe that for many customers, building and maintaining an in-house solution is significantly more costly and difficult than subscribing to comparable services from the Company. This is because of the Company's economies of scale, experience, technology expertise, resource management skills and vendor neutrality. The Company regularly reviews the technology market and continues to offer customers competitive services with relevant solutions.

*Economy*

A slowdown or downturn in the economy may cause the Company's business and financial results to suffer for a number of reasons. Customers may react to worsening conditions by reducing their capital expenditures in general or by specifically reducing their IT spending. In addition, customers may curtail or discontinue trading operations, delay or cancel IT projects, or seek to lower their costs by renegotiating vendor contracts. Also, customers with excess IT resources may choose to take their information availability solutions in-house rather than obtain those solutions from us. Moreover, competitors may respond to market conditions by lowering prices and attempting to lure away our customers to lower cost solutions. If any of these circumstances remain in effect for an extended period of time, there could be a material adverse effect on our financial results. Because the Company's financial performance tends to lag behind fluctuations in the economy, recovery from any particular downturn in the economy may not occur until after economic conditions have generally improved.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Strategic Report (continued)  
for the Year Ended 31 December 2020**

**Key performance indicators**

Performance during the year, together with historical trend data is set out in the table below:

	2020	2019	Definition method of calculation and analysis
Decline in sales (%)	(10.0%)	(11.8%)	Year on year sales decline expressed as a percentage.
Operational Margin (%)	(1.7%)	(0.9%)	Operational margin is the ratio of operating profit before investment impairments to sales expressed as a percentage.
Operational Margin including add backs (%)	(0.8%)	1.0%	Operational margin including add backs is the ratio of operating profit before investment impairments and severance payments to sales which is expressed as a percentage
EBITDA less capex	£3.1m	£2.9m	Operating profit before depreciation, amortisation, investment impairments and less capex spend. This is an approximation of the free cash the Company generates in the year.
Adjusted EBITDA	£15.1m	£20.6m	Operating profit before depreciation, amortisation, investment impairments, group charges and other onetime costs.
Adjusted EBITDA less capex	£4.3m	£7.0m	Operating profit before depreciation, amortisation, investment impairment, group charges add backs and less capex spend. This is an approximation of free cash that the Company generates in the year before any one-time charges.

Revenue has declined during the year due to lower demand for certain traditional service offerings combined with a slowing of growth in new product offerings as businesses in our service area have slowed their capital projects due the impacts of the pandemic.

Operational margin is 0.8% below last year. This is as a result of the negative impact in sales that was partially offset by lower costs following tight control over expenses.

Adjusted EBITDA less CAPEX declined by £1.6m versus prior year. CAPEX expenditure was £2.8m lower in 2020 which was offset by a lower EBITDA driven by fall in sales.

**Financial risk management**

The Company's operations expose it to a variety of financial risks that include the effects of changes in interest rates, liquidity risk, credit risk and foreign exchange risk. The company is exposed to fluctuations in power and utility costs.

Global management are responsible for monitoring financial risk management. Policies covering financial risk management are documented in the Sungard AS New Holdings Group financial policy manual.

*Interest rate cash flow risk and liquidity risk*

The Company's ultimate parent undertaking, Sungard AS New Holdings, LLC, manages the interest rate and liquidity risks associated with the whole Sungard Availability Services group, as disclosed in the financial statements of that company, which are available as disclosed in note 23. The Company has not historically been financed by bank or shareholder loans. The Company pays and receives interest on intercompany borrowings and lending respectively at a rate of interest determined by the group. No financial instruments were used by the Company during the year to manage interest rate costs, and therefore no hedge accounting has been applied.

The shareholder's have made available financing facilities for the company (see note 24), which may be drawn down should the company require it to mitigate the impacts from fluctuations in power and utility costs. See note 1 Going Concern.

*Credit risk*

The Company requires appropriate credit checks on potential customers before sales are made and the amount of exposure to any individual counterparty is subject to a limit which is reassessed regularly by the Company's management.

*Foreign exchange risk*

The Company is exposed to movements in foreign exchange rates as a result of transactions with a number of foreign suppliers and customers. The Company has no formal policy in place as regards the use of foreign exchange contracts, as the value and volume of foreign currency contracts is considered immaterial however, for any significant exposures the directors would consider on a case-by-case basis whether the use of such instruments is warranted.

**Results and dividends**

The loss for the financial year was £(7,843,000) (2019: profit £1,157,000).

The directors have not paid an interim dividend during the year (2019: £nil) and they do not recommend payment of a final dividend (2019: £nil).

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Strategic Report (continued)  
for the Year Ended 31 December 2020**

**Streamlined Energy and Carbon reporting**

The customers we do business with, and the communities and environment we do business in, are increasingly affected by sustainability issues such as climate change. As the Company operating in UK with emission target set to net zero by 2050, we seek ways to adapt to these new climate related challenges by embedding sustainability factors into the core operations of our business.

The Data Centre Operations team helps to mitigate any risks associated with climate change by focusing on integrating energy efficiency best practices. The team regularly take actions such as monitoring end of life equipment and utility markets as well as prioritizing replacement and/or equipment improvements. These initiatives allow the Company to operate facilities in the most efficient and eco-friendly manner to ensure high availability and reliability as well as minimizing the carbon footprint.

As a technology company, the carbon footprint is impacted by not only the energy consumption in data centres, but also from our office locations and by travel undertaken while doing business. The Company encourages employees to adopt and promote environmentally sustainable solutions like leveraging online collaboration tools, which minimizes the carbon footprint associated with business travel. Employees also assist customers in articulating and sharing our sustainability position which includes our annual greenhouse gas emissions inventory and having suppliers acknowledge their commitment to reducing their environmental impact.

The Company invests in innovative eco-friendly technologies and take actions to cut emissions across energy, transport, and buildings. By undertaking such actions, the Company demonstrates its dedication to minimizing its carbon footprint.

Parameter	2020 kWh	2020 CO2 tonnes	Methodology of calculation
Combustion of fuel and operation of facilities – gas	3,116,502	573	Stationary fuel use calculated per each property and based on gas consumption of boilers, heaters, conditioners, and any other equipment or machinery that combusts gas bearing fuels. The conversion ratio of 0,184kg of CO2e per kWh was used.
Emissions from purchased energy – electricity	146,173,446	34,079	Calculation is based on purchased and used electricity per each property. The conversion ratio of 0,233kg of CO2e per kWh was used.
Emissions from business travel	156,345	46	Calculation of CO2 emission from business travel used employees owned vehicles. The conversion ratio of 0,295kg of CO2e per kWh was used.
Total energy use	149,446,293	34,698	
Intensity ratio		24,9	Gross CO2 emission in tonnes for £100,000 revenue.

The methodology used to calculate CO2 emission in tonnes is in line with UK government guidance July 2021 Valuation of energy use and greenhouse gas.

**Section 172 Corporate Governance statement**

The directors of Company take active part of Sungard group management and focus on helping businesses transform their IT environments, ensuring they are resilient and recoverable. Reputation is the Company's most valuable asset. The Company best serves customers, investors, employees, and other stakeholders by adhering to the highest standards of ethical behaviour and by maintaining an environment that is fair, open, and honest. To accomplish this for the long-term, the Company as part of the Sungard group leverages Compliance and Business Ethics Program to enhance global coordination by providing employee training as well as policy level guidance that reinforces the importance of fostering good and ethical relationships with employees, suppliers, customers, communities and other stakeholders.

**Employees**

The Company recognises that an experienced, motivated and diverse workforce is critical to the future of the business to be an equal opportunities employer. Employee engagement plays a vital role in business decisions. The Company provides employees various development opportunities as well as comprehensive benefits that address health, wellness and safety. Employees have several opportunities to provide the feedback such as quarterly all employee Company meetings, interdepartmental meetings, and periodic employee engagement surveys.

**Suppliers**

The Company uses competitive bidding practices in the procurement of goods and services. All suppliers, vendors, contractors, service providers and consultants who do business with Sungard group must adhere to the Supplier Policy which addresses topics such as legal compliance, business conduct and social responsibility.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Strategic Report (continued)  
for the Year Ended 31 December 2020**

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**Customers**


The Company is driven to be viewed as trusted advisor and customer-centric service provider. Customer engagement provides us material insight that the Company can incorporate into the strategy. Some customers are members of the Customer Advisory Board which meets regularly with representatives from the senior management team and has real influence on the quality, direction, and cost of Sungard Availability Services group services.

**Communities**

The Company support local, non-profit community organizations with in-kind goods and services, volunteer support and occasional financial contributions. Additionally, through an annual greenhouse gas inventory, the Company can assess and explore ways to reduce an environmental impact in the communities where we conduct business.

The business will continue to review these engagements and make any necessary changes. The Sungard group Internal Audit function and global Risk and Compliance Committee additionally monitor the overall understanding, management and mitigation of emerging operational and strategic risk and compliance. Periodically, the Sungard group's Chief Risk Officer, Chief Security Officer and Chief Compliance Officer inform and make recommendations to the Audit Committee of the Board of Managers of the Ultimate Parent Sungard AS New Holdings, LLC. These actions allow us to address the ongoing needs and expectations of key stakeholders while also contributing to the long-term success of Sungard Availability Services group.

**On behalf of the board:**

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.....  
75919CC9C2234C8.....  
Terrence J Anderson - Director

February 3, 2022  
Date: .....

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Directors' Report  
for the Year Ended 31 December 2020**

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The directors present their report and the audited financial statements of the Company for the year ended 31 December 2020. The Company is a private limited company, incorporated in the United Kingdom.

**Going concern**

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue to be able to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements. In assessing the appropriateness of applying the going concern basis of preparation of the financial statements the Directors have considered the liquidity and forecast cash flows by taking into account reasonably possible outcomes for the foreseeable future.

The Company's (UK) business has been affected by the global COVID-19 pandemic since early 2020. In general, certain spending decisions by the Company's customers have been delayed. In addition, some services have been under pressure as a result of customers attempting to reduce their IT costs, and in some cases, this has caused customers not to renew their contracts. The Company's Workplace Recovery business has been particularly affected due to significantly reduced customer demand. This has resulted in certain data centre and workplace facilities becoming unprofitable, with fixed lease and energy costs no longer being offset by customer revenue. The Company has taken several actions to mitigate these impacts, including commencement of negotiations with landlords and invoicing customers for additional costs incurred on their behalf. During the second half of 2021, energy costs in the UK increased to unprecedented levels. While the Company had hedges in place to partially mitigate these price increases, the magnitude of the energy cost increase has put additional pressure on the business, including on a look forward basis.

The forecast cash flows consider the expected cash to be received under existing, committed and potential new business and is reduced for contracts that are not expected to renew. The forecast cash flows further incorporate significant cost increases at the data centres following the increases in energy costs which has had a negative impact on the overall net operational cash flows and liquidity throughout the forecast period. The combination of: (i) the on-going impact of the Covid pandemic, (ii) the recent energy cost increases and (iii) the under-utilisation and/or above-market rent on certain properties, have led the Company to seek support from its investors to ensure the Company's operations are adequately funded.

The Company will be reliant on funding from its shareholder, other group companies and affiliated third parties in order to meet its forecast net cash outflows for the foreseeable future. Such expected funding has been secured through a combination of intercompany arrangements and a commitment to provide a \$20.5m USD credit facility agreement between the Company and Guardian IT as borrowers and certain existing shareholders of the Sungard group (the "Facility"). The amount of the Facility has been sized based on the Company's anticipated funding needs. Whilst it is possible that unforeseen events result in the Company's funding needs being greater than forecast, as at the date of these financial statements, the directors believe that the amount of the Facility is sufficient.

The Facility will have a final maturity date of May 31, 2023 and it will be a condition to draw down under the Facility that the board of the Parent company approves such drawing. The Facility will contain certain other conditions to draw down. Whilst it may be possible that those conditions will not be satisfied, as of the date of these financial statements, the directors believe the Company will be able draw down on the Facility as and when required. The Directors will also need to consider whether drawing on the Facility is in the best interests of the Company at the time of accessing such funds under the Facility. Based on these circumstances the Directors continue to adopt the going concern basis for the preparation of the financial statements. The Directors are confident that the Company can continue to operate, meet their liabilities as they fall due and comply with all obligations under the new facility. In the event that the Sungard group was not able to meet the conditions for providing drawdown of the Facility, other alternative sources of funding were not available to the Company, and/or efforts to reduce the operating cashflows were unsuccessful, such that the funding requirement increased, the company may be unable to meet its liabilities as they fall due.

These financial conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements do not include the adjustments that would result were the Company unable to continue as a going concern basis.

**Post balance sheet events**

See Note 24.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Directors' Report (continued)  
for the Year Ended 31 December 2020**

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**Incorporation by reference**

Certain Laws and Regulations require that specific information should be included in the Directors' report. The following is incorporated into Directors' and Strategic's reports by reference:

- Principal activities (strategic report page 2)
- Review of the business (strategic report page 2)
- Future outlook (strategic report page 2)
- Principal risks and uncertainties (strategic report page 2)
- Financial risk management (strategic report page 3)
- Results and dividends (strategic report page 3)
- Streamlined Energy and Carbon reporting (strategic report page 4)
- S172 corporate governance statement including employee's and stakeholder's statements (strategic report page 4- 5)

**Directors**

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

- Michael Robinson
- Terrence J Anderson
- Patrick Morley (resigned 23<sup>rd</sup> December 2021)
- Michael Tobin (appointed 23<sup>rd</sup> December 2021)

**Qualifying third party indemnity provision**

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

**Employment policies**

The employment policies of the Company embody the principle of equal opportunities for all employees, regardless of gender, religion or ethnicity.

It is the Company's policy to give full and fair consideration to applications for employment from people who are disabled having regard to their particular aptitudes and abilities, to continue wherever possible the employment of employees who become disabled (and for arranging appropriate training for them) and to provide equal opportunities for the training, career development and promotion of disabled employees.

The quality and performance of the Company's employees are considered vital to the Company's success and during the year the Company held semi-annual briefings and publishes a regular newsletter, ensuring that significant developments were communicated to employees. The Company also maintains an employee advisory board, which meets quarterly and provides an opportunity for the Company to consult, where appropriate, with employees on decisions likely to affect their interests. Involvement in the Company's performance was encouraged through an annual bonus scheme.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Directors' Report (continued)  
for the Year Ended 31 December 2020**

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**Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the 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 the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the 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 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.

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.

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**Directors' confirmations**

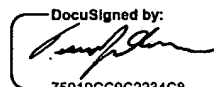
In the case of each director in office at the date the Directors' Report is approved:

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

**Independent Auditors**

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

**On behalf of the board:**

DocuSigned by:  


.....75919CC9C2234CA.....  
Terrence J Anderson - Director

February 3, 2022  
Date: .....

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Independent Auditors' Report to the Members of  
Sungard Availability Services (UK)  
Limited**

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## Report on the audit of the financial statements

### Opinion

In our opinion, Sungard Availability Services (UK) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 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, comprising 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: Statement of Financial Position as at 31 December 2020; Statement of comprehensive income and 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.

### Material uncertainty related to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company requires funding from its shareholder, other group companies and affiliated third parties to meet its forecast net cash outflows for the foreseeable future. The expected funding requirements will be provided by a combination of intercompany arrangements and a commitment for a credit facility of \$20.5m with certain existing shareholders of the Sungard group, subject to conditions including approval by the board of the parent company. In the event that the Sungard group was not able to meet the conditions for drawdown of the facility, other alternative sources of funding were not available to the Company, and/or efforts to reduce the operating cash outflows were unsuccessful such that the funding requirement increased, the company may be unable to meet its liabilities as they fall due. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a 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.

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.

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**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Independent Auditors' Report to the Members of  
Sungard Availability Services (UK)  
Limited (continued)**

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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 December 2020 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 Statement of directors' responsibilities 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 compliance with the Companies Act 2006, and tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 posting inappropriate journal entries to increase revenue or decreasing expenses and management bias in accounting estimates or judgements to manipulate results. Audit procedures performed by the engagement team included:

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Independent Auditors' Report to the Members of  
Sungard Availability Services (UK)  
Limited (continued)**

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- Enquiry of management and those charged with governance around actual and potential litigation and claims including consideration of known or suspected instances of non compliance with laws and regulation and fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to provisions for property dilapidations, onerous leases, depreciation expenses and allowance for doubtful debts;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations or posted by senior management;
- Assessing the effectiveness of controls implemented in relation to new and existing customer contracts as well as testing the appropriate revenue recognition for a sample of contracts;
- Incorporated an element of unpredictability within the overall audit approach and performing those procedures to address the risk of fraud; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations

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.

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.

### **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.



Christopher Taylor (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Reading

3 February 2022

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Statement of comprehensive income  
for the Year Ended 31 December 2020**

	Note	2020 £'000	2019 £'000
<b>Turnover</b>	2	139,355	154,854
Cost of sales		(105,771)	(112,150)
<b>Gross profit</b>		<u>33,584</u>	<u>42,704</u>
Administrative expenses		(35,895)	(44,060)
<b>Operating (loss)</b>	5	(2,311)	(1,356)
Gain from disposal	5	-	2,377
Interest receivable and similar income	6	278	307
Interest payable and similar expenses	7	(19)	-
<b>(Loss) / Profit before tax</b>		<u>(2,052)</u>	<u>1,328</u>
Tax on (loss) / profit	8	(5,791)	(171)
<b>(Loss) / Profit for the financial year</b>		<u>(7,843)</u>	<u>1,157</u>
<b>Total comprehensive (loss) / income</b>		<b>(7,843)</b>	<b>1,157</b>

All activities relate to continuing operations.

The notes on pages 15 to 29 form an integral part of these financial statements.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Statement of Financial Position  
As at 31 December 2020**

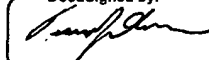
		2020	2019
	Note	£'000	£'000
<b>Fixed assets</b>			
Intangible assets	9	-	-
Tangible assets	10	40,676	47,032
Investments	11	<u>6,492</u>	<u>6,492</u>
		<u>47,168</u>	<u>53,524</u>
<b>Current assets</b>			
Debtors - Amounts falling due after more than one year	12	2,461	2,998
Debtors - Amounts falling due within one year	13	46,969	59,072
Other debtors - Amounts falling due after more than one year	14	730	705
Other debtors - Amounts falling due within one year	14	786	687
Cash at bank and in hand		<u>19,847</u>	<u>16,973</u>
		<u>70,793</u>	<u>80,435</u>
<b>Creditors</b>			
Amounts falling due within one year	15	<u>(65,218)</u>	<u>(70,836)</u>
<b>Net current assets</b>		<u>5,575</u>	<u>9,599</u>
<b>Total assets less current liabilities</b>		52,743	63,123
<b>Creditors</b>			
Amounts falling due after more than one year	16	(16,658)	(18,873)
<b>Provisions for liabilities</b>	17	<u>(18,421)</u>	<u>(18,743)</u>
<b>Net assets</b>		<u>17,664</u>	<u>25,507</u>
<b>Capital and reserves</b>			
Called up share capital	18	10	10
Share premium account	19	19,975	19,975
Other reserves	19	-	-
Retained earnings	19	<u>(2,321)</u>	<u>5,522</u>
<b>Total equity</b>		<u>17,664</u>	<u>25,507</u>

The notes on pages 15 to 29 form an integral part of these financial statements.

February 3, 2022

The financial statements on pages 12 to 29 were approved by the Board of Directors on .....  
and were signed on its behalf by:

DocuSigned by:



79919CC9C2234C8:.....  
Terrence J Anderson - Director

Sungard Availability Services (UK) Limited  
Registered number: 02368123

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Statement of Changes in Equity  
for the Year Ended 31 December 2020**

	Called up share capital £'000	Retained earnings £'000	Share premium account £'000	Other reserves £'000	Total equity £'000
<b>Balance at 1 January 2019</b>	10	3,640	19,975	725	24,350
Total comprehensive income for the year	-	1,157	-	-	1,157
Employee share options release from parent undertaking	-	725	-	(725)	-
<b>Balance at 31 December 2019</b>	<u>10</u>	<u>5,522</u>	<u>19,975</u>	<u>-</u>	<u>25,507</u>
<b>Balance at 1 January 2020</b>	10	5,522	19,975	-	25,507
Total comprehensive loss for the year	-	(7,843)	-	-	(7,843)
<b>Balance at 31 December 2020</b>	<u>10</u>	<u>(2,321)</u>	<u>19,975</u>	<u>-</u>	<u>17,664</u>

The notes on pages 15 to 29 form an integral part of these financial statements.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements  
for the Year Ended 31 December 2020**

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**1. Accounting policies**

**General information**

Sungard Availability Services (UK) Limited ("the Company") delivers secure, resilient IT infrastructure and organisational availability services through a unique combination of scalable, managed IT production environments and Workplace Recovery.

The Company is a private company limited by shares and is incorporated and domiciled in the UK (England and Wales). The address of its registered office is Unit B Heathrow Corporate Park, Green Lane, Hounslow, Middlesex, TW4 6ER.

**Basis of Preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared on the going concern basis and under the historical cost convention.

Accounting policies have been applied consistently throughout the year.

**Financial reporting standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows;
- from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statement disclosures;
- from disclosing share-based payment arrangements, required under FRS 102 paragraphs 26.18(c), 26.19 to 26.21 and 26.23, concerning its own equity instrument; and
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

The Company has also taken advantage of exemption, under the terms of section 33 not to disclose related party transactions with wholly owned subsidiaries within the group.

**Preparation of consolidated financial statements**

The financial statements contain information about Sungard Availability Services (UK) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 401 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its ultimate parent Sungard AS New Holdings, LLC, companies registered in the USA.

**Going Concern**

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue to be able to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements. In assessing the appropriateness of applying the going concern basis of preparation of the financial statements the Directors have considered the liquidity and forecast cash flows by taking into account reasonably possible outcomes for the foreseeable future.

The Company's (UK) business has been affected by the global COVID-19 pandemic since early 2020. In general, certain spending decisions by the Company's customers have been delayed. In addition, some services have been under pressure as a result of customers attempting to reduce their IT costs, and in some cases, this has caused customers not to renew their contracts. The Company's Workplace Recovery business has been particularly affected due to significantly reduced customer demand. This has resulted in certain data centre and workplace facilities becoming unprofitable, with fixed lease and energy costs no longer being offset by customer revenue. The Company has taken several actions to mitigate these impacts, including commencement of negotiations with landlords and invoicing customers for additional costs incurred on their behalf. During the second half of 2021, energy costs in the UK increased to unprecedented levels. While the Company had hedges in place to partially mitigate these price increases, the magnitude of the energy cost increase has put additional pressure on the business, including on a look forward basis.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements  
for the Year Ended 31 December 2020**

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**1. Accounting policies (continued)**

The forecast cash flows consider the expected cash to be received under existing, committed and potential new business and is reduced for contracts that are not expected to renew. The forecast cash flows further incorporate significant cost increases at the data centres following the increases in energy costs which has had a negative impact on the overall net operational cash flows and liquidity throughout the forecast period. The combination of: (i) the on-going impact of the Covid pandemic, (ii) the recent energy cost increases and (iii) the under-utilisation and/or above-market rent on certain properties, have led the Company to seek support from its investors to ensure the Company's operations are adequately funded.

The Company will be reliant on funding from its shareholder, other group companies and affiliated third parties in order to meet its forecast net cash outflows for the foreseeable future. Such expected funding has been secured through a combination of intercompany arrangements and a commitment to provide a \$20.5m USD credit facility agreement between the Company and Guardian IT as borrowers and certain existing shareholders of the Sungard group (the "Facility"). The amount of the Facility has been sized based on the Company's anticipated funding needs. Whilst it is possible that unforeseen events result in the Company's funding needs being greater than forecast, as at the date of these financial statements, the directors believe that the amount of the Facility is sufficient.

The Facility will have a final maturity date of May 31, 2023 and it will be a condition to draw down under the Facility that the board of the Parent company approves such drawing. The Facility will contain certain other conditions to draw down. Whilst it may be possible that those conditions will not be satisfied, as of the date of these financial statements, the directors believe the Company will be able draw down on the Facility as and when required. The Directors will also need to consider whether drawing on the Facility is in the best interests of the Company at the time of accessing such funds under the Facility. Based on these circumstances the Directors continue to adopt the going concern basis for the preparation of the financial statements. The Directors are confident that the Company can continue to operate, meet their liabilities as they fall due and comply with all obligations under the new facility. In the event that the Sungard group was not able to meet the conditions for providing drawdown of the Facility, other alternative sources of funding were not available to the Company, and/or efforts to reduce the operating cashflows were unsuccessful, such that the funding requirement increased, the company may be unable to meet its liabilities as they fall due.

These financial conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements do not include the adjustments that would result were the Company unable to continue as a going concern basis.

**Turnover**

Turnover derives from the Company's principal activity and is measured at the fair value of the consideration received or receivable. It excludes value added tax and trade discounts and represents the value of goods and services provided in respect of the period to which they relate.

Where the Company enters contracts to provide services, turnover is recognised generally on a straight-line basis daily over the service life of those contracts. As a result, amounts invoiced prior to the year end in respect of services to be provided in the following year are included in deferred income at the year end and services provided prior to the year-end but not yet invoiced are recognised as accrued income.

**Intangible fixed assets**

Goodwill arising on acquisitions is capitalised and amortised on a straight-line basis (subject to impairment tests) over its estimated useful life of 12.5 years, based on management's assessment of future trading.

If businesses are disposed of, which, on acquisition, resulted in goodwill being written off to reserves, such goodwill will be included in the calculation of the profit or loss on the disposal of that business in accordance with the requirements of section 19 of FRS102.

The Company evaluates the carrying value of goodwill in each financial year to determine if there has been impairment in value which would result in the inability to recover the carrying amount. When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the income statement.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

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**1. Accounting policies (continued)**

**Tangible fixed assets and depreciation**

Tangible fixed assets are shown at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided on a straight-line basis to write down the cost of tangible fixed assets to their estimated residual values over their estimated useful economic lives as follows:

Leasehold improvements	-	lesser of the remaining lease term or 10 years
Plant and machinery	-	2 to 10 years
Computer equipment	-	2 to 5 years
Transportable computer centres and motor vehicles	-	5 to 10 years
Freehold land is not depreciated		
Construction in progress is not depreciated		

Where operating software is acquired as an integral part of an acquired asset then it is capitalised and written off over the same period as the appropriate asset. Software purchased from third parties is capitalised and depreciated over its estimated useful life being 2 to 5 years.

The carrying values of tangible fixed assets are reviewed for impairment when events or circumstances indicate the carrying value may not be recoverable.

The asset lives and residual values are assessed as appropriate each year end.

**Taxation**

Tax payable is based on taxable profit for the year, calculated using tax rates enacted at the statement of financial position date. Current tax and deferred tax are recognised in the income statement.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

**Foreign currencies**

The Company's functional and presentational currency is Great Britain Pound (GBP).

Transactions denominated in foreign currencies are translated into sterling at the rate of exchange prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rates ruling on the statement of financial position date. Exchange differences are included in the Statement of Comprehensive Income in the period in which they arise.

**Investments**

Investments in subsidiaries and associated undertakings are stated in the statement of financial position of the Company at cost, less amounts written off where there has been impairment in value.

Impairment reviews are carried out by management on an annual basis or if there are any indicators of impairment.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

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**1. Accounting policies (continued)**

**Sales commission**

Amounts paid relating to sales commissions are charged to the Statement of comprehensive income when incurred for short term deals and commission not directly attributable to sales contracts.

Amounts paid relating to sales commissions for long term contracts are capitalised and amortised to the Statement of Comprehensive Income over the life of the relevant contract.

**Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

**Financial instruments**

The Company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

**Financial assets**

Basic financial assets, including trade and other debtors and amounts due from parent and subsidiary undertakings, are initially recognised at transaction price, 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. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Statement of Comprehensive Income.

**Financial liabilities**

Basic financial liabilities, including trade and other payables and loans from fellow group companies, 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 receipts discounted at a market rate of interest.

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

**Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

**Leasehold improvements**

The Company recognises the anticipated cost of significant re-instatement of leasehold properties at the end of the lease term in accordance with Section 21 of FRS 102 'Provisions and contingencies'. This anticipated cost is capitalised on a present value basis within leasehold improvements. This is depreciated on a straight-line basis over the lesser of the remaining lease term or 10 years.

**Pension costs**

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. Pension costs, which represent the contributions payable during the year, are written off directly to the Statement of Comprehensive Income as incurred.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

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**1. Accounting policies (continued)**

**Leases**

Costs in respect of operating leases are charged to the income statement on a straight-line basis over the term of the lease. Management believes this is representative of the time pattern of the benefit and payments to the lessor are not structured to increase in line with expected general inflation.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased asset to the Company. All other leases are classified as operating leases.

Assets held under finance leases are recognised initially at the fair value of the leased asset (or, if lower, the present value of minimum lease payments) at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation using the effective interest method so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are deducted in measuring profit or loss. Assets held under finance leases are included in tangible fixed assets and depreciated and assessed for impairment losses in the same way as owned assets.

**Lease incentives**

Benefits received and receivable as an incentive to sign an operating lease are spread on a straight-line basis over the non-cancellable lease term. Accordingly, any incentive received to sign a lease is included in accruals and will be credited to income statement over the appropriate period.

**Critical accounting estimates and judgements**

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 Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions as well as judgments that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities are addressed below.

**(i) Provisions(Estimate)**

**Onerous lease**

The Company holds a provision for vacant properties. The provision is assessed by management and reviewed by the directors annually (Note 17). Any movement in the provision is charged to the Statement of Comprehensive Income.

**Property provision**

The Company holds a provision for anticipated future reinstatement costs associated with bringing several of the Company's facilities back to original use at the end of the lease. Any movement in the provision is charged to the Statement of Comprehensive Income on a straight-line basis to the end of the lease term and is not discounted. Provisions are reviewed at the end of each financial year and adjusted to reflect the current best estimate of the amount required to settle the obligation. ( Note 17)

**(ii) Impairment of debtors(Estimate)**

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

**(iii) Useful economic life of tangible assets(Estimate)**

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives are re-assessed annually. The useful life of an asset assessed based on type of asset, the age of the asset, frequency of use and conditions.

**(iv) Impairment of investments(Judgement and estimate)**

Management exercises judgement when assessing each year whether there is an indicator of impairment. If such an indicator is identified, the Company performs a discounted cash flow calculation to estimate the recoverable amount. Refer to note 11 for details of the value in use calculation and an explanation of estimation required.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**2. Turnover**

The turnover and profit before taxation are attributable to the principal activities of the Company.

An analysis of turnover by geographical market is given below:

	2020 £'000	2019 £'000
United Kingdom	134,863	148,908
Europe	2,821	3,879
North America	1,412	1,831
Middle East	230	196
Other	<u>29</u>	<u>40</u>
	<u>139,355</u>	<u>154,854</u>

The Company generated its turnover and profit before taxation from one class of business, which predominantly arises in the United Kingdom.

**3. Staff costs**

The average number of persons by month employed by the Company (including directors) during the year, analysed by category, was as follows:

	2020 Number	2019 Number
Management	9	10
Sales and administration	105	117
Operations	<u>262</u>	<u>314</u>
	<u>376</u>	<u>441</u>

The aggregate payroll costs of these persons were as follows:

	2020 £'000	2019 £'000
Wages and salaries	28,073	32,292
Social security costs	3,161	3,545
Other pension costs (Note 21)	1,172	1,344
	<u>32,406</u>	<u>37,181</u>

**4. Directors' emoluments**

	2020 £'000	2019 £'000
Aggregate emoluments	248	313
Company contributions to defined contribution pension scheme	<u>15</u>	<u>11</u>
	<u>263</u>	<u>324</u>

Highest paid director

	2020 £'000	2019 £'000
Aggregate emoluments	248	180
Company contributions to defined contribution pension scheme	<u>15</u>	<u>5</u>
	<u>263</u>	<u>185</u>

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**4. Directors' emoluments (continued)**

Key management personnel are considered to be the Directors of the business.

	2020 Number	2019 Number
Retirement benefits are accruing to the following number of directors under money purchase schemes	<u>1</u>	<u>1</u>

Michael Robinson and Terrence J Anderson were paid by Sungard Availability Services LP for their services to the Sungard Availability Services group of companies, and their services as directors of the Company were incidental to their other services with the Sungard Availability Services group. Their emoluments are included in the financial statements of Sungard Availability Services LP.

**5. Operating (loss) / profit**

The operating (loss) / profit is stated after charging/(crediting):

	2020 £'000	2019 £'000
Depreciation (Note 10)	16,238	18,479
Staff costs (Note 3)	32,406	37,181
Impairment of trade debtors	155	306
Net foreign exchange loss / (gain)	(3)	698
Fees payable for the audit	250	377
Loss on disposal of fixed assets	363	20
Restructuring costs	287	1,467
Restructuring lease costs (Note 17)	(299)	(894)
Charges in respect of movement in dilapidations	(255)	571
Operating lease charges	<u>30,248</u>	<u>28,889</u>

Fees payable for the audit include £10,500 of Guardian IT fees.

Gain on disposal is the sale of the Poole property in Jan-2019 for £5,000,000 with a net gain on disposal £2,377,000. The net gain is presented after taking into account the fair value of the asset and other associated disposal costs.

**6. Interest receivable and similar income**

	2020 £'000	2019 £'000
Bank interest	16	31
Interest on amounts owed by group undertakings	262	270
Corporation tax repayment interest	-	6
	<u>278</u>	<u>307</u>

**7. Interest payables and similar expenses**

	2020 £'000	2019 £'000
Lease interest	(19)	-
	<u>(19)</u>	<u>-</u>

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**8 Tax on (loss)/profit**

**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

	2020 £'000	2019 £'000
<b>Current tax:</b>		
UK corporation tax	151	508
Adjustments in respect of prior year	<u>76</u>	<u>(1)</u>
Total current tax	227	507
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	(335)
Adjustments in respect of prior year	-	(1)
Reversal of previously recognised deferred tax assets	<u>5,564</u>	<u>-</u>
Total deferred tax (Note 13)	5,564	(336)
<b>Tax on (loss)/ profit</b>	<u><u>5,791</u></u>	<u><u>171</u></u>

**Reconciliation of total tax charge included in profit and loss**

The tax assessed for the year is the higher (2019: the lower) than the standard rate of corporation tax in the UK. The difference is explained below:

	2020 £'000	2019 £'000
(Loss)/ profit before tax	<u>(2,052)</u>	<u>1,328</u>
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2019 – 19.00%)	(390)	252
Effects of:		
Adjustments to brought forward values	(44)	(16)
Income not taxable for tax purposes	-	(451)
Group relief claimed	-	(105)
Expenses not deductible for tax purposes	118	143
Depreciation in excess of capital allowances	471	302
Adjustments to tax charge in respect of previous periods	76	(1)
Adjustment to tax charge in respect of previous periods - deferred tax	-	(1)
Reversal of previously recognised deferred tax assets	5,564	-
Timing differences	(4)	9
Adjustment tax to average rate	-	39
Total tax charge	<u><u>5,791</u></u>	<u><u>171</u></u>

Deferred tax assets arising from change in tax rates from 17% to 19% for the year ended December 2021 of £741,000 have not been recognised. The deferred tax balance at the end of December 2020 of £5,564,000 was reversed due to the current negative economic conditions which indicates the future profits may not be probable to support the recognition of the deferred tax asset.

The loss for the year ended 31 December 2020 are taxed at 19.00% with the profits for the year ended 31 December 2019 taxed at 19.00%.

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. As the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**9. Intangible assets**

	Goodwill £'000
<b>Cost</b>	
At 1 January 2020	112,270
Disposal	(112,270)
At 31 December 2020	-
<b>Accumulated amortisation</b>	
At 1 January 2020	(112,270)
Amortisation disposal	112,270
At 31 December 2020	-
<b>Net book value</b>	
At 31 December 2020	-
At 31 December 2019	-

Goodwill related to the purchase of the businesses and undertaking carried on by Sungard Availability Services (DR) Limited (including the business of iXguardian Limited and Televault Limited) and the properties, assets and rights relating to the business and undertaking owned by Sungard Availability Services (DR) Limited was disposed in 2020 following Sungard Availability Services (DR) Limited, iXguardian Limited and Televault Limited liquidation.

**10. Tangible assets**

	Leasehold improve- ments	Plant and machinery	Computer equipment	Transport -able computer centres and vehicles	Construction in progress	Total
	£'000	£'000	£'000	£'000	£'000	£'000
<b>At 31 December 2019</b>						
Cost	197,162	15,335	154,599	409	-	367,505
Accumulated depreciation	(174,032)	(14,206)	(131,826)	(409)	-	(320,473)
<b>Net book amount</b>	23,130	1,129	22,773	-	-	47,032
<b>Year ended 31 December 2020</b>						
Opening net book amount	23,130	1,129	22,773	-	-	47,032
Additions	2,951	179	6,091	-	1,621	10,842
Disposals	(6,756)	(2,690)	(5,750)	-	-	(15,196)
Depreciation	(6,253)	(235)	(9,750)	-	-	(16,238)
Elimination on disposal	6,756	2,676	4,804	-	-	14,236
Category transfer	(446)	-	446	-	-	-
<b>Net book amount</b>	19,382	1,059	18,614	-	1,621	40,676
<b>At 31 December 2020</b>						
Cost	192,911	12,822	155,385	409	1,621	363,148
Accumulated depreciation	(173,529)	(11,763)	(136,771)	(409)	-	(322,472)
<b>Net book amount</b>	19,382	1,059	18,614	-	1,621	40,676

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**10. Tangible assets (continued)**

Leasehold improvements include an asset with a cost of £17,402,000 (2018: £17,170,000) relating to the anticipated future reinstatement costs associated with bringing several of the Company's facilities back to original use at the end of their lease life. This is being charged to the Statement of Comprehensive Income on a straight-line basis to the end of the lease term.

Computer equipment includes an asset capitalised and held under finance leases:

	Computer equipment	Total
	£'000	£'000
<b>Year ended 31 December 2020</b>		
Opening net book amount	-	-
Cost addition	773	773
Accumulated depreciation	(52)	(52)
<b>Net book value</b>	<b>721</b>	<b>721</b>

Capital expenditure authorised and contracted for but not provided in the financial statements amounts to:

	2020	2019
	£'000	£'000
Tangible assets	<u>1,089</u>	<u>727</u>

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**11. Investments**

	Shares in subsidiaries
	£'000
<b>Cost</b>	
At 1 January 2020	11,562
Additions in the year	<u>-</u>
At 31 December 2020	<u>11,562</u>
<b>Accumulated impairment</b>	
At 1 January 2020	(5,070)
Impairment in the year	<u>-</u>
At 31 December 2020	<u>(5,070)</u>
<b>Net book value</b>	
At 31 December 2020	<u><u>6,492</u></u>
At 31 December 2019	<u><u>6,492</u></u>

The net book value brought forward as at 1 January 2020 of £6,492,000 (2019: £6,492,000) includes an impairment brought forward of £5,070,000 (2019: £5,070,000) which has been recorded in the investment in Sungard Availability Services (Ireland) Limited. This arose due to the trading loss the Company incurred in 2013 while it invested in new products.

The value in use relating to the impairment calculations was derived from discounted cash flow projections covering the period up to 2029, as this is considered to be the period over which economic benefits from the investment can reasonably be expected to accrue. The discount rate used was 10.00% on a post-tax basis, being the expected risk adjusted weighted average cost of capital.

The directors believe that the carrying value of the other investments is supported by their value in use.

Subsidiary undertakings	Country of Incorporation	Principal activity	Class and % of nominal value of that class held
Sungard Availability Services (Ireland) Limited	Ireland	Managed IT services	Ordinary shares 100.00%
Sungard Availability Services (India) Private Limited	India	Business continuity and disaster recovery	Ordinary shares 100.00%
Sungard Availability Services (Poland) Sp.z.o.o.	Poland	Business continuity and disaster recovery	Ordinary shares 100.00%

Subsidiary undertaking registration addresses:

Sungard Availability Services (Ireland) Limited – Unit 5 Beckett Way, Park West Business Park, Nangor Road, Dublin 12, 662892, Ireland

Sungard Availability Services (India) Private Limited - 2nd Floor, Wing 4, Cluster D, EON Free Zone Plot No. 1, S. No. 77, MIDC Kharadi Knowledge Park, Pune, MH 411014 India.

Sungard Availability Services (Poland) Sp.z.o.o. – 4 Kwiatkowskiego, Wroclaw, 52-326, Poland

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

**12. Debtors: amounts falling due after more than one year**

	2020	2019
	£'000	£'000
Prepayments and accrued income	<u>2,461</u>	<u>2,998</u>

**13. Debtors: amounts falling due within one year**

	2020	2019
	£'000	£'000
Trade debtors	23,223	27,603
Amounts owed by group undertakings	9,610	11,176
Corporation tax	143	297
Deferred tax asset	-	5,564
Prepayments and accrued income	<u>13,993</u>	<u>14,432</u>
	<u>46,969</u>	<u>59,072</u>

Included in the amounts owed by group undertakings is an intercompany loan to Sungard Availability Services LP. The balance outstanding of £8,755,000 (2019: £8,755,000) is repayable on demand on or before 1 January 2027 and interest is charged 200 basis points above 12-month EUR LIBOR per annum. All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Trade debtors are payable in line with the contract terms and are stated after provisions of £155,000 (2019: £306,000).

**Deferred tax**

The movement in the deferred tax asset during the year was as follows:

	2020	2019
	£'000	£'000
At 1 January	5,564	5,228
Movement	<u>(5,564)</u>	<u>336</u>
At 31 December	<u>-</u>	<u>5,564</u>

The deferred tax balance at the end of December 2020 of £5,564,000 was reversed due to the current negative economic conditions which indicates the future profits may not be probable to support the recognition of the deferred tax asset.

	2020	2019
	Amount recognised £'000	Amount recognised £'000
Difference between depreciation and capital allowances	-	5,498
Other timing differences	<u>-</u>	<u>66</u>
	<u>-</u>	<u>5,564</u>

**14. Other Debtors**

	2020	2019
	£'000	£'000
Commission asset recognised at 1 January	1,392	1,965
Commission asset recognised during the year	991	750
Commission asset amortised during the year	<u>(867)</u>	<u>(1,323)</u>
Commission asset recognised at 31 December	<u>1,516</u>	<u>1,392</u>
Commission assets – falling due within one year	786	687
Commission assets – falling due after more than one year	730	705

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

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

	2020	2019
	£'000	£'000
Trade creditors	13,632	13,462
Amounts owed to group undertakings	1,393	1,414
Taxation and social security	4,245	2,356
Accruals and deferred income	<u>45,948</u>	<u>53,604</u>
	<u>65,218</u>	<u>70,836</u>

All amounts owed to group undertakings are unsecured, interest free and repayable on demand.

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

	2020	2019
	£'000	£'000
Deferred income	1,387	2,495
Operating lease accruals	<u>15,271</u>	<u>16,378</u>
	<u>16,658</u>	<u>18,873</u>

**17. Provisions for liabilities**

	Onerous lease £'000	Property provision £'000	Total £'000
At 1 January 2020	1,317	17,426	18,743
Release in the year	-	(255)	(255)
Amortisation in the year	(490)	-	(490)
Increase in the year	191	232	423
At 31 December 2020	<u>1,018</u>	<u>17,403</u>	<u>18,421</u>

**Onerous lease**

The Company reviews its property portfolio and identifies vacant space that is not in use. For the properties deemed not to be in use a provision is made for the residual term and a restructuring obligation is booked through the profit and loss account. The provision is not discounted.

**Maturity of onerous lease provision:**

	2020	2019
	£'000	£'000
Within one year	382	462
Due in more than one year but not more than five years	510	855
Over five years	<u>126</u>	<u>-</u>
	<u>1,018</u>	<u>1,317</u>

**Property provision**

Leasehold improvements include an asset with a cost of £17,402,000 (2019: £17,426,000) relating to the anticipated future reinstatement costs associated with bringing several of the Company's facilities back to original use at the end of their lease life. During the year a number of the Company's properties were reassessed generating a decrease in the amount provided. This is charged to the Statement of Comprehensive Income on a straight-line basis to the end of the lease term and has not been discounted.

	2020	2019
	£'000	£'000
Within one year	1,700	2,408
Due in more than one year but not more than five years	4,465	4,011
Over five years	<u>11,238</u>	<u>11,007</u>
	<u>17,403</u>	<u>17,426</u>

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2020**

18. <b>Called up share capital</b>	2020	2020	2019	2019
Ordinary shares of £1 each	No.	£'000	No.	£'000
Alotted and fully paid:				
At 1 January	10,001	10	10,001	10
Issued during the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December	<u>10,001</u>	<u>10</u>	<u>10,001</u>	<u>10</u>

All of the Company's issued share capital consists of equity interest.

All issued shares are ordinary and 100% owned by immediate parent company Sungard Availability Services Holdings (Europe) Inc. Each ordinary share carries one vote, the ordinary shares have full dividend and capital distribution (including on winding up) rights. They do not confer any rights of redemption.

19. <b>Reserves</b>	Retained earnings	Share premium account	Totals
	£'000	£'000	£'000
At 1 January 2020	5,522	19,975	25,497
Total comprehensive loss for the year	(7,843)	-	(7,843)
Dividends paid	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2020	<u>(2,321)</u>	<u>19,975</u>	<u>17,654</u>

Other reserves represented the non cash benefit of employee share option charges.

**20. Dividends**

The directors have not paid an interim dividend during the year (2019: £nil) and they do not recommend payment of a final dividend (2019: £nil).

**21. Pension commitments**

The Company operates a defined contribution pension scheme. The pension cost for the year of £1,172,000 (2019: £1,344,000) represents contributions paid by the Company to the scheme. There were no outstanding or prepaid contributions at either the beginning or the end of the financial year.

**22. Financial commitments**

The total of future minimum lease payments under non-cancellable operating leases are as follows:

	2020		2019	
	Land and Buildings	Other	Land and Buildings	Other
	£'000	£'000	£'000	£'000
Not later than one year	32,792	-	30,573	261
Later than one and not later than five years	115,349	-	109,071	9
Later than five years	<u>52,336</u>	<u>-</u>	<u>55,191</u>	<u>-</u>
	<u>200,477</u>	<u>-</u>	<u>194,835</u>	<u>270</u>

The total of future minimum lease payments under non-cancellable financial leases are as follows:

	Computer equipment
	£'000
Not later than one year	123
Later than one and not later than five years	<u>598</u>
At 31 December 2020	<u>721</u>

**Sungard Availability Services (UK)  
Limited (Registered number: 02368123)**

**Notes to the Financial Statements (continued)  
for the Year Ended 31 December 2019**

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**23. Ultimate controlling party**

The immediate parent undertaking is Sungard Availability Services Holdings (Europe) Inc., a body incorporated in Delaware, USA.

Sungard AS New Holdings, LLC is the ultimate parent and controlling party incorporated in USA undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2020 and the consolidated financial statements are available from:

Sungard AS New Holdings, LLC  
680 East Swedesford Road  
Wayne  
Pennsylvania 19087  
USA

**24. Post balance sheet events**

On 23<sup>rd</sup> December 2021, the Company issued 1 share at a value of £3,500,000 to its immediate parent undertaking Sungard Availability Services Holdings (Europe) Inc.

On 31<sup>st</sup> January 2022, a group of certain existing shareholders of the parent company Sungard AS New Holdings LLC, entered into an agreement with the Company and Guardian IT to make available a \$20.5m credit facility. The Facility will have a final maturity date of May 31, 2023 and will contain certain conditions to drawdown.