Financial Statements of Subsidiaries

Accelya Solutions Americas, Inc.

(formerly known as Kale Softech Inc.)

1405 Plymouth Road,
North Brunswick, NJ 08902, USA

Accelya Solutions UK Limited

(formerly known as Zero Octa UK Limited)
Acre House, 11/15 William Road,
London, NW1 3ER

Accelya Solutions Americas, Inc.



Directors' Report

To,

The Shareholders,

The Board of Directors of Accelya Solutions Americas, Inc. ("the Company") presents its report in respect of the year ended 30th June 2022.

Directors

James K Davidson has held office during the whole of the period from 29th July 2020 to the date of this report.

Amol Gupte – Appointed as Director on 22nd November 2021 and Resigned on 25th May 2022 John Johnston – Resigned as Director on 30th December 2021

Principal Activity

The principal activity of the Company during the financial year was marketing software solutions and outsourced services to the travel and transportation industry. No significant change in the nature of business activities occurred during the year.

Results

The revenue of the Company during the year ended June 30, 2022, was USD 13,824,969 as compared to USD 11,277,815 for the year ended June 30, 2021. The Company made a Net Profit of USD 812,801 for the year ended June 30, 2022, as compared to USD 617,053 for the year ended June 30, 2021.

Dividends

The company paid a dividend of USD 1,000,000 during the year.

Review of Operations

The total numbers of customers are fifteen.

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs of the Company during the financial year other than those disclosed in this report.

Significant Event after Balance Sheet Date

There is no significant event to report since the book-close and balance sheet date of June 30, 2022.

Likely Developments and Future Results

The Company will continue to focus on pursuing opportunities in the Travel & Transportation industry for software solutions and outsourced services in the local markets.

With the domain expertise and in-depth knowledge of the Travel and Transportation industry, the Company is confident that more and more airlines will sign up as their preferred solution provider.

Accelya Solutions Americas, Inc.

Environmental Regulation Performance

The Company's operations are not subjected to any particular and significant environmental regulation under a law

of the US Federal or any State Government. Accordingly, no environmental disclosure is required.

Directors' Interests

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit, other than benefits disclosed in the financial statements as emoluments or the fixed salary of a full-time employee of the Company or a related body corporate by reason of a contract made by the Company or a

related body corporate with the director or with a firm of which the director is a member, or with a company in

which the director has a substantial interest.

Indemnification of Officers

The Company has not, during or since the end of the financial year, in respect of any person who is or has been an

officer or auditor of the Company.

• Indemnified or made any relevant agreement for indemnifying against a liability, including costs and expenses

in successfully defending legal proceedings; or

Paid or agreed to pay a premium in respect of a contract insuring against a liability for the costs or expenses

to defend legal proceedings.

Directors' Responsibility Statement

Your directors confirm that-

a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with

proper explanation relating to material departures.

b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the

Company at the end of the financial year and of the profit or loss for that period.

c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the company and for

preventing and detecting fraud and other irregularities.

d. The directors have prepared the annual accounts on a going concern basis.

This report has been made in accordance with a resolution of directors.

For and on behalf of the Board of Directors

Place: New Jersey Date: August 01, 2022 James K Davidson Director



ANKITA AMIN CPA LLC

22, Meridian Road, Unit 6, Edison, NJ 08820 Tel: 732 603-8220: Fax: 732 603-8259

The Board of Directors Accelya Solutions Americas, Inc. New Jersey

Accountant's compilation report

Management is responsible for the accompanying financial statements of Accelya Solutions Americas, Inc., which comprise the balance sheet as of June 30, 2022, and the related statements of income, changes in stockholder's equity and cash flows for the year then ended and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America.

We have performed compilation engagement in accordance with Statements of Standards for Accounting and Review Services promulgated by Accounting and Review services Committee of AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by the management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The supplementary information contained in Schedule A and Schedule B is presented for the purpose of additional analysis and is not required part of basic financial statements. Such information is the responsibility of management. The supplementary information was subject to our compilation engagement. We have not audited or reviewed the supplementary information and do not express an opinion, or conclusion, nor provide any assurance on such information.

We are not independent with respect to this Company.

Ankita Amin, CPA For Ankita Amin CPA LLC Edison, New Jersey

August 1, 2022

BALANCE SHEET JUNE 30, 2022

	30 June 2022	30 June 2021
	\$	\$
Assets		
Current assets: Cash at bank	2 521 546	2 100 955
Accounts receivable (net)	2,521,546 2,646,500	2,190,855 1,966,595
Advances	7,292	7,319
Advance corporate tax paid	-	7,029
Prepaid expenses	360,604	480,240
Total current assets	5,535,942	4,652,038
Property and equipment, net	968	3,808
Other assets		
Security deposits	5,000	5,000
Total other assets	5,000	5,000
Total assets	5,541,910	4,660,846
Liabilities and member's deficit		
Current liabilities:		
Accounts payable & accruals	3,087,674	2,355,715
Corporate tax payable	25,881	-
Deferred income	496,469	186,045
Total current liabilities	3,610,024	2,541,760
Stockholder's equity		
Common stock- \$0.001Par value; 100,000,000 shares authorized;		
1,300,000 Shares issued and outstanding	13,000	13,000
Additional paid in capital	1,287,000	1,287,000
Preferred share capital-500,000 shares authorized,		
450,000 Shares issued and redeemed	-	-
Retained earnings	631,887	819,086
Total stockholders' equity	1,931,887	2,119,086
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	5,541,910	4,660,846

SEE ACCOMPANYING NOTES AND ACCOUNTANT'S COMPILATION REPORT

For Accelya Solutions Americas, Inc.

Place: New Jersey James K Davidson Date: August 01, 2022 Director



STATEMENT OF RETAINED EARNINGS/(DEFICIT) JUNE 30, 2022

	30 June 2022	30 June 2021
	\$	\$
Retained Earnings/(Deficit) - beginning	819,086	952,033
Add: Profit for the year	812,801	617,053
Less: Dividend	(1,000,000)	(750,000)
Retained earnings-ending	631,887	819,086

SEE ACCOMPANYING NOTES AND ACCOUNTANT'S COMPILATION REPORT

For Accelya Solutions Americas, Inc.

Place: New Jersey Date: August 01, 2022 James K Davidson Director

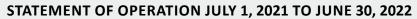
STATEMENT OF OPERATION JULY 1, 2021 TO JUNE 30, 2022

	Year ended	Year ended
	30 June 2022	30 June 2021
	\$	\$
Revenue		
Income	13,824,969	11,277,815
Less: Cost of goods sold - Schedule A	10,481,268	8,433,771
Gross revenue	3,343,700	2,844,044
	.,,	7- 7-
Operating expenses:		
Salaries & payroll taxes	326,809	506,692
General and administrative - Schedule B	1,851,637	1,464,479
Depreciation	1,753	2,143
Total operating expenses	2,180,199	1,973,314
Profit from operations before interest and taxes	1,163,501	870,730
Other income/(expenses)		
Provision for bad debts	-	(793)
Loss on disposition of assets	(1,087)	-
Loss on currency fluctuation	(6)	(11,895)
Total other expenses	(1,094)	(12,688)
, , , , , , , , , , , , , , , , , , ,	(=/== :/	(22)0007
Profit before taxes and interest	1,162,408	858,042
Interest income	-	692
Current year provision for tax	(349,607)	(241,681)
Net profit for the year	812,801	617,053

SEE ACCOMPANYING NOTES AND ACCOUNTANT'S COMPILATION REPORT

For Accelya Solutions Americas, Inc.

Place : New Jersey James K Davidson
Date : August 01, 2022 Director



	Year ended	Year ended
	30 June 2022	30 June 2021
	\$	\$
Schedule A		
Cost of sales		
Consultants and subcontractors expenses	10,481,268	8,433,771
Total cost of sales	10,481,268	8,433,771

	Year ended	Year ended
	30 June 2022	30 June 2021
	\$	\$
Schedule B		
General and administrative expenses		
Bank and credit card charges	3,450	3,212
Bad debt written off	14,456	-
Conference and seminars	71,437	25,511
Dues and subscriptions	201,678	203,346
Employees benefits	39,183	74,437
Insurance	21,180	44,982
Payroll processing fees	4,543	-
Legal and professional fees	1,245,129	923,023
Meals	1,084	-
Miscellaneous charges	-	168
Office expenses	112,284	79,271
Outside services	-	4,294
Pension	2,387	1,800
Postage/shipping	974	1,384
Rent, utilities and property tax	-	17,378
Repairs and maintenance	352	352
Recruitment expenses	-	7,037
Telecommunication	9,918	12,534
Travel	56,279	2,218
Website expenses	67,302	63,532
Total general and administrative expenses	1,851,637	1,464,479

SEE ACCOMPANYING NOTES AND ACCOUNTANT'S COMPILATION REPORT

For Accelya Solutions Americas, Inc.

Place : New Jersey James K Davidson
Date : August 01, 2022 Director

STATEMENT OF CASH FLOWS JULY 1, 2021 TO JUNE 30, 2022

	30 June 2022	
	30 Julie 2022	30 June 2021
	\$	\$
Net profit	812,801	617,053
Adjustment to reconcile net profit to net cash		
Depreciation	1,753	2,143
Loss on disposition of fixed asset	1,087	-
Accounts receivable	(679,905)	1,349,821
Advances	27	46,890
Prepaid expenses	119,635	(337,132)
Accounts payable and accrued liabilities	731,959	562,101
Security deposits	-	7,773
Corporate taxes payable	32,910	13,145
Deferred income	310,424	(302,110)
Net cash used in operating activities	1,330,691	1,959,684
Cash flows from investing activities		
Net cash used in investing activities	-	-
Cash flows from financing activities		
Dividend paid	(1,000,000)	(750,000)
Net cash used in financing activities	(1,000,000)	(750,000)
Net increase in cash	330,691	1,209,684
Cash at the beginning of the period	2,190,855	981,171
Cash at the end of the period	2,521,546	2,190,855
Supplemental disclosures of cash flow information		
Corporation tax paid	313,593	228,536
Dividend paid	1,000,000	750,000

SEE ACCOMPANYING NOTES AND ACCOUNTANT'S COMPILATION REPORT

For Accelya Solutions Americas, Inc.

Place: New Jersey James K Davidson Date: August 01, 2022 Director





1. Organization and operation

Accelya Solutions Americas Inc. (ASAI) (formerly known as Kale Softech Inc.) was incorporated on November 16, 1998 in the State of New Jersey. The primary business activity during the financial year was marketing software solutions and outsourced services to travel and transportation industry. The Company began its operation on January 1, 1999. It is a wholly owned subsidiary of Accelya Solutions India Limited (Accelya Solutions) (formerly known as Accelya Kale Solutions Limited.) in India which is a leading solution provider to global Airline and Travel Industry. ASAI enters into contract with the end customers in the Americas and is responsible for invoicing and collection. ASAI outsources the contracts to its parent company in India. All ASAI's offering are sourced through the parent company. The customers of ASAI are serviced and supported out of the delivery centers of Accelya Solutions in India.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements for the period July 1, 2021 to June 30, 2022 are prepared in accordance with the Statement on standard for Accounting and review services issued by American Institute of Certified Public Accountants.

In preparing the Company's financial statements in conformity with Statements on Standards for Accounting and Review Services, issued by the American Institute of Certified Public Accountants, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period, the important estimates made by the Company in preparing these financial statements include those of useful life of property and equipment, the valuation of deferred taxes and allowance for doubtful debts and actual results could differ from those estimates.

Assets, liabilities, revenue and expenses are recognized on accrual basis of accounting for both financial statements and federal income tax purposes. The accounts are prepared on a going concern basis.

3. Cash at Bank

Balance in the bank, as on June 30, 2022, was \$ 2,521,546. The balance in the bank exceeds the limit of FDIC insurance of \$ 250,000 per account this year.

4. Property and Equipment

Equipment and furniture & fixture are carried at cost. Total depreciation for period July 1, 2021 to June 30, 2022 as per the policy is \$ 1,753. The estimated useful life for computer and equipment is 4 year and furniture & fixtures is 6 years, retroactively to date of purchase.

The cost and the accumulated depreciation for computer, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are recognized in the Statement of Profit and Loss.

The difference in depreciation due to estimated lives is presented below:

New Estimated Lives Policy

	Computers	
Cost Basis	\$ 49,252	
Add:- Additions	\$ -	
Less:- Retired Assets	\$ 41,915	
Less: Accumulated depreciation	\$ (6,369)	
Net Property & Equipment	\$ 968	

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2022

5. Accounts Receivable

The Company provides allowance for doubtful accounts equal to uncollectable amounts in the aggregate based on the present and prospective financial condition of the customers and ageing of account receivable after considering historical experience and economic environment.

The total accounts receivable of \$ 2,646,500(net) as on June 30, 2022, are fully collectible. There is provision for doubtful debt of \$6843 has been made. Company has written off Trade receivables balance due to non-recovery of \$809,833. Out of this Provision for doubtful debts of \$294,640 was already created in the earlier years and balance of \$515,193 was accounted as deferred income and not recognized as revenue. The total receivables include \$ 62,981 due from the Accelya Topco Limited., \$ 46,203 due from Accelya World S.L.U. and \$ 57,757 from Farelogix Inc.

Geographical concentration of sales is:

59 %	USA
19 %	Chile
17 %	Brazil
1%	Spain
2 %	UK
1%	Canada
1%	Colorado

6. Corporate Tax Recoverable

The Company provides for taxes as required by the accounting principles generally accepted in United States of America. The federal and state income tax returns of the Company for 2019, 2020, 2021 are subject to examination by IRS and State authorities, general for three years after they are filed.

\$ 323,727	Advance tax paid (including carry forwards) for the year ended June 30, 2022	
\$ (349,607)	Tax provision for the year ended June 30,2022	
\$ 25,880	Corporate tax Payable	

7. Other Asset

Details are as under:

\$ 5,000	IATA deposit
\$ 5,000	Total other assets

8. Accounts Payable

The total accounts payable is \$3,087,674 as on June 30, 2022. Accounts Payable includes \$2,475,335 payable to Accelya Solutions India Limited, \$402,594 Payable to Accelya Topco Ltd., \$75,048 to Accelya World S.L.U, and \$68,154 to Farelogix, Inc.

9. Commitment and contingencies

There are no commitments of contingencies as on June 30, 2022. The Company has evaluated event through August 02, 2022, which is the date the financial statements were available to be issued. Therefore, no provision for contingencies as on June 30, 2022.



NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2022

10. Remuneration paid to Directors

Remuneration paid by related parties to James Davidson & John Johnston and Director fee of \$5,000 paid to Amol Nandkumar Gupte is part of Legal & Professional expenses shown on Financial statements.

11. Dividends

Dividend paid on equity share \$ 1,000,000.

12. Related Party Transactions

The company has the following transactions with the parent company and associated entities.

Inter-Company Name	Services rendered by the Company (\$)	Services received by the Company (\$)	Claims raised for expenses (\$)	Claims received for expenses (\$)	Dividend Paid (\$)
Accelya Solutions India Ltd.	-	9,467,838	-	-	1,000,000
Accelya World S.L.U.	168,802	306,405	-	-	-
Accelya Topco Ltd.	248,164	1,320,640	-	107,606	-
Farelogix Inc.	227,187	245,972	-	6,232	-

13. Shareholders' Equity

The total authorized share capital of the Company is 35,000,000 shares of common Stock, par value \$ 0.01 per share, divided into 2 classes as under:

25,000,000	Class A voting shares of Common stock.
10,000,000	Class B non-voting shares of common stock.
500,000	Preference shares.

Issued Capital is as under:

1,300,000 Class A shares at USD 0.01 per share have been issued to Accelya Solutions India Limited., (a foreign Corporation, formerly Accelya Kale Solutions Limited, India), who owns 100% of the current issued share capital.

For and on behalf of Board of Directors

Place : New Jersey James K Davidson
Date : August 01, 2022 Director

ACCELYA SOLUTIONS UK LTD (REGISTERED NUMBER: 03772143)

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2022

	Page
Company Information	14
Directors' Report	15
Profit and Loss Account and Other Comprehensive Income	17
Balance Sheet	18
Statement of Changes in Equity	19



Company information for the year ended 30th June, 2022

DIRECTORS: James Davidson

REGISTERED OFFICE: Acre House

11/15 William Road

London NW1 3ER

REGISTERED NUMBER: 03772143 (England and Wales)

DIRECTORS' REPORT

The directors present their report with the financial statements of the company for the year ended 30th June 2022.

The Company has met the requirements in Companies Act 2006 to obtain the exemption provided from the presentation of a strategic report.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of providers of business and financial management outsourced services.

REVIEW OF BUSINESS

Accelya Solutions UK Ltd (ASUK) is a world-class outsource service provider to the international air transport industry with an internationally recognised identity which is synonymous with quality, accuracy and exceptional customer service.

The company's principal financial instruments comprise bank balances and trade debtors which have been generated through the company's regular operations. Due to the nature of the financial instruments used by the company there is low exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned are as follows: In respect of bank balances the liquidity risk is managed by maintaining a positive bank balance ensuring there are sufficient funds to meet the payments as they fall due. Trade debtors are managed in respect of credit and cash flow risk by the regular monitoring of amounts outstanding, and discussion with clients.

During the period under review, ASUK experienced a decrease of 10.68 % (2021: decrease of 44.12%) in turnover. The financial position at the end of the period is sturdy, with no external debt and a positive cash flow situation, which is forecast to continue.

DIVIDENDS

The company paid GBP 99,900 dividends (2021: 249,750) during the year.

DIRECTORS

Mr. John Johnston resigned as director with effect from 26th January 2022.

Mr. James Davidson was appointed director with effect from 26th January 2022 and holds office as on the date of this report.



STATEMENT OF DIRECTORS RESPONSIBILITIES IN REPECT OF THE DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The Company has taken exemption from reporting on Energy and Carbon Performance as this information is included in the consolidated group financial statements of Accelya Holding World S.L.U, of which this Company is a member.

ON BEHALF OF THE BOARD:
James Davidson - Director
Date: 1st August 2022

PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30TH JUNE 2022

	20	22		2021
	£	£	£	£
TURNOVER		1,814,624		2,031,608
Staff costs	-		-	
Depreciation	-		-	
Other operating charges	1,642,098		1,912,911	
		(1,642,098)	_	(1,912,911)
OPERATING PROFIT Other income		172,526		118,697
PROFIT BEFORE TAXATION		172,526	_	118,697
Tax on profit		(33,769)	-	(24,173)
PROFIT FOR THE FINANCIAL YEAR		138,757		94,524
OTHER COMPREHENSIVE INCOME			-	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		138,757	=	94,524



BALANCE SHEET AT 30TH JUNE 2022

	2022		2021
	£ £	£	£
FIXED ASSETS			
Tangible assets	-		-
CURRENT ASSETS			
Debtors	423,685	433,898	
Cash at bank and in hand	571,056	512,136	
	994,741	946,034	
CREDITORS			
Amounts falling due within one year	(570,600)	(560,750)	
NET CURRENT ASSETS	424,141	_	385,284
	***		205 204
TOTAL ASSETS LESS CURRENT LIABILITIES	424,141	-	385,284
CAPITAL AND RESERVES			
Called up share capital	1,110		1,110
Share premium	249,890		249,890
Retained earnings	173,141		134,284
SHAREHOLDERS' FUNDS	424,141		385,284

For the year ended 30th June 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006, relating to subsidiaries companies.

The members have not required the Company to obtain an audit of its accounts for the year ended 30th June 2022 in accordance with section 476 of the Companies Act 2006.

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

The financial statements were approved by the Board of Directors on 1 August 2022 and were signed on its Behalf by:

		• • • • •	• • • • •	••••	• • • •	••••	• • •	• • •	• • • •	•••	• • • •	• • •	• • • •	• • •	• • • •	• • • •	• • • •
Jam	es D	Davi	dsc	n -	- D	ire	ct	or									

STATEMENT OF CHANGES IN EQUITY

	Called up share capital	Retained earnings	Share premium	Total equity
	£	£	£	£
Balance at 1st July 2020	1,110	289,510	249,890	540,510
Changes in equity				
Total comprehensive income	-	94,524	-	94,524
Dividend paid	-	(249,750)	-	(249,750)
Balance at 30th June 2021	1,110	134,284	249,890	385,284
Changes in equity				
Total comprehensive income	-	138,757	-	138,757
Dividend paid		(99,900)		(99,900)
Balance at 30th June 2022	1,110	173,141	249,890	424,141