

Registration number: 09761488

# Garden Midco 1 Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2022

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## Company Information

<b>Directors</b>	K Janjua H Maule
<b>Registered office</b>	10 Bressenden Place London SW1E 5DN
<b>Bankers</b>	HSBC Bank plc West End CBC 69 Pall Mall London SW1Y 5EY

## Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

### **Principal activity**

The principal activity of the Company is that of a holding company.

### **Review of the business**

The Company's loss for the year was £587 (2021: loss of £16,206). The loss in 2022 is a result of the excess of intragroup interest payable over intragroup interest receivable for the year. The directors consider the result for the year and the financial position at the end of the year to be in line with expectations.

### **Principal risks and uncertainties**

The Company is exposed to liquidity risk and manages its cash and borrowings in order to meet its working capital requirements, maximise interest income and minimise interest expense as effectively as possible.

The Company is a member of the PA Consulting Group Limited group of companies ('the Group'). Business performance and principal risks and uncertainties of the Company are integrated with the performance and principal risks of the Group, and are not managed separately. For this reason, the Company's directors believe that, with the exception of the liquidity risk described above, further analysis is not necessary here. A detailed review of the business performance of the Group and a description of the principal risks and uncertainties facing it can be found in the PA Consulting Group Limited report and accounts for 2022.

## Strategic Report for the Year Ended 31 December 2022

### Section 172(1) Statement

This section comprises our Section 172(1) Statement and should be read in conjunction with the strategic report on page 2.

The directors of the Company have acted in a way they considered, in good faith, to be most likely to promote the success of the Company for the benefit of the members as a whole, and in doing so had regard, among other things to:

- the likely consequences of any decision in the long term
- the need to foster business relationships with suppliers, customers and others
- the impact of the Company's operations on the community and the environment
- the desirability of the Company maintaining its reputation for high standards of business conduct
- the need to act fairly as between the members of the Company.

The Company is a wholly-owned subsidiary of PA Consulting Group Limited and its governance and operating practices are aligned with the Group.

The PA Consulting Group has six core values - passionate about people, inspired by client value, creating commercial success, prizing our ethical approach, seeking to excel and achieving success through shared endeavours. These values are enshrined in our Code of Conduct and drive the way PA and its board behave with clients, with each other and with everyone else we meet through our work.

Our core values, which are set by the board of PA Consulting Group Limited, define our organisation and represent a personal commitment by every one of our people worldwide.

The governance and control framework which is in place across the PA Group ensures that our core values are upheld and that decisions made by the board of the Company give due regard to the long-term impact of those decisions, the interests of the Group and Company's stakeholders, and the impact of the Company's activities on the community, the environment and the Company's reputation. The key stakeholders which are considered by the Board when making decisions include our people, clients and shareholders, as well as suppliers, the environment and the communities around us.

The directors of the Company have access to advice and guidance from the Group Company Secretary, as well as PA's company secretariat and Group legal functions when discharging their duties. No disclosure is provided regarding engagement with employees as the Company had no employees in the year. Disclosure of the PA Group's engagement with employees can be found in the PA Consulting Group Limited report and accounts for 2022.

Approved by the Board on 28 September 2023 and signed on its behalf by:



.....  
K Janjuah  
Director

## **Directors' Report for the Year Ended 31 December 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

### **Directors of the Company**

The directors who held office during the year ended 31 December 2022 and up to the date of signing the financial statements were as follows:

K Janjuah

H Maule (appointed 12 January 2022)

K Toombs (appointed 12 January 2022 and resigned 12 May 2023)

W Lambe (appointed 15 September 2022 and resigned 18 January 2023)

### **Dividends**

The directors do not recommend the payment of a dividend (2021: £nil).

### **Future developments**

The future operations of the Company are expected to remain consistent with the current year.

### **Going concern**

Having considered the financial position, trading performance and forecast cash flows, along with the principal risks of the business, of the Company and wider PA Group, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Despite being loss making in the year and having net current liabilities at 31 December 2022, the Company has the full support of its intermediate parent PA Consulting Group Limited, a company with a strong financial position at 31 December 2022.

As described in the Group Annual Report the directors have taken into account short and mid-term trading and cash forecasts covering the period to December 2024, potential global or economic impacts on the numbers included in those forecasts and the availability of funding sources for the Group. The base forecasts used as part of the review align with the Group's board-approved budget and long-term plan and show operating cashflow to be strong throughout. In creating the budget, consideration has been given to impacts on key cost items from the heightened UK inflation (as the Group's predominant geography) and assessment of an achievable rate of utilisation in the current economic environment. Other than the impact on utility costs, there have been no other identified implications in relation to the continued Ukraine-Russia conflict.

The directors have also assessed the tolerance of the business cash flows to adverse impacts on the base assumptions which are most at risk from the current global economic environment. These are: inflation pressures driving employment and overhead costs at a higher than budgeted rate, client demand dropping from reduced discretionary spend or public spending cuts impacting ability to achieve target utilisation, and the Group's borrowing rate doubling from the current year achieved rate. The downside case including a combination of all impacts demonstrated that the Group's business model is sufficiently robust and has excess funding headroom to absorb sustained external volatility. The Group's business model has meant that historically the Group is self-funding from its operating cash generation. Trading and cash conversion has mostly been unaffected by the economic uncertainty in the last two years which has shown that this business model is robust and flexible to adapt to external volatility.

On the basis of the Group's forecast position, and from the outcome of the downside scenario, the directors are satisfied that the Group's business model is robust and flexible. The directors are further satisfied that the Company has sufficient resources and liquidity to continue to trade for the foreseeable future and conclude that there are no significant doubts about the Company's ability to continue as a going concern.

## **Directors' Report for the Year Ended 31 December 2022**

### **Directors' liabilities**

In accordance with the Articles of Association, the sole shareholder has provided to all the directors an indemnity (to the extent permitted by the Companies Act 2006) in respect of liabilities incurred as a result of their office. The Group has taken out an insurance policy in respect of those liabilities for which directors may not be indemnified. Neither the indemnity nor insurance provides cover in the event that the director is proved to have acted dishonestly or fraudulently.

Approved by the Board on 28 September 2023 and signed on its behalf by:



.....  
K Janjua  
Director

## **Statement of Directors' Responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare the financial statements for each financial year.

Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards, specifically FRS 102 'The Financial Reporting Standard applicable to 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 these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 confirm that they have complied with the above requirements in preparing the financial statements.

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



## Income Statement for the Year Ended 31 December 2022

	Note	2022 £	2021 £
Turnover		-	-
Administrative expenses		<u>-</u>	<u>(689)</u>
Operating loss		-	(689)
Other interest receivable and similar income	2	65,244,019	58,253,589
Interest payable and similar charges	3	<u>(65,244,606)</u>	<u>(58,253,798)</u>
Loss before tax		(587)	(898)
Taxation	5	<u>-</u>	<u>(15,308)</u>
Loss for the financial year		<u><u>(587)</u></u>	<u><u>(16,206)</u></u>

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the year other than the results above.

The notes on pages 11 to 22 form an integral part of these financial statements.

## Statement of Comprehensive Income for the Year Ended 31 December 2022

	2022 £	2021 £
Loss for the year	<u>(587)</u>	<u>(16,206)</u>
Total comprehensive loss for the year	<u><u>(587)</u></u>	<u><u>(16,206)</u></u>

The notes on pages 11 to 22 form an integral part of these financial statements.

## Statement of Financial Position as at 31 December 2022

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Investments	6	15,633,313	15,633,313
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	608,944,180	543,700,160
<b>Creditors:</b> amounts falling due within one year	8	<u>(608,976,332)</u>	<u>(543,731,725)</u>
<b>Net current liabilities</b>		<u>(32,152)</u>	<u>(31,565)</u>
<b>Net assets</b>		<u>15,601,161</u>	<u>15,601,748</u>
<b>Capital and reserves</b>			
Called up share capital	9	1,563,333	1,563,333
Share premium reserve	10	14,069,980	14,069,980
Profit and loss account		<u>(32,152)</u>	<u>(31,565)</u>
Total equity		<u>15,601,161</u>	<u>15,601,748</u>

For the financial year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of the Company were authorised for issue by the Board of Directors on 28 September 2023 and signed on its behalf by:



.....  
K Janjuah  
Director

**Garden Midco 1 Limited**  
**Registration number: 09761488**

The notes on pages 11 to 22 form an integral part of these financial statements.

## Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2022	1,563,333	14,069,980	(31,565)	15,601,748
Loss for the year	-	-	(587)	(587)
Total comprehensive loss	-	-	(587)	(587)
At 31 December 2022	<u>1,563,333</u>	<u>14,069,980</u>	<u>(32,152)</u>	<u>15,601,161</u>

  

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2021	1,563,333	14,069,980	(15,359)	15,617,954
Loss for the year	-	-	(16,206)	(16,206)
Total comprehensive loss	-	-	(16,206)	(16,206)
At 31 December 2021	<u>1,563,333</u>	<u>14,069,980</u>	<u>(31,565)</u>	<u>15,601,748</u>

The notes on pages 11 to 22 form an integral part of these financial statements.

## **Notes to the Financial Statements for the Year Ended 31 December 2022**

### **1 Accounting policies**

#### **Statement of compliance**

The Company is a private company limited by shares and is incorporated in England. The registered office is 10 Bressenden Place, London, SW1E 5DN.

The Company's financial statements have been prepared in compliance with FRS 102 'The Financial Reporting Standard applicable to the UK and the Republic of Ireland' as it applies to the financial statements of the Company for the year ended 31 December 2022.

The principal accounting policies used in preparing these financial statements are set out below. These policies have been consistently applied to all the periods presented in dealing with items that are considered material in relation to the financial statements.

In preparing financial statements, management develops estimates and judgements that affect the reported amount of assets and liabilities, revenues and costs, and related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates under different assumptions or conditions.

#### **Basis of preparation**

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards.

The financial statements have been prepared on the going concern basis of accounting under the historical cost convention.

The financial statements are presented in pounds sterling.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### Going concern

Having considered the financial position, trading performance and forecast cash flows, along with the principal risks of the business, of the Company and wider PA Group, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Despite being loss making in the year and having net current liabilities at 31 December 2022, the Company has the full support of its intermediate parent PA Consulting Group Limited, a company with a strong financial position at 31 December 2022.

As described in the Group Annual Report the directors have taken into account short and mid-term trading and cash forecasts covering the period to December 2024, potential global or economic impacts on the numbers included in those forecasts and the availability of funding sources for the Group. The base forecasts used as part of the review align with the Group's board-approved budget and long-term plan and show operating cashflow to be strong throughout. In creating the budget, consideration has been given to impacts on key cost items from the heightened UK inflation (as the Group's predominant geography) and assessment of an achievable rate of utilisation in the current economic environment. Other than the impact on utility costs, there have been no other identified implications in relation to the continued Ukraine-Russia conflict.

The directors have also assessed the tolerance of the business cash flows to adverse impacts on the base assumptions which are most at risk from the current global economic environment. These are: inflation pressures driving employment and overhead costs at a higher than budgeted rate, client demand dropping from reduced discretionary spend or public spending cuts impacting ability to achieve target utilisation, and the Group's borrowing rate doubling from the current year achieved rate. The downside case including a combination of all impacts demonstrated that the Group's business model is sufficiently robust and has excess funding headroom to absorb sustained external volatility. The Group's business model has meant that historically the Group is self-funding from its operating cash generation. Trading and cash conversion has mostly been unaffected by the economic uncertainty in the last two years which has shown that this business model is robust and flexible to adapt to external volatility.

On the basis of the Group's forecast position, and from the outcome of the downside scenario, the directors are satisfied that the Group's business model is robust and flexible. The directors are further satisfied that the Company has sufficient resources and liquidity to continue to trade for the foreseeable future and conclude that there are no significant doubts about the Company's ability to continue as a going concern.

### Summary of disclosure exemptions

The financial statements contain information about the Company as an individual company and do not contain consolidated financial information. The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent company, PA Consulting Group Limited, which are publicly available.

The financial statements of PA Consulting Group Limited may be obtained from 10 Bressenden Place, London, SW1E 5DN.

## Notes to the Financial Statements for the Year Ended 31 December 2022

FRS 102 paragraphs 1.12 and 33.1A allow a qualifying entity certain disclosure exemptions. These disclosure exemptions are available subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders. The equivalent disclosures are included in the consolidated financial statements of PA Consulting Group Limited.

The Company has taken advantage of the following exemptions:

(i) from preparing a statement of cash flows as required by FRS 102 Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17(d);

(ii) from disclosing share based payment arrangements using equity instruments of another group entity as required by FRS 102 paragraphs 26.18(a), 26.18(b), 26.19 to 26.21 and 26.23;

(iii) from disclosing transactions entered into between the Company and other wholly owned companies within the PA Consulting Group Limited group as required by FRS 102 paragraphs 33.8 to 33.14;

(iv) from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

(v) from disclosing the financial instrument disclosures, required under FRS 102 paragraphs 11.41(b) / (c) / (e) / (f), 11.42, 11.44 to 11.45, 11.47, 11.48 (a) (iii) / (iv), 11.48 (b) / (c) and paragraphs 12.26 to 12.27, 12.29 (a) / (b) and 12.29A, as the information is provided in the consolidated financial statement disclosures.

### Interest income and expense

Interest income and expense is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable.

### Foreign currency transactions and balances

#### (a) Functional and presentation currency

The financial statements are presented in sterling, which is the Company's functional and presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated at rates ruling at the balance sheet date. Such exchange differences are included in the profit and loss account under other administrative expenses. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the initial transactions.

### Tax

The tax charge/credit comprises current tax payable/receivable.

The current tax charge/credit represents an estimate of the amounts payable to/receivable from tax authorities in respect of the Company's taxable profits and is based on an interpretation of existing tax laws. Taxable profit differs from profit before tax as reported in the income statement as it excludes certain items of income and expense that are taxable or deductible in other years or are never taxable or deductible.

### Fixed asset investments

In the Company statement of financial position, investment in subsidiaries is stated at cost less provision for impairment in value.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### **Share capital**

Issued share capital is classified as equity instruments or financial liabilities according to the substance of the contractual arrangement entered into.

### **Financial instruments**

Other payables are not interest-bearing and are stated at amortised cost.

All interest-bearing loans and borrowings are initially recognised at net proceeds. After initial recognition, debt is increased by the finance cost in respect of the reporting period and reduced by repayments made in the period.

Interest payable is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable.

### **Critical accounting judgements and estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expenses. The Company bases its estimates and judgements on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates. The estimates and judgements considered to be significant are detailed below:

### ***Impairment of investments***

Annually, the Company considers whether investments are impaired. This requires an estimation of the value-in-use of the underlying cash-generating units to which the investments relate. Value-in-use calculations require assumptions to be made regarding the expected future cash flows from the cash-generating unit and choice of suitable discount rate to calculate the present value of those cash-flows. If the actual cash flows are lower than estimated, impairments may be necessary.



## Notes to the Financial Statements for the Year Ended 31 December 2022

### 2 Interest receivable

	2022	2021
	£	£
Interest receivable on intragroup loan	27,287,180	24,363,554
Interest receivable on rollover loan notes	24,922,035	22,251,817
Interest receivable on shareholder loan	13,034,804	11,638,218
	<u>65,244,019</u>	<u>58,253,589</u>

### 3 Interest payable

	2022	2021
	£	£
Interest payable on investor loan notes	35,159,980	31,392,840
Interest payable on shareholder loan notes	24,922,035	22,251,817
Interest payable on shareholder loan	5,162,004	4,608,931
Interest payable on amounts owed to group undertakings	587	210
	<u>65,244,606</u>	<u>58,253,798</u>

### 4 Directors' remuneration

No emoluments were paid by the Company to the directors during the year (2021: £nil).

All directors were employed by and received all emoluments from other PA Group undertakings. The directors perform duties for multiple entities in the PA Group. There is no allocation of their compensation between group entities as the services provided and remuneration are expected to be negligible. All directors of the Company are directors of PA Consulting Management Services Limited, a fellow group company, and are included in the disclosure of directors remuneration in the accounts of that company.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### 5 Taxation

(a) Tax on loss on ordinary activities

Tax charged in the income statement

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
<b>Current taxation</b>		
UK tax underprovided in previous years	-	15,308
UK corporation tax charge	-	15,308

(b) Factors affecting current tax charge

The tax on loss for the year is higher than the standard rate of corporation tax in the UK (2021 - higher than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are explained below:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Loss before tax on ordinary activities	(587)	(898)
Loss on ordinary activities multiplied by corporation tax of 19% (2021: 19%)	(112)	(171)
Group relief claimed for nil consideration	112	171
UK tax underprovided in previous years	-	15,308
<b>Total tax charge</b>	-	15,308

(c) Factors that may affect future tax charges

The Finance Act 2021 confirmed an increase of UK corporation tax rate from 19 per cent to 25 per cent with effect from 1 April 2023.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### 6 Fixed asset investments

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Investments in subsidiaries	15,633,313	15,633,313

#### Subsidiaries

£

#### Cost

At 1 January 2022

15,633,313

#### Carrying amount

At 31 December 2022

15,633,313

At 31 December 2021

15,633,313

#### Details of undertakings

The subsidiary undertakings as at 31 December 2022 are shown below. All are wholly owned either directly or indirectly by the Company unless otherwise stated. All subsidiaries prepare accounts up to 31 December each year except for PA Consulting Services (India) Private Limited, which prepares accounts up to 31 March.

#### Directly held

Name	Country	Registered office address	Class of share held	Nature of business
Garden Finance Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary and preference	Holding company

#### Indirectly held

Name	Country	Registered office address	Class of share held	Nature of business
PA Consulting Group A/S	Denmark	Portland Towers, Goteborg Plads 1, DK-2150 Copenhagen	Ordinary	Consultancy
PA Consulting Holdings ApS	Denmark	Portland Towers, Goteborg Plads 1, DK-2150 Copenhagen	Ordinary	Holding company
PA Consulting Group GmbH	Germany	Youco24 Business Centre, Amelia-Mary-Earhart-Strasse 8, 60549 Frankfurt am Main	Ordinary	Consultancy
PA Consulting Group Limited	Hong Kong	Suite 1106-8, 11/F, Tai Yau Building, No. 181 Johnston Road, Wanchai	Ordinary	Consultancy
PA Consulting Services (India) Private Limited	India	4A & 4B Gold Nest, Wind Tunnell Road, Murugeshpalya, Bangalore 560017	Ordinary	Dormant
PA Consulting Design Partners Limited	Ireland	IDA Business Park, Southern Cross Road, Bray. Co. Wicklow, Ireland	Ordinary	Consultancy
PA Consulting Group, S.de R.L. de C.V	Mexico	Vito Alessio Robles Street 51-202, Colony ExHacienda de Guadalupe Chimalistac, Municipality Alvaro Obregon, Mexico City 01505	Quota	Consultancy
PA Consulting Mexico Services S.A.de C.V.	Mexico	Vito Alessio Robles Street 51-202, Colony ExHacienda de Guadalupe Chimalistac, Municipality Alvaro Obregon, Mexico City 01505	Ordinary	Consultancy

## Notes to the Financial Statements for the Year Ended 31 December 2022

PA Consulting Group BV	Netherlands	Gebouw B, Papendorpseweg 97, 3528 BJ Utrecht	Ordinary	Holding company
PA Consulting Services BV	Netherlands	Gebouw B, Papendorpseweg 97, 3528 BJ Utrecht	Ordinary	Consultancy
PA Holdings BV	Netherlands	Gebouw B, Papendorpseweg 97, 3528 BJ Utrecht	Ordinary and preference	Holding company
PA International Holdings BV	Netherlands	Gebouw B, Papendorpseweg 97, 3528 BJ Utrecht	Ordinary	Holding company
PA Consulting Group Limited	New Zealand	BDO Auckland, Level 4, BDO Centre, 4 Graham Street, Auckland Central 1010	Ordinary	Consultancy
PA Consulting Group AS	Norway	Verkstedveien 1, PO Box 150, Skøyen, 0277 Oslo	Ordinary	Consultancy
PA Consulting Group (Qatar) LLC <sub>1</sub>	Qatar	Level 14, Commercial Bank Plaza, West Bay, Doha	Ordinary	Consultancy
PA Consulting Group AB	Sweden	Jakobsbergsgatan 17, 111 44 Stockholm	Ordinary	Consultancy
7 Safe Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Consulting Group Finance Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary and preference	Holding company
Nyras Capital LLP	United Kingdom	10 Bressenden Place, London, SW1E 5DN		Consultancy
Nyras Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Consulting Government Services Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Consulting Holdings Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
PA Consulting Management Services Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary and preference	Management services
PA Consulting Services Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Finance Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
PA Group Treasury Services Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Treasury services company
PA Holdings Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
PA International Consulting Group Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
PA Knowledge Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Middle East Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy

## Notes to the Financial Statements for the Year Ended 31 December 2022

PA Netherlands Treasury Services Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Treasury services company
PA Overseas Holdings Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
PA Pension Trustees Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Dormant
PA Pension Trustees Two Limited <sup>2</sup>	United Kingdom	10 Bressenden Place, London SW1E 5DN, UK	Ordinary	Trustee company
PA Perfect Cost Grid Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Technology Solutions Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Consultancy
PA Treasury Services (US) Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Treasury services company
PACG2 Limited	United Kingdom	10 Bressenden Place, London, SW1E 5DN	Ordinary	Holding company
Sparkler Limited	United Kingdom	3rd Floor, 58-60 Berners Street, London, W1T 3NQ	Founder shares, growth shares and ordinary shares	Consultancy
We Are Friday Limited	United Kingdom	50 Farringdon Road, London, EC1M 3HE	Ordinary	Dormant
The PA Foundation	United Kingdom	10 Bressenden Place, London SW1E 5DN, UK	Limited by guarantee	Registered Charity
PA Consulting Group Inc.	USA	Tower Point, 6th Floor, 27-43 Wormwood Street, Boston MA 02210	Common and preference	Consultancy
PA US Holdings Inc.	USA	Tower Point, 6th Floor, 27-43 Wormwood Street, Boston MA 02210	Common and preference	Holding company
Cooper Perkins Inc.	USA	Middlesex Green, Building 3, 1st & 2nd Floors, 575 Virginia Road, Concord, MA 01742, USA	Common stock of no par value	Consultancy
Essential Inc.	USA	Tower Point, 6th Floor, 27-43 Wormwood Street, Boston MA 02210	Common	Dormant
The Cambridge Group LLC	USA	850 New Burton Road, Suite 201, Dover, DE 19904	Member Interests	Consultancy

1. 49 percent holding in accordance with Qatar Commercial Companies Law

2. 48 percent owned by PA 48 percent owned by PA Consulting Services Limited, 52 percent owned by trustees.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### 7 Debtors: amounts falling due within one year

	2022	2021
	£	£
Unsecured transferable intragroup loan	254,680,351	227,393,170
Unsecured transferable shareholder loan	121,658,171	108,623,367
Unsecured transferable rollover loan notes	<u>232,605,658</u>	<u>207,683,623</u>
	<u>608,944,180</u>	<u>543,700,160</u>

On 11 December 2015, the Company provided an intragroup loan of £114,414,527 and a shareholder loan of £54,654,636 to Garden Finance Limited. Both loans are unsecured, transferable and repayable on demand. Interest accrues on both loans at up to a maximum of 12%, compounded each year, as determined by the directors of the Company. The directors have determined that an interest rate of 12% is applied to the loans.

On 11 December 2015, the Company became the sole beneficiary of £104,497,524 unsecured transferable rollover loan notes issued by Garden Finance Limited. Interest accrues at 12%, compounded each year. These rollover loan notes were repayable on the earlier of Carlyle exiting its investment in the PA Group or 11 December 2023. Carlyle exited from its holding in the Group in a transaction on 2 March 2021. Hence these are considered as current liabilities.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### 8 Creditors: amounts falling due within one year

	2022 £	2021 £
<b>Due within one year</b>		
Unsecured transferable shareholder loan	48,178,700	43,016,697
Amounts owed to group undertakings	32,152	31,564
Unsecured transferable investor loan notes	328,159,823	292,999,842
Unsecured transferable shareholder loan notes	<u>232,605,657</u>	<u>207,683,622</u>
	<u>608,976,332</u>	<u>543,731,725</u>

On 11 December 2015, PA Consulting Group Holdings Limited provided an unsecured transferable shareholder loan of £21,644,164 to the Company. The shareholder loan is repayable on demand and interest accrues at up to a maximum of 12%, compounded each year, as determined by the directors of PA Consulting Group Limited. The directors have determined that an interest rate of 12% is applied to the loans.

On 11 December 2015, £147,425,000 unsecured transferable 12% investor loan notes were issued. Interest accrues at 12%, compounded each year.

On 11 December 2015, the Company issued £104,497,524 unsecured transferable 12% shareholder loan notes to its parent, PA Consulting Group Holdings Limited. Interest accrues at 12%, compounded each year.

Both the investor loan notes and shareholder loan notes were repayable on the earlier of a Carlyle exit or 11 December 2023. Carlyle exited from its holding in the Group in a transaction on 2 March 2021. Hence these are disclosed as current.

## Notes to the Financial Statements for the Year Ended 31 December 2022

### 9 Share capital

#### Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £0.01 each	43,865,761	438,658	43,865,761	438,658
Preference shares of £0.01 each	112,467,460	1,124,675	112,467,460	1,124,675
	<u>156,333,221</u>	<u>1,563,333</u>	<u>156,333,221</u>	<u>1,563,333</u>

#### Redeemable preference shares

The preference shares are redeemable at issue price, plus any unpaid dividends. Dividends accrue at 12%, compounded each year. The preference shares are unsecured and transferable. The preference shares do not carry the right to vote and, in the event of a liquidation or return of capital, rank above other shares with regard to the Company's residual assets.

### 10 Reserves

#### Share premium

This reserve records the amount above the nominal value received for shares issued, less transaction costs.

The changes to each component of equity resulting from items of other comprehensive income for the current year were as follows:

### 11 Parent and ultimate parent undertaking

The Company's immediate parent is PA Consulting Group Holdings Limited, incorporated in England and Wales.

The ultimate controlling shareholder is Jacobs Solutions Inc, incorporated in the United States of America.

The most senior parent entity producing publicly available financial statements is Jacobs Solutions Inc. These financial statements are available upon request from 1999 Bryan Street, Suite 1200, Dallas, TX 75201, USA.

The ultimate controlling party is Jacobs Solutions Inc.

#### Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Jacobs Solutions Inc, incorporated in the United States of America.

The address of Jacobs Solutions Inc is:  
1999 Bryan Street, Suite 1200, Dallas, TX 75201, USA

The parent of the smallest group in which these financial statements are consolidated is PA Consulting Group Limited, incorporated in England and Wales.

The address of PA Consulting Group Limited is:  
10 Bressenden Place, London, SW1E 5DN