

Diligent Boardbooks Limited

Annual Report and Financial Statements

For the year ended 31 December 2022

Company Registration number: 06029195

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DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Company information

Directors

B K Stafford

M J Stanton (resigned 20 December 2022)

A Ginsberg

J H Van Arsdale III

Company secretary

J H Van Arsdale III

Registered number

06029195

Registered Office

25 Bedford Street

London

England

WC2E 9ES

Auditor

Ernst & Young LLP

1 More London Place

London SE1 2AF

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

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DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report

Introduction and strategy

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

Diligent Boardbooks Limited ('DBL') is a wholly owned subsidiary of Diligent Luxembourg s.a.r.l. ('Luxco'), a company incorporated in Luxembourg, which is a subsidiary of Diligent Corporation, a company incorporated in the USA. DBL operates in the UK, Europe, the Middle East, Africa, South America and has wholly owned subsidiaries and branches in the United Kingdom (Simplifile Holdco Limited), Germany (Diligent Boardbooks GmbH, 'DBG'), the Netherlands (AMA Partners B.V.), Africa (Diligent Software Pty), Diligent Boardbooks Limited – South Africa Branch), United Arab Emirates (Diligent Boardbooks Limited – Dubai Branch) and Brazil (Diligent Brazil Software Limited).

DBL is committed to helping leading organizations build more diverse and inclusive boards and executive teams, setting the tone for change from the top with our modern governance strategy. Modern governance, risk and compliance (GRC) addresses core issues of speed, visibility and security by putting the necessary tools and intelligence at the fingertips of today's board members and executives. Modern governance solutions bring together historically disparate tools into one secure product suite. Board materials, voting and resolutions, evaluations, collaboration tools, document sharing, committee intelligence, candidate search, entity management—all these tools and features work together to enable seamless management and reporting. With our portfolio of governance, risk and compliance software tools DBL provides a number of software solutions for businesses of all sizes.

DBL develops and sells a software application called Diligent Boards. Diligent Boards is delivered as a service via all major browsers and on certain mobile device operating systems, including the iPad and Windows-supported tablets. The Diligent Boards secure board portal speeds up and simplifies how meeting materials are produced, delivered and reviewed. The service provides directors and management with immediate access to time sensitive and confidential information online and offline, along with the tools to review, discuss and vote. Workflow features get board materials out more efficiently and serve to free up internal administration and IT resources. Using the Diligent Boardbooks portal, corporate executives can streamline board communications and discussions, helping to improve the quality of leadership decisions. DBL uses the Software-as-a-Service ("SaaS") model to distribute its application to the market and maintain the security and integrity of its clients' data. Under this model, DBL offers annual renewable subscriptions for customer access to the Diligent Boards product which is hosted on the company's secure servers, and offers a complete suite of related services including training, support, data migration and data security/backup.

Business review

Revenues increased from £74.6m in 2021 to £84.6m in 2022 or approximately 14%. The growth in revenue is primarily the result of an increase in new sales subscriptions of products marketed by the Diligent Group, as well as increasing the subscription fees of existing customers. The customer retention rate continued to be above 90% for the twelve months ended 31 December 2022. Subscription revenue is recognised ratably over the contract period, which is typically twelve months. Accordingly, it is the directors' expectation that the growing subscriber base will result in continued revenue growth over the next twelve months.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report (continued)

Business review (continued)

The company generated an operating loss of £40.5m (2021 loss: £21.0m). The increase in operating loss is primarily due to the following exceptional item:

- Increase in impairment of investments in 2022 (2022: £34.3m, 2021: £13.8m)
- Increase in impairment of intangibles in 2022 (2022: £4.7m, 2021: Nil)

The company generated normalized EBITDA (Earnings before interest, tax, depreciation and amortization and once off items) of £14.1m (2021: £8.0m), this is mainly due to the revenue growth year on year (2022: £84.6m, 2021: £74.6m)

	2022	2021
	£	£
Operating Loss	(40,535,303)	(20,967,378)
Amortization of goodwill	10,620,330	10,620,330
Amortization of intangibles	3,568,794	3,646,072
Depreciation	663,182	658,186
Restructuring	788,394	311,790
Impairment of investments	34,334,964	13,768,037
Impairment of intangibles	4,699,938	-
EBITDA	14,140,299	8,037,037

The company's cash balance amounted to £4.5m as at 31 December 2022, this has reduced from £7.3m as at 31 December 2021, this is primarily due to an increase in trade receivables at year end (2022: £20.1m, 2021: 16.3m).

Legal entity rationalization (“LER”)

On 6 January 2022, the Company entered into a Share Purchase Agreement to acquire 100% of the share capital of Activist Insightia Limited, Insightia Limited and Proxy Insight Limited (“Insightia”) for a purchase price and related transaction costs of £34.1m, subject to customary working capital adjustments. On 31 December 2022, DBL purchased all the assets and liabilities at book value of Activist Insight Limited (net assets of £0.7m), Proxy Insight Limited (net assets of £0.8m) and Insightia Limited (net assets of £2.6m) by way of an asset transfer agreement for effective consideration of nil. As a result a distribution in specie was received by DBL for the value of the net assets acquired of £4.1m, recorded as dividend income. As part of the LER, Activist Insight Limited, Insightia Limited and Proxy Insight Limited are going to be struck off in the year ending 31 December 2023. As a result of the rationalization the directors deemed the carrying value of the investments at 31 December 2022 to be Nil. This resulted in an impairment charge of £34.1m for the year ending 31 December 2022 (Note 16).

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report (continued)

Principal risks, Uncertainties and Financial Risk Management

Data protection risk

Operating within a technology-driven industry, the directors are conscious of the need to maintain appropriate IT security systems that prevent unauthorised access to a client's data or the company's IT systems.

Foreign currency risk

The company invoices a significant proportion of its sales in foreign currencies and is exposed to exchange rate fluctuations. The company does not currently seek to limit the risk arising from fluctuating exchange rates by taking out forward contracts.

Credit risk

The company's policies require appropriate credit checks on potential customers before sales are made. Receivable balances are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

Liquidity risk

The liquidity risk is risk that the firm is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets. The company's Treasury department manages its short-term liquidity risk by actively monitoring risk factors associated with debtors and forecasting cash flows as accurately as possible. There are no external banking relationships or funding facilities held between DBL and its UK banks. Ongoing finance is arranged via intercompany loans within the group.

Tax risk and compliance

Diligent complies with the letter and spirit of the tax laws wherever we have a taxable presence and expects to pay tax on profits where the business activity took place. Where offered and appropriate we apply tax incentives and exceptions. We seek to resolve any uncertainty directly with tax authorities by working with local tax experts and seeing co-operation with respective tax authorities. When we fulfil our tax filing obligations, we aim to adhere to international best practice and aim for accuracy and timeliness.

Transfer pricing risk

Diligent Boardbooks Limited has a global transfer pricing policy in place with Diligent Corporation that governs the operating margin the reseller can make in its respective region. We have engaged external tax consultants who have completed a transfer pricing study that has factored in the global Base Erosion and Profit Shifting (BEPS), tax planning techniques as recommended by the United Nations.

Brexit risk

On 31 December 2020, the UK left the European Union single market and customs union. As a result of extensive planning by the company, there is no significant impact on operations, revenue, cash flow and financial position.

Russia-Ukraine war

In the light of the conflict between Russia and Ukraine, the Company continues to assess the potential risks it may represent to conducting its business to secure resources in delivering its products and services globally. The direct exposure to the impacted region is minimal therefore there is no significant impact on our business.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report (continued)

Directors' responsibilities under section 172 Companies Act 2006

The Directors are fully aware of their responsibilities under section 172 of the Companies Act 2006 and are so advised and updated on a regular basis by the Company's General Counsel and where appropriate by the Company's external legal advisers in the UK.

In doing so, the directors have considered (among other matters):

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster business relationships with suppliers, clients and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly towards all shareholders of the Company.

The Board determines the strategic objectives and policies of the Company to best support the delivery of long-term value, providing overall strategic direction within an appropriate framework of rewards, incentives and controls. The Board is collectively responsible for the success of the Company and the executive directors are directly responsible for running the business operations.

Business Strategy

Our culture is centered around three core elements: "white glove" customer experience, security, and innovation – all of which are embedded into our company's DNA. We work on a global scale. From Munich, London, New York, Christchurch, Sydney and beyond, we are an extreme version of global reach for our size. We work with a global mindset, from cultural understanding and differences to the timing of meetings and safety of our team.

We empower leading organizations to turn good governance into a differentiator and competitive advantage. By providing information, analytics and insights so leaders can spot risks, act on opportunities, and turn insight into action, we improve governance in organizations around the globe.

Governance

Board meetings are attended by all Executives with other leaders rotating in as required. Quarterly board materials are presented to the entire global leadership team and shared during town halls. We utilize all of software tools in our portfolio of products to manage governance internally. Diligent Boards is used to publish board materials and support weekly leadership team meetings. Diligent Entities is used to manage the Company's subsidiaries and create organization charts. Brainloop is used to distribute draft board materials to the chairman for review.

All of the Company's directors are based in the United States which is where Group policy is determined. Company directors set objectives and oversee the work of local management to ensure it delivers against agreed plans. Periodic site visits are conducted by Group Directors. Group policy must be adhered to by all Diligent entities around the world. Policy updates are actively administered and communicated to employees frequently via e-mail or over the Group intranet. Diligent Corporation also houses certain global functions which act as a shared service environment for the rest of the Group such as the accounts payable, payroll and treasury functions. Diligent operates a shared service centre model in Ireland for support services such as Customer Support, Accounting, Operations and components of Marketing. Diligent also operates a global technology centre in Hungary which supports the development and maintenance of products.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report (continued)

Stakeholder engagement

The Company's business has existed since 2007. During that time, it has built and maintained relationships with key investors, advisers and suppliers. The Directors recognise the importance of these relationships and take active steps to develop and strengthen them through dialogue and engagement. These relationships are regularly monitored at board level. Each Board meeting addresses compliance by the Company with its corporate governance codes and reinforces the Board's requirement that its business be conducted to all due ethical standards and with integrity.

Employees

As a service organisation, our employees are key to our business. The Board has engaged directly with employees through frequent site visits and 'town hall' meetings. We take the issue of mental health and well-being very seriously and provide external consultants, literature, webinars, and a mental health helpline to ensure that our employees are looked after. The Company also provides online training courses for employees such as ethical behaviour in the office to ensure that employees are treated fair and equal.

All employees (including directors) are subject to the Group remuneration policy, which is contained in the employees handbook, which summaries salary increases, performance reviews, annual leave and public holiday entitlements. Salary increases are determined over two semi-annual performance reviews and the Company revises salaries annually. The payment of a company bonus is at the discretion of the Company and the Company is under no obligation to employees to offer an annual incentive. A bonus is offered to employees based on achieving individual performance goals and the financial performance of the company.

The company maintains a high standard of ethical behavior and expects all employees to abide by local bylaws and regulations. Our Code of Conduct governs the behavior we expect and sets the standard for legal and ethical conduct for all internal and external stakeholders.

Equal employment opportunity

The Company is committed to promoting equality of opportunity for all employees and job applicants. The Company aims to create a working environment in which all individuals are able to make the best use of their skills, free from discrimination or harassment, and in which all decisions are based on merit.

The Company does not discriminate against employees on the basis of sex; marital or civil partnership status; race; colour; nationality; ethnic or national origins; disability; gender reassignment; religion or belief; sexual orientation; pregnancy or maternity leave; or age ("protected characteristics"). This includes discrimination because of a perceived characteristic or because of a characteristic of someone with whom the Company worker associates.

The principles of non-discrimination and equality of opportunity also apply to the way in which employees treat visitors, clients, customers, suppliers and former employees. Hiring, turnover, and diversity stats are included in every quarterly board book.

Community

We play an active role in the communities in which we operate and is one of the key pillars of our strategy. We have a global focus on mental wellbeing and resilience. We provide external consultants, literature, webinars, and a mental health helpline to ensure that our employees mental health are looked after.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Strategic Report (continued)

Security

Information Security is essential to the core business of Diligent. Senior management is committed to the strong corporate governance and to the protection of the Company's information assets and its information systems. Strict policies are in place for ensuring compliance with company and industry standard information security risk management including ISO 27001. Our CISO presents the cybersecurity strategy annually to the board that ensures that the risks are appropriately managed through the creation of risk treatment plans. Risk mitigation plans are created in accordance with the Company's risk appetite.

Customers

We are investing significant amounts in software development to protect our customers' security and enhance their digital experience. Diligent as a SaaS company recently received both ISO 27017 and ISO 27018 certificates which is a major milestone with our Risk and Compliance program that allows Diligent to position ourselves as the market leader to continue provide the most secure cloud services to our customers.

The Board considered this investment to be critical to the Company's future success and agreed that this should be a priority over other initiatives such as inorganic growth.

Directors' responsibilities under section 172 Companies Act 2006 (continued)

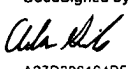
Environment

The Board continues to actively promote recycling within the Company with recycling bins being stationed at frequent intervals throughout the office. Employees are encouraged by the Board to make the office as paperless as possible to help to preserve the environment. An Environment, Social Group (ESG) working group was established to develop and own the ESG strategy at Diligent.

Suppliers

All employees of Diligent are expected to adhere to the purchasing policy when conducting business transactions on behalf of the Company. It is necessary to organize the Company under one set of policies, procedures and systems that can expand globally while assisting the Company with its budget and cost management objectives. The procurement of goods and services is a cross functional task involving members from different teams which is centrally managed by the Diligent Global Procurement team in conjunction with FP&A and Legal.

This report was approved by the board and signed on its behalf.

DocuSigned by:

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A Ginsberg
Director

31 Jul 2023

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Directors' Report

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

Results and dividends

The loss for the year, after taxation, amounted to £43.6m (2021: Loss £26.8m)

No dividends were paid during the year (2021: £nil). The directors do not recommend the payment of a dividend.

Directors

The directors who served during the year and thereafter were:

B K Stafford
M J Stanton (resigned 20 December 2022)
A Ginsberg
J H Van Arsdale III

Going concern

These financial statements are prepared on a going concern basis. Diligent Boardbooks Limited remains integral to the future growth of the EMEA region for the Diligent group. The company actively manages its liquidity and solvency position to ensure it meets its short and long-term funding requirements. The directors of the company are committed to the long-term viability of the EMEA operations and have strategically committed to investing in the region in the foreseeable future.

The directors have considered the ability of the ultimate parent company, Diamond Parent Holdings Corp to provide continued financial support and note that the consolidated cash position based on the latest financial information remains according to plan and to budget. Group forecasts regarding cashflow, financial performance and financial position remain in line with expectations and the group experienced strong growth in subscriptions revenue for the 12 months up to the date when the financial statements were signed. The directors of the parent have prepared Group cashflow statements up to 31 August 2024 which indicate that, taking account of plausible downsides on the operations and its financial resources, the Group will have sufficient resources and available facilities to support the Company. The ultimate parent undertaking has provided a letter of support committing to ensure the provision of sufficient funds to enable the Company to meet its liabilities for a period to 31 August 2024.

All Diligent entities around the world continue to operate in the current environment and we have not experienced any difficulties in short term liquidity in meeting their liabilities.

Based on the continued financial support of Diamond Parent Holdings Corp, the ultimate parent company, and Diligent Corporation, the intermediate parent company, the directors have a reasonable expectation that the company has adequate resources to continue to be able to pay its liabilities as they fall due, up to 31 August 2024.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Directors' Report (continued)

Post balance sheet events

On 27th June 2023, the company's subsidiaries Activist Insight Limited and Insightia Limited were dissolved with Companies House

Foreign branches

Diligent Boardbooks Limited has two foreign branches, Diligent Boardbooks Limited (South Africa Branch) and Diligent Boardbooks Limited (Dubai branch).

Matters covered in the strategic report

As permitted by Section 414c(11) of the Companies Act 2006, the directors have elected to disclose information, required to be in the directors' report by Schedule 7 of the "Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008", in the strategic report.

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent auditor

Ernst & Young LLP expressed their willingness to continue in office and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Directors' Report (continued)

Streamlined Energy and Carbon Reporting

Our environment

The Company recognises its responsibility to minimise its impact on the natural environment and continues its commitment to reduce its energy consumption, carbon emissions, water usage and waste.

Energy Consumption and Carbon Emissions

Energy consumption at the Company's premises has been an important consideration. The business continues to promote our energy saving across its own office through the timely supply of accurate energy consumption reporting. During 2022, the Company has continued to invest in energy saving technologies including LED lighting.

Greenhouse gas emissions

We report Scope 1 and 2 emissions defined by the Greenhouse Gas protocol as follows:

Scope 1 (Direct emissions): operation of facilities; and

Scope 2 (Indirect emissions): consumption of purchased electricity, heat and steam.

Greenhouse gas emissions data

Emissions data in respect of the 2022 and 2021 reporting period was as follows:

Emission Type	2022	2021
Scope 1: Operation of facilities	3.30 (kgCO ₂ /m ² per year)	1.12 (kgCO ₂ /m ² per year)
Scope 2: Purchase Energy (UK)	19.35 (kWh/m ² per year)	6.58 (kWh/m ² per year)
Greenhouse gas emissions intensity ratio:		
	2022	2021
Total footprint (Scope 1) – kgCO ₂ /m ² per year	3.30 (kgCO ₂ /m ² per year)	1.12 (kgCO ₂ /m ² per year)
Average no. of employees	231	202
Intensity Ratio (kgCO ₂ /m ² / no. of employees)	70	0.01
Total footprint (Scope 2) – kWh/m ² per year	19.35 (kWh/m ² per year)	6.58 (kWh/m ² per year)
Average no. of employees	231	202
Intensity Ratio (kgCO ₂ /m ² / no. of employees)	0.08	0.03

Scope and Methodology

Our methodology has been based on the principles of the Greenhouse Gas Protocol, taking account of the 2015 amendment which set out a 'dual reporting' methodology for the reporting of Scope 2 emissions.

We have reported on all the measured emissions sources required under The Companies Act 2006 (Strategic Report and Directors Report Regulations 2013), except where stated.

The period of our report is from 01 January 2022 to 31 December 2022. The company used the office for six months in 2022, as the new office space lease start date was 7th June 2022. The main driver in the energy increase is due to the building emission and primary usage rates of the new office.

This includes emissions under Scope 1 and 2, except where stated, but excludes emissions from Scope 3. Conversion factors for UK electricity, gas and other emissions are those published by the department for Business, Energy and Industrial Strategy 2018.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Directors' Report (continued)

Directors' responsibilities statement

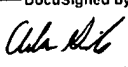
The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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 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 to 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.

DocuSigned by:

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A Ginsberg
Director

31 Jul 2023

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Independent Auditor's Report to the members of Diligent Boardbooks Limited

Opinion

We have audited the financial statements of Diligent Boardbooks Limited for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 30, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 August 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Independent Auditor's Report to the members of Diligent Boardbooks Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Independent Auditor's Report to the members of Diligent Boardbooks Limited (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 13, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that related to the reporting framework (FRS 102, the Companies Act 2006) and the relevant tax compliance regulations in the UK.
- We understood how Diligent Boardbooks Limited is complying with those frameworks by holding enquiries with management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes, as well as consideration of the results of our audit procedures and noted that there was no contradictory evidence. We identified management's attitude and tone from the top to embed a culture of honesty and ethical values whereby a strong emphasis is placed on fraud prevention which may reduce opportunities for fraud to take place.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by enquiring management from various parts of the business to understand where it considered there was susceptibility to fraud. We considered the controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those controls. We also incorporated data analytics into our testing of manual journals to identify potential management override to provide reasonable assurance that the financial statements are free from error or fraud.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries with management and legal counsel; journal entry testing, with a focus on management initiated or top-side adjustments identified based on characteristics of journal posting

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

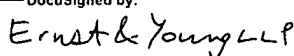
Independent Auditor's Report to the members of Diligent Boardbooks Limited (continued)

- dates and times, account pairings, specific key words and phrases; and consideration of any specific bribery, corruption or other regulatory risk.
- We designed our audit procedures to respond to the identified risk related to revenue recognition. Our procedures involved understanding the revenue recognition process, data analytical procedures over the revenue population and related accounts, reviewing customer contracts and assessment of the completeness of expected adjustments based on our understanding of the company's operations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

DocuSigned by:

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Naresh Alimchandani (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

31 July 2023

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Statement of Comprehensive Income

		2022	2021
	Note	£	£
Turnover	4	84,626,314	74,629,450
Cost of sales		(49,008,441)	(45,867,073)
Gross profit		35,617,873	28,762,377
Administrative expenses		(36,329,880)	(35,929,928)
Other Operating Income	6	-	280,000
Exceptional items:			
Restructuring costs	12	(788,394)	(311,790)
Impairment of investment in subsidiary	12	(34,334,964)	(13,768,037)
Impairment of Intangible asset	12	(4,699,938)	-
Operating loss	5	(40,535,303)	(20,967,378)
Interest receivable and similar income	9	11,818	3,480
Dividends received from subsidiary	10	4,636,805	38,702
Interest payable and similar expenses	11	(7,915,019)	(5,488,520)
Loss before taxation		(43,801,699)	(26,413,716)
Tax on loss	13	190,689	(395,407)
Loss after taxation		(43,611,010)	(26,809,123)

There was no other comprehensive income for the year ended 31 December 2022 (2021: nil).

The notes on pages 21 to 45 form part of these financial statements.


DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Statement of Financial Position

		2022	2021
	Note	£	£
Fixed assets			
Tangible assets	14	1,858,619	1,296,542
Intangible assets	15	12,961,713	21,230,445
Goodwill	15	-	10,620,330
Investments	16	2,345,994	2,545,995
		<u>17,166,326</u>	<u>35,693,312</u>
Current assets			
Debtors: amounts falling due after more than one year	18	2,126,535	1,347,554
Debtors: amounts falling due within one year	18	42,687,890	38,523,949
Cash at bank and in hand	19	4,540,490	7,284,851
		<u>49,354,915</u>	<u>47,156,355</u>
Creditors: amounts falling due within one year	20	<u>(175,657,269)</u>	<u>(148,114,372)</u>
Net current liabilities		<u>(126,302,354)</u>	<u>(100,958,017)</u>
Total assets less current liabilities		<u>(109,136,028)</u>	<u>(65,264,705)</u>
Creditors: amounts falling due after more than one year	20	<u>(379,751)</u>	<u>(202,733)</u>
Other provisions	22	(345,950)	(1,248,432)
		<u>(345,950)</u>	<u>(1,248,432)</u>
Net liabilities		<u>(109,861,729)</u>	<u>(66,715,870)</u>
Capital and reserves			
Called up share capital	23	1,000	1,000
Capital contribution reserve	24	17,188,123	17,188,123
Other reserves	25	701,870	236,719
Profit and loss account		<u>(127,752,722)</u>	<u>(84,141,712)</u>
Total equity		<u>(109,861,729)</u>	<u>(66,715,870)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:

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A Ginsberg
Director
31 Jul 2023

The notes on pages 21 to 45 form part of these financial statements.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Statement of Changes in Equity

	Called up share capital	Capital contribution reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2021	1,000	17,188,123	178,558	(57,332,589)	(39,964,908)
Loss for the financial year	-	-	-	(26,809,123)	(26,809,123)
Movement in share- based payment reserve	-	-	58,161	-	58,161
At 31 December 2021	1,000	17,188,123	236,719	(84,141,712)	(66,715,870)
At 1 January 2022	1,000	17,188,123	236,719	(84,141,712)	(66,715,870)
Loss for the financial year	-	-	-	(43,611,010)	(43,611,010)
Movement in share- based payment reserve	-	-	465,151	-	465,151
At 31 December 2022	1,000	17,188,123	701,870	(127,752,722)	(109,861,729)

The notes on pages 21 to 45 form part of these financial statements.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

1. General information

The principal activity of Diligent Boardbooks Limited is the provision of a secure board portal service to corporate boards.

The company is a private company limited by shares and is incorporated in England and Wales. Its principal place of business and registered office is 25 Bedford Street, London, England WC2E 9ES.

The financial statements are presented in Sterling (£), unless otherwise stated, which is the functional currency of the company.

2. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 ("FRS 102"), the Financial Reporting Standard applicable in the UK and the Republic of Ireland, and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions or estimates are significant to the financial statements, are disclosed below.

The company has taken advantage of the exemption under s401 of the Companies Act 2006 not to prepare consolidated financial statements as it is a wholly owned subsidiary of another company registered in the United States of America that prepares consolidated financial statements including the company and its subsidiaries (see note 29). Consequently, these financial statements present information about the company as an individual undertaking and not about its group.

The following principal accounting policies have been applied:

Exemptions for qualifying entities under FRS 102

The company has taken advantage of the exemption, under paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company includes the company's cash flows in its consolidated financial statements. The company has taken advantage of the FRS 102 paragraph 33.1A that exempts the company from disclosing related party transactions. The company has also taken advantage of the exemption, under FRS 102 section 11, from financial instrument disclosures.

Going concern

These financial statements are prepared on a going concern basis. Diligent Boardbooks Limited remains integral to the future growth of the EMEA region for the Diligent group. The company actively manages its liquidity and solvency position to ensure it meets its short and long-term funding requirements. The directors of the company are committed to the long-term viability of the EMEA operations and have strategically committed to investing in the region in the foreseeable future.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Going concern (continued)

The directors have considered the ability of the ultimate parent company, Diamond Parent Holdings Corp to provide continued financial support and note that the consolidated cash position based on the latest financial information remains according to plan and to budget. Group forecasts regarding cashflow, financial performance and financial position remain in line with expectations and the group experienced strong growth in subscriptions revenue for the 12 months up to the date when the financial statements were signed. The directors of the parent have prepared Group cashflow statements up to 31 August 2024 which indicate that, taking account of plausible downsides on the operations and its financial resources, the Group will have sufficient resources and available facilities to support the Company. The ultimate parent undertaking has provided a letter of support committing to ensure the provision of sufficient funds to enable the Company to meet its liabilities for a period to 31 August 2024.

All Diligent entities around the world continue to operate in the current environment and we have not experienced any difficulties in short term liquidity in meeting their liabilities.

Based on the continued financial support of Diamond Parent Holdings Corp, the ultimate parent company, and Diligent Corporation, the intermediate parent company, the directors have a reasonable expectation that the company has adequate resources to continue to be able to pay its liabilities as they fall due for the next 12 months following the date of approval of these financial statements, up to 31 August 2024.

Revenue

Provision of services

The company derives its revenue primarily from subscription fees and installation fees, including training. The company sells subscriptions to its cloud-based application generally one year in length. Its arrangements do not include a general right of return and automatically renew unless the company is notified within a contracted period prior to the expiration of the subscription term.

The company's subscription agreements do not provide the customer the right to take possession of the software that supports the application. Installation fees consist of the configuration of the company's service and training its customers.

Revenue recognition commences when all of the following conditions are met:

- There is persuasive evidence of the arrangement;
- The service has been made available to the customer;
- The fee is fixed or determinable; and
- The collectability of the fee is reasonably assured.

The company has determined that the installation fee does not have standalone value, so accordingly, it accounts for installation fees and arrangement fees as a single unit of accounting.

Revenue from the company's subscription services is recognised on a daily basis over the subscription term as the services are delivered. Revenue recognition commences when the customer has access to the Diligent Boards product. Revenue is recorded ratably through the end of the subscription term.

Installation fees paid by customers in connection with the subscription service are recognised over the initial subscription term (see note 4).

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Deferred revenue:

Deferred revenue represents subscription and installation fees which have been invoiced, but for which the Company has not yet delivered its services or the criteria for the recognition of revenue have not yet been met. Current deferred revenue consists of amounts that will be recognized within one year from the balance sheet date. Noncurrent deferred revenue consists of deferred revenue that will be recognized in excess of one year from the balance sheet date.

Commissions

The Company considers the sales commissions as incremental costs of obtaining a contract. Sales commissions on initial sales are not commensurate with sales commissions on contract renewals and therefore are recognized ratably over an estimated period of benefit. The Company estimated the period of benefit based on the expected contract term including renewal periods, the lifecycle of our technology, and other factors. Sales commissions on contract renewals are capitalized and amortized ratably over the renewal term, with the exception of contracts with renewal periods that are one year or less, in which case the practical expedient has been elected, resulting in those incremental costs being expensed as incurred.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such an indication exists, the recoverable amount of the asset is determined as the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying value exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following bases for both 2022 and 2021:

Leasehold Improvements: Over the life of the lease

Computer equipment: 3 years

Fixtures and fittings: Between 3 and 5 years

Data Centres: 5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within 'administrative expenses' in the statement of comprehensive income.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Intangible assets and goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable.

The useful economic life of intangible assets for both 2022 and 2021 is as follows:

Goodwill:	3 years
Customer relationships:	10 years
Trade names:	3 years
Developed technology:	4 years

Management has decided that goodwill should be impaired over a shorter period than normal in line with the expected retirement of the Boardpad product.

Research and development

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in administration expenses. During the period of development, the asset is tested for impairment annually.

Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating units) continued use.

These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognized in the profit and loss account, unless the asset has been revalued when the amount is recognized in other comprehensive income to the extent of any previously recognized revaluation.

Thereafter any excess is recognized in profit or loss.

Financial instruments

The company has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

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

The company's policies for its major classes of financial assets and financial liabilities are set out below.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Financial assets

Basic financial assets, including trade and other debtors, cash and bank balances and intercompany balances 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 for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

Financial liabilities

Basic financial liabilities, including trade and other creditors, and intercompany balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

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

Impairment of financial assets

Financial assets measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between the asset's carrying amount and the best estimate of the amount the company would receive for the asset if it were to be sold at the reporting date.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If the financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

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 profit or loss.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Derecognition of financial assets and financial liabilities

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Business combinations

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

The company opted to adopt the purchase method for its group reconstruction due to the existence of external valuations of the fair value of net assets acquired.

Contingent consideration is initially recognised at estimated amount where the consideration is probable and can be measured reliably. Where (i) the contingent consideration is not considered probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Intangible assets are only recognised separately from goodwill where they are separable and arise from contractual or other legal rights. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

Goodwill is amortised over its expected useful life which is estimated to be three years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the income statement. No reversals of impairment are recognised.

Cash and cash equivalents

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

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Foreign currency translation

The company's functional and presentational currency is Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'interest receivable or payable'. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'operating profit'.

Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

Finance costs

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are reduced from the accumulated profits.

Dividend income is recognized when the right to receive the payment is established.

Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated profit and loss account over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the company keeping the scheme open or the employee maintaining any contributions required by the scheme).

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to statement of comprehensive income over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the statement of comprehensive is charged with fair value of goods and services received.

Operating leases

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the term of the lease.

Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

2. Accounting policies (continued)

Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the statement of comprehensive income in the year that the company becomes aware of the obligation, except where they relate to capital expenditure in which case the provision is capitalised and the asset amortised over the life of the associated asset. They are subsequently measured at the best estimate at the statement of financial position of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties. When payments are eventually made, they are charged to the provision carried in the balance sheet.

Exceptional items

The company defines exceptional items as costs incurred in acquisitions and disposals, integration, non-recurring business restructuring and capital restructuring. These are disclosed separately to provide additional useful information to the users of the financial statements.

3. Significant accounting estimates, judgements and assumptions

The preparation of the company's financial statements requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date, amounts reported for expenses during the year, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the assets or liability affected in the future.

In the process of applying the company's accounting policies, the company has made the following judgments and estimates which have the most significant effect on the amounts recognised in the financial statements:

Estimates

Impairment of investments

The company assesses whether there are indicators of impairment of investment balances on an annual basis. Where there are indicators of impairment of individual assets, the company estimates the recoverable amount of each asset based on expected future cash flows and use an appropriate interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Impairment of goodwill and intangibles

Annually, the group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash-generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows. The recoverable amount of the CGUs is a source of significant estimation uncertainty and determining this involved the use of significant assumptions.

Deferred Commissions

Sales commissions on initial sales are not commensurate with sales commissions on contract renewals and therefore are recognized ratably over an estimated period of benefit. The Company estimated the period of benefit based on the expected contract term including renewal periods, the lifecycle of our technology, and other factors. Sales commissions on contract renewals are capitalized and amortized ratably over the renewal term, with the exception of contracts with renewal periods that are one year or less, in which case the practical expedient has been elected, resulting in those incremental costs being expensed as incurred.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

4. Turnover

An analysis of turnover by class of business is as follows:

	2022	2021
	£	£
Provision of services	84,626,314	74,629,450
Analysis of turnover by country of destination:		
United Kingdom	50,903,226	44,753,040
Rest of Europe	18,822,307	16,548,174
Rest of the World	14,900,781	13,328,236
	84,626,314	74,629,450

5. Operating loss

Operating loss is stated after charging/(crediting):

	2022	2021
	£	£
Impairment of investments in subsidiaries (note 12)	34,334,964	13,768,037
Amortisation of goodwill (note 15)	10,620,330	10,620,330
Impairment of intangible assets (note 12)	4,699,938	-
Amortisation of intangible fixed assets (note 15)	3,568,794	3,646,072
Research and development expense	2,719,550	81
Depreciation of tangible fixed assets (note 14)	663,182	658,186
Restructuring costs (note 12)	788,394	311,790
Operating lease rentals	255,831	487,306
Foreign exchange (Gains)/Losses	(1,641,817)	883,635
Bad debt (recovered) / expense	(671,138)	37,659
Write-off tangible fixed assets	-	567,838
Proceeds on sale of RightSlide (note 6)	-	(55,000)
Proceeds on office buyout (note 6)	-	(225,000)
	-	-

6. Other Operating Income

	2022	2021
	£	£
Proceeds on office lease buyout	-	225,000
Proceeds on sale of RightSlide	-	55,000
	-	280,000

On 1 July 2021, the Company assigned the lease on its previous office space at 1 Strand, London. As part of the lease assignment the Company received sale proceeds of £0.2m.

On 12 March 2021, a third party purchased RightSlide a side venture of Simplifie UK for £55,000.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

7. Auditors remuneration

	2022	2021
	£	£
Fees payables for the audit of the company's annual financial statements	252,000	225,000
Fees payable for preparation of R&D claims	12,400	22,000
	<u>264,400</u>	<u>247,000</u>

8. Staff costs

Staff costs were as follows:

	2022	2021
	£	£
Wages and salaries	18,754,667	14,346,866
Social security costs	3,335,142	2,467,908
Pension costs	758,365	592,499
	<u>22,848,174</u>	<u>17,407,273</u>

Included in wages and salaries is an amount of £465,151 (2021: £58,161) relating to share-based payments. The directors of Diligent Boardbooks Limited received no remuneration during the period (2021: nil).

The average monthly number of employees, including the directors, during the year was as follows:

	2022	2021
	No.	No.
Sales personnel	83	73
Administrative	148	129
	<u>231</u>	<u>202</u>

9. Interest receivable and similar income

	2022	2021
	£	£
Other interest receivable	11,818	3,480
	<u>11,818</u>	<u>3,480</u>

10. Dividends from subsidiary

During the year, the company received dividends from its wholly owned subsidiary.

	2022	2021
	£	£
Dividends received from Insightia Limited (Note 17)	2,622,345	-
Dividends received from Proxy Insight Limited (Note 17)	840,735	-
Dividends received from Activist Insightia Limited (Note 17)	649,760	-
Dividends received from Diligent Brazil	523,965	-
Dividends received from Brainloop Limited	-	38,702
	<u>4,636,805</u>	<u>38,702</u>

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

11. Interest payable and similar charges

	2022	2021
	£	£
Interest on intercompany loans	7,915,019	5,488,520
	<u>7,915,019</u>	<u>5,488,520</u>

12. Exceptional items

Restructuring costs

On October 27th 2020, a major global restructuring was announced by the Diligent Group Executive Management team. This was a commercial decision taken in response to the Group rapidly evolving from a product-focused company to a solutions-focused company.

The total estimated staff restructuring costs to be incurred in the UK are estimated at £3m. These costs were fully provided for in 2020. In 2020, £0.2m was settled. In 2021, £1.8m was settled with an addition of £0.3m. In 2022, £1.8m was settled with an addition of £0.8m. The remaining provision of £0.3m is due to be settled in 2023 (Note 22).

Impairment of investment in subsidiary

During the year, the company recognized an impairment of investments in subsidiaries amounting to £34.3m (2021: £13.8m). The 2022 impairment was allocated to Brainloop UK £0.2m and the Insightia group £34.1m (Note 16). The 2021 impairment was allocated to Simplifie UK £8.7m and AMA Partners B.V £5.1m. This was calculated by estimating the recoverable value of the cash-generating units (CGUs). This required an estimation of the future cash flows from the CGUs and using appropriate discount rates in order to calculate the net present value of those cash flows (Note 16).

Impairment of intangible asset

During the year, the company recognized an impairment of intangible assets amounting to £4.7m (2021: Nil). The 2022 impairment was allocated to customer relationships £4.6m and development technology £0.1m (Note 15). This was calculated by estimating the recoverable value of the cash-generating units (CGUs). This required an estimation of the future cash flows from the CGUs and using appropriate discount rates in order to calculate the net present value of those cash flows (Note 15).

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

13. Taxation

	2022	2021
	£	£
Corporation tax		
Current tax on profit for the financial year	1,021,091	777,382
Adjustments in respect of prior years	(1,042,188)	243,490
Foreign taxation	28,276	22,181
Double taxation relief	(27,371)	(19,769)
Adjustments in respect of prior years (foreign tax)	2,584	
Total current tax	<u>(17,608)</u>	<u>1,023,284</u>
Deferred tax		
Adjustments in respect of prior years	(163,092)	(638,961)
Origination and reversal of timing differences	(9,989)	36,918
Effect of tax rate change on opening balance	-	(25,834)
Total deferred tax (see note 21)	<u>(173,081)</u>	<u>(627,877)</u>
Taxation on profit on ordinary activities	<u><u>(190,689)</u></u>	<u><u>395,407</u></u>

Factors affecting tax charge for the year

The tax assessed for the year is the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%). The differences are explained below:

	2022	2021
	£	£
Loss on ordinary activities before tax	(43,802,699)	(26,413,716)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(8,322,513)	(5,018,606)
Effects of:		
Fixed Asset differences	9,800,848	2,440,780
Transfer pricing adjustments	330,464	596,009
Expenses not deductible for tax purposes	43,146	-
Share based compensation	27,743	-
Movement in deferred tax assets not recognised	19,229	2,797,739
Foreign tax credits	905	1,465
Remeasurement of deferred tax for changes in tax rates	(7,012)	(16,974)
Income not taxable for tax purposes	(880,803)	(10,482)
Adjustments in respect of prior periods	(1,202,696)	(395,471)
Other permanent differences	-	947
Total tax (credit) / charge for the year	<u><u>(190,689)</u></u>	<u><u>395,407</u></u>

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

13. Taxation (continued)

Factors that may affect future tax charges

Deferred taxes at the prior year balance sheet date were measured using these enacted tax rates based on when the timing difference is expected to reverse and reflected in these financial statements. The deferred tax asset recognized at 31 December 2022 is £241,818 (2021: £70,724). The tax losses carried forward at 31 December 2022 amount to £874,134. The March 2021 Budget announced that a rate of 25% will be applied from 1 April 2023. This rate was substantively enacted on 24 May 2021, and therefore the company has taken this into account when assessing the quantum of deferred tax balances at the balance sheet date.

14. Tangible fixed assets

	Leasehold improvements £	Fixtures and fittings £	Computer equipment £	Data Centres £	Total £
Cost					
At 1 January 2022	40,465	86,907	1,185,212	1,708,563	3,021,147
Additions	248,858	141,603	244,211	495,093	1,129,765
NBV of asset transfer from other subsidiaries	-	-	995	-	995
ARO asset recognition	94,499	-	-	-	94,499
Disposals	-	-	-	-	-
At 31 December 2022	<u>383,822</u>	<u>228,510</u>	<u>1,430,418</u>	<u>2,203,656</u>	<u>4,246,406</u>
Depreciation					
At 1 January 2022	13,874	78,433	848,360	783,938	1,724,605
Charge for the year	10,411	17,503	242,588	392,680	663,182
Disposals	-	-	-	-	-
At 31 December 2022	<u>24,285</u>	<u>95,936</u>	<u>1,090,948</u>	<u>1,176,618</u>	<u>2,387,787</u>
Net book value					
At 31 December 2022	<u>359,537</u>	<u>132,574</u>	<u>339,470</u>	<u>1,027,038</u>	<u>1,858,619</u>
At 31 December 2021	<u>26,591</u>	<u>8,474</u>	<u>336,853</u>	<u>924,624</u>	<u>1,296,542</u>

On 31 March 2022, the company entered into a new lease agreement for office space at 25 Bedford Street, London, WC2E 9ES for a term of five years. Included within leasehold improvements is an asset retirement obligation of £94,499 as an estimate of the costs to return the office space to the original state.

In 2022, as part of the legal entity rationalisation ('LER'), the Company acquired the following tangible assets from Insightia Limited: Computer equipment of £995.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements**15. Intangible fixed assets**

	Goodwill	Customer Relationships	Trade Names	Developed Technology	Internal Software Development	Total
	£	£	£	£	£	£
Cost						
At 1 January 2022	41,344,161	23,545,131	71,265	4,754,800	143,506	69,858,863
Additions	-	-	-	-	-	-
At 31 December 2022	41,344,161	23,545,131	71,265	4,754,800	143,506	69,858,863
Amortization						
At 1 January 2022	30,723,831	4,709,026	47,510	2,386,041	141,680	38,008,088
Charge for the year	10,620,330	2,354,513	23,755	1,188,700	1,826	14,189,124
Impairment	-	4,539,591	-	160,347	-	4,699,938
At 31 December 2022	41,344,161	11,603,130	71,265	3,735,088	143,506	56,897,150
Net book value						
At 31 December 2022	-	11,942,001	-	1,019,712	-	12,961,713
At 31 December 2021	10,620,330	18,836,105	23,755	2,368,760	1,826	31,850,775

The company policy is to amortize Goodwill over 3 years. Annually, the group considers whether intangible assets and/or goodwill are impaired. During the year the company recognised an impairment of customer relationships and developed technology amounting to £4.7m (2021: Nil). The impairment is calculated by estimating the recoverable value of the cash-generating units (CGUs). This required an estimation of the future cash flows from the CGUs and using appropriate discount rates in order to calculate the net present value of those cash flows.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements**16. Investments**

	Investment in subsidiary companies £
Cost	
At 1 January 2022	2,545,994
Additions	34,134,964
Impairment of investments	<u>(34,334,964)</u>
At 31 December 2022	<u>2,345,994</u>
Net book value	
At 31 December 2022	<u>2,345,994</u>
At 31 December 2021	<u>2,545,994</u>

On 6 January 2022, the Company entered into a Share Purchase Agreement to acquire 100% of the share capital of Activist Insightia Limited, Insightia Limited and Proxy Insight Limited ("Insightia") for £34.1m.

During the year, the company recognised an impairment of investments in subsidiaries amounting to £34.3m (2021: £13.8m). The 2022 impairment was allocated to Brainloop UK £0.2m and the Insightia group £34.1m. As part of the LER, Activist Insightia Limited, Insightia Limited and Proxy Insight Limited are going to be struck off in the year ending 31 December 2023. The directors deemed the carrying value of the investment at 31 December 2022 to be Nil. This resulted in an impairment charge of £34.1m for the year ending 31 December 2022. The 2021 impairment was allocated to Simplifie UK £8.7m and AMA Partners BV £5.1m. This was calculated by estimating the recoverable value of the cash-generating units (CGUs). This required an estimation of the future cash flows from the CGUs and using appropriate discount rates in order to calculate the net present value of those cash flows.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Subsidiary undertakings

The following are subsidiary undertakings of the company:

Name	Class of shares	Holding	Country of incorporation	Principal activity
Diligent Boardbooks GmbH	Ordinary	100%	Germany	Sale and support of in-house software; data hosting
Diligent Governance Ireland Limited	Ordinary	100%	Ireland	Provider of support services to Diligent entities under a Shared Service Centre model
AMA Partners B.V.	Ordinary	100%	Netherlands	Provider of analytic tools to manage Governance risk
Simplifie Holdco Limited	Ordinary	100%	United Kingdom	Holding Company
Perivan India Private Limited	Ordinary	100%	India	Sale and support of in-house software
Diligent Brazil Software Ltda	Ordinary	100%	Brazil	Sale and support of in-house software; data hosting
Diligent Governance Services (Pty) Limited	Ordinary	100%	South Africa	Dormant
Diligent Software (Pty) Limited	Ordinary	100%	South Africa	Developing, operating, and maintaining software solutions
Activist Insight Limited (Dissolved 27 th June 2023)	Ordinary	100%	United Kingdom	Sale and support of in-house software; data hosting
Insightia Limited (Dissolved 27 th June 2023)	Ordinary	100%	United Kingdom	Sale and support of in-house software; data hosting
Proxy Insight Limited	Ordinary	100%	United Kingdom	Sale and support of in-house software; data hosting

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

17. Business combinations and trade deals

In 2022, a legal entity rationalization (“LER”) process was performed to simplify the legal entity structure within the Diligent UK Group. As part of this, Diligent Boardbooks Limited purchased the assets and liabilities of Activist Insight Limited (net assets of £0.7m), Proxy Insight Limited (net assets of £0.8m) and Insightia Limited (net assets of £2.6m) by way of an asset transfer agreement for effective consideration of nil. As a result, a distribution in specie was received by DBL for the value of the net assets acquired of £4.1m, recorded as dividend income.

The following table summarises the consideration paid by the Company, the fair value of assets acquired, and liabilities assumed at the acquisition date.

	Subsidiary undertaking	Subsidiary undertaking	Subsidiary undertaking	Total
All amounts in £	Activist Insightia Limited	Insightia Limited	Proxy Insight Limited	
Effective purchase consideration	-	-	-	-
Recognised fair value of identifiable assets acquired, and liabilities assumed				
Amounts owed by group undertakings	669,433	3,969,555	818,572	5,457,560
Trade and other receivables	7,119	3,022,035	48,000	3,077,155
Cash and cash equivalents	5,024	757,887	37,573	800,484
Tangible assets (Note 14)	-	995	-	995
Trade and other payables	(19,772)	(835,273)	(56,743)	(911,788)
Deferred income	(12,044)	(4,292,854)	(6,667)	(4,311,565)
Total identifiable net assets	649,760	2,622,345	840,735	4,112,840
Subtotal	-	-	-	-
Distribution in specie	649,760	2,622,345	840,735	4,112,840
Total dividend income	649,760	2,622,345	840,735	4,112,840

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements**17. Business combinations and trade deals (continued)**

In 2021, a legal entity rationalization (“LER”) process was performed to simplify the legal entity structure within the Diligent UK Group. As part of this, Diligent Boardbooks Limited purchased the assets and liabilities of Brainloop Limited for nil consideration on 31 December 2021 for a distribution in specie of £0.04m.

The following table summarises the consideration paid by the Company, the fair value of assets acquired, and liabilities assumed at the acquisition date.

	Subsidiary undertaking
All amounts in £	Brainloop UK
Purchase consideration	-
Recognised fair value of identifiable assets acquired, and liabilities assumed	
Trade and other receivables	275,308
Amounts owed to group undertakings	(159,636)
Trade and other payables	(16,263)
Deferred income	(60,707)
Total identifiable net assets	38,702
Total dividend income	(38,702)

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

18. Debtors

	2022	2021
	£	£
Due after more than one year		
Deferred Commissions	1,426,701	1,259,702
Rent deposit	458,016	17,129
Deferred Tax Asset	241,818	70,724
	<u>2,126,535</u>	<u>1,347,554</u>
	2022	2021
	£	£
Due within one year		
Trade debtors	20,072,569	16,267,096
Amounts owed by group undertakings	19,827,930	19,385,556
Prepayments and accrued income	1,771,300	2,425,829
Other debtors	1,016,091	114,126
Corporation tax debtor	-	331,342
	<u>42,687,890</u>	<u>38,523,949</u>

As part of the debtors reconciliation process, management identified that current and non current deferred commissions were stated in Debtors due within one year. Therefore 2021 and 2022 are now correctly stated.

19. Cash and cash equivalents

	2022	2021
	£	£
Cash at bank and in hand	<u>4,540,490</u>	<u>7,284,851</u>

20. Creditors

	2022	2021
	£	£
Amounts falling due within one year		
Amounts owed to Parent companies	100,862,395	70,022,656
Deferred income	49,661,510	41,111,925
Amounts owed to group undertakings	16,975,603	31,277,965
Accruals	2,827,528	2,110,785
Trade creditors	2,434,017	2,071,407
Other taxation and social security	1,395,469	1,335,114
Corporation tax payable	1,254,391	-
Other creditors	246,356	184,520
	<u>175,657,269</u>	<u>148,114,372</u>
	2022	2021
	£	£
Amounts falling due after more than one year		
Accruals and deferred income	379,751	202,733
	<u>379,751</u>	<u>202,733</u>

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

20 Creditors (continued)

The company has the following intercompany loans:

Lender	2022	2021	Interest rate	Maturity
	£	£		
Diligent Luxembourg S.a.r.l.	47,393,177	47,393,178	7.74%	Repayable on demand
Diligent Luxembourg S.a.r.l.	6,674,935	8,629,478	8.00%	Repayable on demand
Diligent Corporation	14,000,000	14,000,000	7.74%	Repayable on demand
Diligent Corporation	30,000,000	-	9.22%	Repayable on demand

In 2022, the company acquired Activist Insightia Limited, Insightia Limited and Proxy Insight Limited. This acquisition was financed by way of an intercompany loan of £30m from Diligent Corporation.

21. Deferred taxation

	2022	2021
	£	£
At beginning of year	(70,724)	557,153
Credited to profit or loss	(173,081)	(627,877)
Transfer of 2022 deferred taxation from LER	1,987	
At end of year	(241,818)	(70,724)
Accelerated capital allowances	266,512	343,139
Other timing differences	(508,330)	(413,863)
	(241,818)	(70,724)

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

22. Other provisions

	Dilapidations	Restructuring	Total
	£	£	£
At 1 January 2022	-	1,248,432	1,248,432
Addition during the year	94,499	788,394	717,809
Paid during the year	-	(1,785,375)	(1,785,375)
Released during the year	-	-	-
At 31 December 2022	94,499	251,451	345,950

On 31 March 2022, the company entered into a new lease agreement for office space at 25 Bedford Street, London, WC2E 9ES for a term of five years. Included within other provisions is a dilapidation provision of £94,499 as an estimate of the costs to return the office space to its original state at the end of the lease term.

On October 27th 2020, a major global restructuring was announced by the Diligent Group Executive Management team. This was a commercial decision taken in response to the Group rapidly evolving from a product-focused company to a solutions-focused company. The total estimated staff restructuring costs to be incurred in the UK are estimated at £3m. These costs were fully provided for in 2020. In 2022 £1.8m (2021: £1.8m) of the restructuring costs were paid during the year with additional £0.8m of costs.

23. Share capital

	2022	2021
	£	£
Allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	1,000	1,000

24. Reserves

Other reserves

Other reserves represent share-based payment reserve which includes a provision for payments due under the share option plans of an intermediate parent company.

Capital contribution reserve

In 2019, the company acquired Diligent Bidco UK Limited by way of a business sale agreement for a loan note in the amount of £4,007,321. On 1st January 2020, this loan note was assigned to Diligent LuxCo S.a.r.l. Diligent Luxembourg subsequently contributed the loan note to the company as a capital contribution.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

DILIGENT BOARDBOOKS LIMITED

For the year ended 31 December 2022

Notes to the Financial Statements

25. Share-based payments

Employee Share Option Plan Scheme (the "Scheme")

The movement of the Share based compensation is as follows:

	2022	2021
	£	£
At beginning of year	236,719	178,558
Charged to profit or loss	465,151	58,161
At end of year	701,870	236,719

Share Options were granted by the Company's ultimate holding corporation to employee under the Diamond Parent Holdings Corp Stock Incentive Schemes.

The share options vest over a period of four years from the date of grant, 25% of the share options shall vest on the twelve-month anniversary of the date of grant. The remainder shall vest in substantially equal instalments on each of the next twelve quarterly anniversaries of the date of grant thereafter, provided, that with respect to the last such quarterly instalment (which, for the avoidance of doubt, will occur on the date that is forty-eight (48) month following the date of grant), the number of options that vest at such time shall be such that holder will be fully vested in the options.

Once the options have vested, they are exercisable for a contractual option term of 10 years. The options may be exercised in full or in part in respect of 630,00 shares or a multiple thereof, on the payment of the exercise price. The Company has no legal or constructive obligation to repurchase or settle the options in cash. During the financial year ended 31 December 2022, the company recognized a share compensation expense of £465,151 (2021: £58,161) with corresponding amount recorded under 'Share based compensation' as part of Capital and reserves which represent capital contribution from ultimate holding corporation.

The fair value of the share options is estimated at the grant date using the Black-Scholes Model, taking into account the terms and conditions on which the share options were granted.

The following table illustrates the number and weighted average exercise price (WAEP) of, and movements in, share options during the financial year:

	Unvested at beginning of the year	Granted during the year	Exercised during the year	Terminated during the year	Unvested at end of the year	WAEP
2021	720,811	75,000	(254,062)	(33,749)	508,000	1.40641
2022	508,000	495,500	(55,810)	(53,690)	894,000	5.76084

DILIGENT BOARDBOOKS LIMITED

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Notes to the Financial Statements

26. Commitments under operating leases

At 31 December 2021 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2022	2021
	£	£
Not later than 1 year	383,991	-
Later than 1 year and not later than 5 years	1,638,019	-
Later than 5 years	-	-
	2,022,010	-

As disclosed in Note 22, on 31 March 2022, the company entered into a new lease agreement for office space at 25 Bedford Street, London, WC2E 9ES.

27. Contingent liabilities

A fixed charge has been registered against the assets of Diligent Boardbooks Limited as part of a global securitisation agreement involving external loans undertaken by the Diligent Group.

28. Related party transactions

The company has taken advantage of the exemption contained in FRS 102 section 33 "Related Party Disclosures" from disclosing transactions with entities which are a wholly owned part of the group.

29. Parent undertaking and controlling party

The Company's ultimate parent company and controlling party is Diamond Parent Holdings Corp, a Company incorporated in Delaware, USA, whose registered agent is The Corporation Trust Company, Corporation Trust Centre,

1209 Orange Street, Wilmington, DE19801, USA. The intermediate holding company is Diligent Corporation, 1111 19th Street NW, 9th Fl, Washington, DC 20036, USA. The immediate parent undertaking of the company is Diligent Luxembourg S.à.r.L, a company registered in Luxembourg.

30. Subsequent events

On 27th June 2023, the company's subsidiaries Activist Insight Limited and Insightia Limited were dissolved with Companies House.