

Foviance Group Limited

Annual Reports and Financial Statements

30 June 2017

Registered number 04331949



Foviance Group Limited

Registered No. 04331949

Directors

D J Gittleson

K H Gaskell

R Sedley (Appointed: 12 March 2017)

G White (Appointed: 12 March 2017)

M E J Hutchinson (Appointed: 12 March 2017)

R B Langdon (Resigned: 12 March 2017)

Auditor

BDO LLP

55 Baker Street

London W1U 7EU

Registered Office

55-57 Rivington Street

London

EC2A 3QA

Strategic report

The directors present their strategic report for the period from 2 July 2016 to 30 June 2017 (the comparative period being the 18 month period from 1 January 2015 to 1 July 2016).

Principal activity and review of the business

The company's principal activity during the period was that of a holding company. The company has no key performance indicators.

Future developments

The results for the period are in line with expectations. The directors consider the position of the company at the period end to be satisfactory and that it is appropriate for the accounts to be prepared on a going concern basis. The directors do not expect significant changes to the present nature of the business in the near future.

Principal risks and uncertainties

The principal risks facing the company relates to the timely settlement of balances with its subsidiary undertaking and the carrying value of its investments in subsidiaries. The directors review and agree policies for managing these risks as set out in note 12.

On behalf of the Board



G White

Director

Date: 17.1.2018

Directors' report

The directors present their report and financial statements for the company for the period from 2 July 2016 to 30 June 2017 (the comparative period being from 1 January 2015 to 1 July 2016.).

Results and dividends

The company's profit for the period amounted to £nil (2016: £150,547).

Dividends totalling £nil were paid during the period (2016: £150,547).

The company's business activities, together with its future expected developments and risk exposures are described in the strategic report.

Financial instruments

The directors are responsible for setting objectives and policies in relation to financial instruments, details of which can be found in note 12.

Directors and directors' interests

The directors who held office during the period were as follows

D J Gittleson

K H Gaskell

R Sedley (Appointed: 12 March 2017)

G White (Appointed: 12 March 2017)

M E J Hutchinson (Appointed: 12 March 2017)

R B Langdon (Resigned: 12 March 2017)

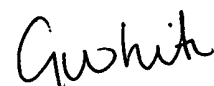
Auditor

Having made enquiries of fellow directors and of the company's auditor, each person who is a director at the date of approving this annual report confirms that:

- To the best of the each director's knowledge and belief, there is no information (that is, information needed by the company's auditor in connection with preparing their report) of which the company's auditor is unaware; and
- Each director has taken all steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information.

BDO LLP has been re-appointed auditor of the company for the period ending 29 June 2018.

For and on behalf of the Board



G White

Director

Date 17.1.2018

Statement of directors' responsibilities

The directors are responsible for preparing the annual reports and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the company financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRSs"). 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 and loss of the company for that period. In preparing these financial statements, the directors are required to:

- present fairly the financial position, financial performance and cash flows of the company;
- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company's financial position and financial performance;
- state whether the company financial statements have been prepared in accordance with IFRSs, 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 company 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.

Independent auditor's report

to the shareholder of Foviance Group Limited

Opinion

We have audited the financial statements of Foviance Group Limited ("the Company") for the period from 2 July 2016 to 30 June 2017 which comprise the Statement of Comprehensive Income, Statement of Changes in Equity, Balance Sheet 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2017 and of its result for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 reports, 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.

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.

Independent auditor's report

to the shareholder of Foviance Group Limited

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 period 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.; or

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 determines 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

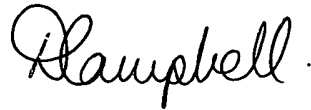
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other 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.

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.

Independent auditor's report

to the shareholder of Foviance Group Limited

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.



Diane Campbell (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
55 Baker Street
London
W1U 7EU

17 January 2018

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

Statement of comprehensive income

for the period ended 30 June 2017

	Notes	2017 (12 months) £	2016 (18 months) £
Revenue			
Income from investments		–	202,016
Gross profit		–	202,016
Administrative expenses	3	–	(51,469)
Profit before tax		–	150,547
Tax charge	5	–	–
Profit and total comprehensive income for the period		–	150,547

Statement of changes in equity

for the period ended 30 June 2017

	Notes	Share Capital £	Share Premium £	Retained earnings £	Total £
At 1 January 2015		2,576,484	52,650	144,236	2,773,370
Profit and total comprehensive income for the period		–	–	150,547	150,547
Dividend paid during the period	10	–	–	(150,547)	(150,547)
Share options exercised		5,487	6,200	–	11,687
At 1 July 2016		2,581,971	58,850	144,236	2,785,057
Profit and total comprehensive income for the period		–	–	–	–
At 30 June 2017		2,581,971	58,850	144,236	2,785,057

The notes on pages 10 to 15 form part of these financial statements.

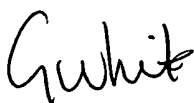
Balance sheet

at 30 June 2017

Registered No. 04331949

	Notes	30 June 2017 £	1 July 2016 £
Assets			
Non-current assets			
Investments in subsidiaries	6	4,428,641	4,428,641
Total assets		<u>4,428,641</u>	<u>4,428,641</u>
Equity and liabilities			
Current liabilities			
Trade and other payables	7	1,643,584	1,643,584
Total liabilities		<u>1,643,584</u>	<u>1,643,584</u>
Equity			
Share capital	8	2,581,971	2,581,971
Share premium		58,850	58,850
Retained earnings		144,236	144,236
Total equity		<u>2,785,057</u>	<u>2,785,057</u>
Total equity and liabilities		<u>4,428,641</u>	<u>4,428,641</u>

The financial statements of Foviance Group Limited for the period ended 30 June 2017 were authorised for issue by the board of directors and signed on their behalf by:



G White
Director

Date 17.1.2018

The notes on pages 10 to 15 form part of these financial statements.

Notes to the financial statements

at 30 June 2017

1. Corporate information

Foviance Group Limited, ('the company') is a private company limited by shares and incorporated, domiciled and registered in England and Wales (Registered number 04331949). The company's registered office address is 55-57 Rivington Street, London, EC2A 3QA.

2. Accounting policies

The principal accounting policies are summarised below and have been applied consistently throughout the period and the preceding period, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The functional currency of the company is pounds sterling. The financial statements are presented in pounds sterling.

The company is exempt from the obligation to prepare group accounts under section 400 of the Companies Act 2006 as it is a wholly owned subsidiary undertaking and its parent undertaking, Ernst & Young LLP, prepares group accounts (see note 14).

The financial statements have been prepared on a historical cost convention and on a going concern basis.

The financial statements have been drawn up for the period from 2 July 2016 to 30 June 2017 (the comparative period being the 18 month period from 1 January 2015 to 1 July 2016).

Financial instruments

Financial instruments are recognised when the company becomes party to the contracts that give rise to them and they are derecognised on settlement. They are measured initially at fair value, normally being the transaction price. The subsequent accounting treatment depends on the classification of an instrument as set out below.

Investments

Investments in subsidiaries are carried at cost less provision for impairment.

Trade and other payables

Trade and other payables are carried at amortised cost, which generally approximates to their nominal amount.

Dividends

Income is recognised when the company's right to receive dividends is established, which is generally when shareholders approve the dividend.

A liability is recognised to pay dividends to the shareholders when the dividend is appropriately authorised and no longer at the discretion of the company.

Dividends proposed or declared after the balance sheet date but before the financial statements are authorised, are not recognised but disclosed in the notes to the financial statements.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted by the balance sheet date.

Cash flow statement

The company had no cash transactions during the period or the preceding financial period. No cash flow statement has therefore been prepared. Cash transactions are undertaken by the company's subsidiary, EY-Seren Limited, and cleared through the intercompany account.

Notes to the financial statements

at 30 June 2017

2. Accounting policies (continued)

Share-based payments

Employees (including directors) of a subsidiary company, EY-Seren Limited, receive remuneration in the form of share-based payments, whereby employees render services as consideration for the right to purchase shares in Foviance Group Limited at a pre determined price. The cost of these equity-settled transactions is determined by the fair value at the date when the grant is made. The cost is recognised in staff costs in EY-Seren Limited as the entity receiving these services, together with a corresponding increase in equity, over the period in which the service and performance conditions are fulfilled. In the accounts of Foviance Group Limited, the corresponding increase in the investment in EY-Seren Limited is recognised over the same period together with an increase in equity.

New and amended accounting standards and interpretations

A number of standards and other pronouncements have been issued and are effective for the current financial period. These are either not applicable to the company or have not had a significant impact on the company's financial statements.

A number of standards and other pronouncements are in issue that are not yet effective and have not been adopted, many of which are not relevant to the company. The new standards that are expected to be most relevant to the company are:

- IFRS 15 Revenue from Contracts with Customers amends the requirements for measuring and recognising revenue. The standard's core principle is that revenue is recognised to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods and services. The impact of this standard, which is effective for periods beginning on or after 1 January 2018, is not expected to be significant.
- IFRS 9 Financial Instruments is effective for periods beginning on or after 1 January 2018. The impact of this standard is being evaluated, although it is not expected to result in significant changes to the financial statements

3. Administrative expenses

Fees payable to the company's auditor for the audit of the company's financial statements of £2,000 (2016: £2,000) is paid for and borne by EY-Seren Limited No other services were provided by the auditor.

There were no employees during the period (2016: none).

4. Directors' remuneration

The directors of Foviance Group Limited received no remuneration for their services as directors or their services in connection with the management of the company.

Directors' costs are entirely borne by EY-Seren Limited, a subsidiary company.

5. Tax

There is no income tax payable by the company since the entity's only income is dividend income from a subsidiary which is not subject to income tax. The company has no deferred tax.

Notes to the financial statements

at 30 June 2017

6. Investments in subsidiaries

	30 June 2017 £	1 July 2016 £
Subsidiary undertakings held at cost	4,428,641	4,428,641

Details of the subsidiary undertakings are as follows:

<i>Subsidiary undertaking</i>	<i>Holding</i>	<i>Proportion of voting rights and shares</i>	<i>Nature of business</i>
EY-Seren Limited	Ordinary shares	100%	Digital interface consultancy
Webabacus Limited	Ordinary Shares	100%	Dormant
Seren Partners Limited	Ordinary Shares	100%	Dormant
Se Vendre Limited	Ordinary Shares	100%	Dormant

All subsidiaries are incorporated and operate in the United Kingdom and are registered at 55-57 Rivington Street, London, EC2A 3QA.

7. Trade and other payables

	30 June 2017 £	1 July 2016 £
Current liabilities		
Amounts due to subsidiary undertakings	1,643,584	1,643,584

Notes to the financial statements

at 30 June 2017

8. Share capital

	30 June 2017		1 July 2016	
<i>Authorised</i>	£		£	
Ordinary shares	2,581,971		2,581,971	
	30 June 2017	30 June 2017	1 July 2016	1 July 2016
<i>Issued and fully paid</i>	No.	£	No.	£
'A' Ordinary shares of £1 each	570,250	570,250	570,250	570,250
'B' Ordinary shares of £1 each	683,033	683,033	683,033	683,033
'C' Ordinary shares of £1 each	—	—	—	—
'D' Ordinary shares of £0.10 each	361,280	36,128	361,280	36,128
'E' Ordinary shares of £0.10 each	73,448	7,345	73,448	7,345
'F' Ordinary shares of £1 each	1,161,695	1,161,695	1,161,695	1,161,695
'G' Ordinary shares of £1 each	123,520	123,520	123,520	123,520
	2,973,226	2,581,971	2,973,226	2,581,971

A, B, C, D, E and F shares shall have one vote per share and have the right to receive dividends. Each share has equal rights on a sale or winding up. G deferred shares are non-voting shares and have no right to participate in any income distribution of the Company. On a sale or winding up, the G shareholders are only entitled to a distribution after all other shares has been paid £1million per share.

The company's objective when managing capital is to safeguard its ability to continue as a going concern. Capital is monitored by the directors to ensure this objective is met. No long term financing is required by the company.

9. Share-based payments

Share options to purchase shares in the company, were issued to employees of EY-Seren Limited in relation to services provided to EY-Seren Limited.

Class D share options granted in 2007 and 2013 were exercised during the prior period. 23,592 share options were exercisable at any time until 10 years following the grant date. 31,279 share options were exercisable on takeover or sale of the company, providing the optionholder remained an employee of the group.

Class Z share options granted in 2014 were forfeited during the prior period. The share options were exercisable on takeover or sale of the company, providing the optionholder remained an employee of the group, and lapsed after 2 years.

The share schemes are now closed.

Notes to the financial statements

at 30 June 2017

9. Share-based payments (continued)

The following table illustrates the number and movements in share options:

	<i>D options</i>	<i>Z options</i>	<i>Total</i>
	<i>Number</i>	<i>Number</i>	<i>Number</i>
Outstanding at 1 January 2014	54,871	127,500	182,371
Forfeited during the period	–	(127,500)	(127,500)
Exercised during the period	(54,871)	–	(54,871)
Outstanding at 1 July 2016	–	–	–
Outstanding at 30 June 2017	–	–	–

The weighted average exercise price of the D share options exercised during the prior period was £0.21 per share.

10. Dividends paid and proposed

	<i>30 June</i>	<i>1 July</i>
	<i>2017</i>	<i>2016</i>
	<i>£</i>	<i>£</i>
<i>Dividends declared and paid during the period</i>		
Dividend of £0.54 per A-F ordinary shares	–	150,547
	–	150,547

11. Non-cash transactions

In the prior period, EY-Seren Limited paid £51,469 in operating expenses and £150,547 in dividends on behalf of Foviance Group Limited. This was netted against £202,016 in dividends received from EY-Seren Limited.

12. Financial instruments

Financial instruments give rise to liquidity risk. The directors are responsible for setting objectives and maintaining policies to manage these risks. Financial instruments are not used for speculative activity and complex financial instruments are avoided. Information about how these risks are managed is set out below:

Liquidity risk

Liquidity risk arises from the company's transactions with entities within the group. The company's objective is to maintain a balance between continuity of funding and flexibility through the balance with its parent undertaking.

Notes to the financial statements

at 30 June 2017

13. Related parties

The key management personnel comprise the directors of the company and, following the acquisition by Ernst & Young LLP on 13 August 2015, the designated members of Ernst & Young LLP, its parent undertaking.

The following table provides the total amount of transactions entered into with related parties during the period, and balances as at the period end. Transactions with key management personnel occurred prior to the acquisition by Ernst & Young LLP on 13 August 2015:

	<i>Dividend from/(to) related parties</i>	<i>Amounts owed by related parties</i>	<i>Amounts owed to related parties</i>
<i>2017</i>	<i>£</i>	<i>£</i>	<i>£</i>
EY- Seren Limited	–	–	(1,643,584)
	<u>£</u>	<u>£</u>	<u>£</u>
<i>2016</i>	<i>£</i>	<i>£</i>	<i>£</i>
EY- Seren Limited	202,016	–	(1,643,584)
Key management personnel	(85,275)	–	–
	<u>£</u>	<u>£</u>	<u>£</u>

All balances with related parties are non-interest bearing.

14. Ultimate controlling party

The company's parent undertaking and ultimate controlling party is Ernst & Young LLP, a limited liability partnership registered in England and Wales. Ernst & Young LLP is the parent undertaking of the smallest and largest group that consolidates these financial statements, copies of which are available from its registered office, 1 More London Place, London, SE1 2AF.