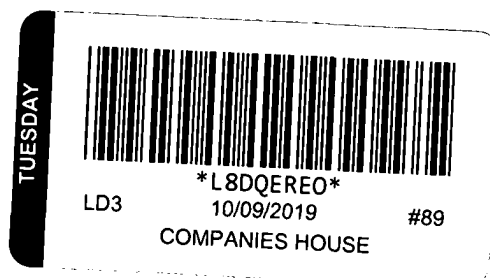


SAFECALL LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

REGISTERED NUMBER: 03769031



SAFECALL LIMITED

Directors

D. Jackson
G. Long
K.E. Thorpe

Registered office

Fifth Floor
100 Wood Street
London EC2V 7EX

Notice of meeting

Notice is hereby given that the annual general meeting of Safecall Limited ("the Company") will be held on 7 May 2019 at Fifth Floor, 100 Wood Street, London EC2V 7EX for the following purposes:

1. To consider and approve the report of the directors and the financial statements for the year ended 31 December 2018.
2. To re-appoint BDO LLP as the Company's auditors and authorise the directors to determine their remuneration.

A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member. Any instrument appointing a proxy must be received at the registered office before the time fixed for the meeting.

By order of the Board



Virginia Duncan

Law Debenture Corporate Services Limited

Secretary
7 May 2019

SAFECALL LIMITED

The directors present to the members the Strategic Report, Directors' report together with the audited financial statements of the Company for the year ended 31 December 2018.

Strategic Report

Business model, objective, key performance indicators (KPI's)

The Company operates principally as a confidential reporting line.

The Company's single key performance indicator is profit on ordinary activities before taxation and this is detailed in the Business review section below.

Business review

Turnover has increased by 15.9% (2017: increased 8.1%). Profit on ordinary activities before taxation for the year was £446,783 (2017: £331,215) an increase of 34.9% (2017: decrease of 19.9%).

Results

The Company's profit on ordinary activities after taxation for the year was £446,783 (2017: £331,215).

Future developments

There have not been any significant changes to the principal activities during the year. The directors are not aware at the date of the report of any likely changes in the Company's activities in the next year.

Principal risks and uncertainties

The principal risks of the business are that details of calls are incorrectly reported. However, staff are hired on the basis of their skills and experience. Staff are trained and supervised to ensure that errors do not arise.

By order of the Board



Virginia Duncan

Law Debenture Corporate Services Limited

Secretary

7 May 2019

SAFECALL LIMITED

Director's Report

Financial instruments

The Company does not actively use financial instruments as part of its financial risk management. It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures. The nature of its financial instruments means that they are not subject to price risk or liquidity risk.

Directors

The directors of the Company from the start of the financial year to the date of this report were as follows:

D. Jackson

G. Long

K.E. Thorpe (appointed 27 September 2018)

During the year, the Company maintained liability insurance for the benefit of directors and other officers.

Dividend

The directors declared a total dividend of £250,000 for 2018 (2017: £219,395).

Statement as to disclosure of information to auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

Events after the reporting period

There are no adjusting or non-adjusting events after the reporting period.

Auditors

The auditors, BDO LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006.

By order of the Board



Virginia Duncan

Law Debenture Corporate Services Limited

Secretary

7 May 2019

SAFECALL LIMITED

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

SAFECALL LIMITED

Independent Auditor's report to the members of Safecall Limited

We have audited the financial statements of Safecall Limited ("the Company") for the year ended 31 December 2018 which comprise the Income statement, the Statement of financial position, the Statement of changes in equity and notes to the financial statements, 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 Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit 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. 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

SAFECALL LIMITED

Independent Auditor's report to the members of Safecall Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify 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 this 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and 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 and Director's 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.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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.

SAFECALL LIMITED

Independent Auditor's report to the members of Safecall Limited (continued)

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.

A further description of our responsibilities for the audit of the financial statements is located at 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.

BDO LLP

Vanessa-Jayne Bradley (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
United Kingdom
7 May 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

SAFECALL LIMITED**Income statement**

for the year ended 31 December

	Note	2018 £	2017 £
Turnover	3	1,652,931	1,425,792
Cost of sales		<u>(46,332)</u>	<u>(33,765)</u>
Gross profit		1,606,599	1,392,027
Administrative expenses	4 & 5	<u>(1,159,816)</u>	<u>(1,060,812)</u>
Profit on ordinary activities before taxation		446,783	331,215
Taxation	6	-	-
Profit on ordinary activities after taxation		<u>446,783</u>	<u>331,215</u>

All amounts relate to continuing operations.

The annexed notes form part of these financial statements.

SAFECALL LIMITED**Statement of financial position**
as at 31 December

	Note	2018 £	2017 £
Non-current assets			
Intangible assets	8	72,827	-
Investment in subsidiaries	9	1,002	1,002
		<u>73,829</u>	<u>1,002</u>
Current assets			
Debtors	10	1,149,713	914,969
Cash at bank and in hand		182,092	137,577
		<u>1,331,805</u>	<u>1,052,546</u>
Creditors: Amounts falling due within one year	11	<u>(877,536)</u>	<u>(722,233)</u>
Net current assets		<u>454,269</u>	<u>330,313</u>
Total assets less current liabilities		<u>528,098</u>	<u>331,315</u>
Net assets		<u><u>528,098</u></u>	<u><u>331,315</u></u>
Capital and reserves			
Called up share capital	12	90	90
Capital redemption		10	10
Retained earnings		527,998	331,215
Shareholders' funds		<u><u>528,098</u></u>	<u><u>331,315</u></u>

Approved and authorised for issue by the Board on 7 May 2019
and signed on its behalf by



D. Jackson
Director

The annexed notes form part of these financial statements.

SAFECALL LIMITED

Statement of changes in equity for the year ended 31 December

	Share capital	Capital Redemption	Retained earnings	Total
	£	£	£	£
Equity at 1 January 2017	90	10	219,395	219,495
Profit for the period	-	-	331,215	331,215
Other comprehensive income for the period	-	-	-	-
Total comprehensive income	-	-	331,215	331,215
Dividend relating to 2017	-	-	(219,395)	(219,395)
Total equity at 31 December 2017	90	10	331,215	331,315
Equity at 1 January 2018	90	10	331,215	331,315
Profit for the period	-	-	446,783	446,783
Other comprehensive income for the period	-	-	-	-
Total comprehensive income	-	-	446,783	446,783
Dividend relating to 2018	-	-	(250,000)	(250,000)
Total equity at 31 December 2018	90	10	527,998	528,098

The annexed notes form part of these financial statements.

1. Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework (FRS 101). The principal accounting policies adopted in the preparation of the financial statements are set out below. The financial statements have been prepared on a historical cost basis. The presentation currency used is sterling and amounts have been presented in round pounds.

Disclosure Exemptions

In preparing these financial statements, the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- Certain comparative information as otherwise required by EU Endorsed IFRS;
- Certain disclosures regarding the Company's capital;
- A statement of cash flows;
- The effect of future accounting standards not yet adopted;
- The disclosure of the remuneration of key management personnel; and
- Disclosure of related party transactions with other wholly owned members of the group headed by The Law Debenture Corporation p.l.c.

In addition, and in accordance with FRS 101, further disclosure exemptions have been adopted because equivalent disclosure is included in the consolidated financial statements of The Law Debenture Corporation p.l.c. These financial statements do not include certain disclosures in respect of:

- Business combinations;
- Financial instruments; and
- Impairment of assets.

2. Critical accounting estimates, judgements and policies

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates; examples include any provisions, impairments and estimated useful lives. It also requires the Company's directors to exercise judgements and estimates in preparing the financial statements. The estimates, judgements and policies of the directors are discussed below:

i) Recognition of income and expenses:

Independent Professional Services income (IPS)

The company has disaggregated the IPS revenue into various categories below which depict the nature, amount, timing, and uncertainty of revenue and cash flows.

Annual income

Annual income is derived from the provision of annual services rendered net of any value added tax based on a contracted fee amount. The performance obligations are services provided through the provision of a whistleblowing reporting line and the obligations set out in the service agreement. The timing of the transfer of goods and services is over time based on the period of service. Revenue is recognised over the period of service where amounts which are not recognised in the financial period are deferred. Amounts are mostly billed and paid on a monthly basis.

Special fee income

Revenues are derived from new business based on the fee charged, which is considered to be the transaction price. The performance obligations are services provided through the provision of confidential reports for the client, who is the contract counter party. The timing of transfer of goods and services is at that point of time, with revenue recognised in the accounting period the transaction occurs net of any value added tax. Amounts are billed and paid on a monthly basis.

ii) Foreign currencies: Transactions recorded in foreign currencies during the year are translated into sterling at the exchange rate ruling on the date of the transaction. Assets and liabilities denominated in foreign currencies at the balance sheet date are translated into sterling at the exchange rate ruling at that date.

iii) Intangible non-current assets: Intangible assets are recorded at historic purchase cost less accumulated amortisation. Amortisation has been calculated to write off the cost of all intangible assets over the estimated useful lives of the relevant assets as follows:

Computer Software	3 years
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iv) Investments: Investments are held at cost. Provision is made where there has been a permanent diminution in value.

v) Basis of consolidation: The Company is exempt from the obligation to prepare and deliver group financial statements as its ultimate holding company is The Law Debenture Corporation p.l.c., a company registered in England and Wales which prepares group financial statements. The information presented within these financial statements is for the individual entity and not for the group.

SAFECALL LIMITED

Notes to the financial statements - 31 December 2018 (continued)

2. Critical accounting estimates, judgements and policies (continued)

- vi) **Dividend distribution:** Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the shareholders.
- vii) **Pension costs:** For some employees, the Company operates a defined contribution pension scheme. Payments to the scheme are recognised as an expense when employees have rendered service entitling them to the contribution.
- viii) **Financial instruments** (effective for annual periods beginning on or after 1 January 2018)

Corporation has applied IFRS 9 from 1 January 2018. Based on the corporation's assessment, there has been no material financial impact as a result of the implementation of IFRS 9. The following key areas have been assessed:

Classification – the classification of financial assets as “fair value through profit and loss” is unchanged.

Impairment – IFRS 9 replaced the ‘incurred loss’ model in IAS 39 with a forward looking ‘expected credit loss’ model. The impact to the corporation will only be in relation to the impairment of trade and other receivables. The impairment assessment has been made on a simplified approach basis and did not have any material impact on the financial assets of the corporation. There are no other impairment impacts from the implementation of IFRS 9.

3. Turnover

Turnover represents fees for services provided in the following geographical areas:

	2018	2017
	£	£
United Kingdom	1,341,118	1,094,046
Europe	281,240	307,454
Rest of world	30,573	24,292
	<u>1,652,931</u>	<u>1,425,792</u>

SAFECALL LIMITED**Notes to the financial statements - 31 December 2018 (continued)****4. Administrative expenses**

	2018	2017
	£	£
Salaries including directors' remuneration	638,516	555,798
Social security costs	48,688	54,028
Pension costs	23,427	19,063
Amortisation	1,062	-
Foreign exchange (gain)	(929)	(1,647)

Resources for certain the administrative operations of the Company are provided by L.D.C. Trust Management Limited for which it has been charged a management fee of £200,000 (2017: £200,000). Administrative expenses also include audit fees of £6,000 (2017: £5,800) payable for the year. Non-audit fees paid to the auditors during the year amounted to £Nil (2017: £Nil).

5. Employee information and directors' emoluments

The average number of employees during the year was 25 (2017: 24). The Directors' emoluments, which are included within the administration expenses, comprise the following:

	2018	2017
	£	£
Directors' remuneration	157,178	131,796
Pension contribution	13,313	12,573

6. Taxation**(a) Analysis of taxation charge**

	2018	2017
	£	£
Current tax:		
UK Corporation tax at 19.00% on profit for the year (2017: 19.25%)	-	-
Total tax (Note (b))	-	-

(b) Factors affecting the tax charge for the year

	2018	2017
	£	£
Profit on ordinary activities before tax	446,783	331,215
Profit on ordinary activities multiplied by the standard rate of UK Corporation tax at 19.00% (2017:19.25%)	84,889	63,759
Effects of:		
Group companies relief	(84,889)	(63,474)
Capital allowances	-	(819)
Non-allowable expenses	-	534
Current tax charge for year (Note (a))	-	-

(c) Factors that may affect future tax charges

The Company's future effective tax rate will depend on the extent to which there is group relief available to claim from other group companies.

SAFECALL LIMITED

Notes to the financial statements - 31 December 2018 (continued)

7. Dividends	2018	2017
	£	£
Dividends on ordinary shares comprise the following:		
£3,125.00 per share (2017: £2,437.73 per share)	<u>250,000</u>	<u>219,395</u>
	<u>250,000</u>	<u>219,395</u>

8. Intangible assets

	Computer Software	Total
	£	£
Cost		
Balance at 1 January 2018	-	-
Additions at cost	<u>73,889</u>	<u>73,889</u>
At 31 December 2018	<u><u>73,889</u></u>	<u><u>73,889</u></u>
Accumulated amortisation		
Balance at 1 January 2018	-	-
Charge for the year	<u>1,062</u>	<u>1,062</u>
At 31 December 2018	<u><u>1,062</u></u>	<u><u>1,062</u></u>
Carrying amount		
At 31 December 2017	<u>-</u>	<u>-</u>
Carrying amount		
At 31 December 2018	<u><u>72,827</u></u>	<u><u>72,827</u></u>

9. Investments in subsidiaries	2018	2017
at cost	£	£
As at 1 January	1,002	1,002
acquisitions	<u>-</u>	<u>-</u>
As at 31 December	<u><u>1,002</u></u>	<u><u>1,002</u></u>

Investments consist of the entire share capital of the following:
 Safecall Training Limited (two shares at £1 per share)
 The Whistleblowing Company (one thousand shares at £1 per share)

SAFECALL LIMITED

Notes to the financial statements - 31 December 2018 (continued)

10. Debtors: Amounts due within one year	2018	2017
	£	£
Amounts due from group undertaking	645,474	589,235
Trade and other receivables	504,239	244,734
Corporation tax on account	-	81,000
	<u>1,149,713</u>	<u>914,969</u>

The carrying value represents trade and other receivables which are not impaired. The directors consider that the carrying value approximates to the fair value.

The company applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses trade receivables are grouped based on similar risk characteristics and aging.

The expected loss rates are based on the company's historical credit losses experienced over the two year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the company's customers.

Contract assets and contract liabilities are included within "other accrued income and prepaid expenses" in the statement of financial position. They arise from the company's IPS business which enters into contracts that can take more than one year to complete..

11. Creditors: Amounts falling due within one year	2018	2017
	£	£
Deferred income	753,862	637,344
Trade and other payables	102,317	65,166
Other creditors	20,355	18,721
Creditor for investment in subsidiaries	1,002	1,002
	<u>877,536</u>	<u>722,233</u>

12. Share capital	2018	2017
	£	£
Allotted and fully paid:		
90 ordinary shares of £1 each fully paid	<u>90</u>	<u>90</u>

13. Ultimate controlling party

All the issued share capital of the Company is owned by The Law Debenture Corporation p.l.c., a company registered in England and Wales. Copies of the group financial statements can be obtained from The Secretary, The Law Debenture Corporation p.l.c., Fifth Floor, 100 Wood Street, London EC2V 7EX.

14. Related party transactions

As a wholly owned subsidiary of The Law Debenture Corporation p.l.c., the Company has taken advantage of the exemption under paragraph 8(k) of FRS101, not to disclose transactions with other wholly owned members of the group.