Securetrading Limited

Directors' report and financial statements

Registered number 04591066

31 December 2013

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2013.

Principal activities

The principal activities of the company are the provision of secure value-added payment facilities to a broad range of clients across all market sectors and the provision of development and operational services to other companies in the Securetrading Group.

Directors

The directors who held office during the year were as follows:

J A Paulsen
D I Holden
M A Blakemore (resigned 18 September 2013)

Political and charitable contributions

The Company made no disclosable political or charitable donations or incurred any political expenditure during the year (2012: £nil).

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor ise aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

J A Paulsen
Director

40 Bank Street
Canary Wharf
London
E14 5NR

30 June 2014

Strategic Report

Business review

The company has continued to build its brand and reputation as a Tier 1 independent provider of payments in the marketplace, as well as growing the breadth and depth of services offered to its burgeoning client base.

The debt facility agreed and partially drawn down in the year will help facilitate further investment in the business.

Descriptions of principal risks and uncertainties

The turnover of the company consists of income from the provision of electronic payment services. Sales are dependent on the company being able to continually offer its customers cost-effective, versatile and reliable products and complying with ever changing demands of the environment in which it operates, including changes in global government and regulatory policies around the world.

The company as it adapts to global changes in its markets, needs to ensure that it can maintain strong internal controls and procedures.

The company's principal financial instruments comprise cash in liquid resources, various items such as trade debtors and trade creditors that arise directly from its operations, and the debt facility agreed in the year. The main purpose of these financial instruments is to raise finance for the company's operations.

The main risk arising from the company's financial instruments is liquidity risk. The group finances its operations through a mixture of share capital, funds from its parent company, the debt facility, retained profits and income from sales. Liquidity risk is managed by maintaining a balance between continuity of funding and flexibility through the use of short-term deposits when surplus funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to purchasing authorities and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

By order of the board

J A Paulsen
Director

40 Bank Street
Canary Wharf
London
E14 5NR

30 June 2014

Statement of directors' responsibilities in respect of the Directors' Report, Strategic Report and the financial statements

The directors are responsible for preparing the Directors' Report, Strategic 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.

KPMG LLP
1 Forest Gate
Brighton Road
Crawley
RH11 9PT
United Kingdom

Independent auditor's report to the members of Securetrading Limited

We have audited the financial statements of Securetrading Limited for the year ended 31 December 2013 set out on pages 8 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion, the financial statements:

- give a true and fair view of the statement of the company's affairs as at 31 December 2013 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Stephen Muncey

Stephen Muncey (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

30 June 2014

Profit and Loss Account

for the year ended 31 December 2013

	Note	2013 £	2012 £
Turnover	2	**5,666,175**	5,447,316
Cost of sales		**(620,026)**	(818,158)
Gross profit		**5,046,149**	4,629,158
Management charges from ultimate parent		**(1,791,959)**	(1,638,515)
Other administrative expenses		**(2,604,967)**	(2,084,442)
Total administrative expenses		**(4,396,926)**	(3,722,957)
Operating profit	2	**649,223**	906,201
Interest receivable and similar income	*3*	**-**	3
Interest payable and similar charges	*4*	**(268,384)**	(371)
Profit on ordinary activities before taxation		**380,839**	905,833
Tax on profit on ordinary activities	*7*	**9,758**	22,351
Profit for the financial year		**390,597**	928,184

The profit and loss account has been prepared on the basis that all activities are continuing operations.

There are no recognised gains and losses other than those presented in the profit and loss account.

The notes on pages 10 to 17 form part of these financial statements.

Balance Sheet
at 31 December 2013

	Note		2013		2012
		£	£	£	£
Fixed assets					
Tangible assets	8		295,319		152,689
			295,319		152,689
Current assets					
Debtors	9	21,686,999		9,930,986	
Cash at bank and in hand		131,099		1,104,801	
Creditors: amounts falling due within one year	10	(7,670,758)		(5,287,542)	
Net current assets			14,147,340		5,748,245
Creditors: amounts falling due after more than one year	12		(8,151,128)		-
Total assets less liabilities			6,291,531		5,900,934
Capital and reserves					
Called up share capital	14		8,600		8,600
Share premium account	15		227,928		227,928
Profit and loss account	15		6,055,003		5,664,406
Shareholders' funds			6,291,531		5,900,934

The notes on page 8 to 15 form part of these financial statements.

These financial statements were approved by the board of directors on 30 June 2014 and were signed on its behalf by:

J Paulsen
Director

Company registered number: 04591066

Notes to the financial statements
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and under the historical cost accounting rules.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost, less provision for impairment.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life as follows:

Computer systems	-	2-3 years
Fixtures, fittings and equipment	-	3 years

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Notes *(continued)*

1 Accounting policies *(continued)*

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Post-retirement benefits

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the year in which it is incurred.

Long term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover..

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account.

Taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

Turnover

Turnover represents amounts receivable for services provided in the normal course of business. Revenue is recognised in line with accrual accounting based on fees received for services provided during the financial year.

The total turnover of the company for the year has been derived from its principal activity, wholly undertaken in the United Kingdom.

Notes *(continued)*

2 Operating profit

	2013 £	2012 £
Operating profit is stated after charging/(crediting):		
Processing fees charged to other group companies	**(187,010)**	(235,457)
Depreciation of tangible assets	**120,689**	98,435
Loss on foreign exchange transactions	**3,300**	700
Auditor's remuneration: audit of these financial statements	-	-

Auditor's remuneration of £20,000 in respect of these financial statements has been borne by the parent company.

3 Interest receivable and similar income

	2013 £	2012 £
Bank interest	-	3

4 Interest payable

	2013 £	2012 £
On loans and overdrafts	**268,384**	371

The above figure includes loan interest of £189,352 (2012: nil), loan commitment fee of £58,720 (2012: nil), and amortisation of loan arrangement fee of £20,312 (2012: nil).

5 Remuneration of directors

	2013 £	2012 £
Directors' emoluments	-	-

	Number of directors 2013	2012
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	-	-

The directors receive remuneration from the parent company.

Notes *(continued)*

6 Staff numbers and costs

	2013	2012
	No.	No.
The average monthly number of employees (including directors) during the year was:		
Sales and administration	**15**	15
Technical and development	**12**	10
Customer service and support	**12**	7
Management	**1**	1
	40	33

Employee costs	**2013**	2012
	£	£
Wages and salaries	**1,379,789**	1,070,638
Social security costs	**158,812**	114,232
Staff pension costs	**56,136**	55,816
Redundancy	**56,108**	-
	1,650,845	1,240,686

7 Taxation

Analysis of charge in period

	2013	2012
	£	£
UK Corporation tax		
Current tax on profit for the year	-	-
Current tax charge	-	-
Deferred tax		
Deferred tax credit for current year	**(9,758)**	(22,351)
Taxation on profit on ordinary activities	**(9,758)**	(22,351)

Notes *(continued)*

7 Taxation *(continued)*

Factors affecting the tax charge for the year

The difference between the total current tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax, 23.25% *(2012: 24.5%)*, to the profit before tax is as follows:

	2013 £	2012 £
Profit on ordinary activities before taxation	**380,839**	905,833
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.25% (2012: 24.5%):	**88,545**	221,839
Effects of		
Expenses not deductible for tax purposes	**475**	(63,384)
Additional deduction for R&D expenditure	**(58,703)**	-
Depreciation in excess of capital allowances	**10,612**	22,640
Other short term timing differences	**1,383**	(88)
Group relief claimed	**(42,312)**	(181,007)
	(88,545)	(221,839)
Current tax charge	**-**	-

Factors that may affect future current and total tax charges

On 20 March 2013, the Chancellor announced a reduction in the main rate of UK corporation tax to 21% with effect from 1 April 2014 and 20% from 1 April 2015. This change was substantively enacted on 17 July 2013 and will affect future periods tax charge, and as such the rate reduction has been reflected in the year end deferred tax balances.

Notes *(continued)*

8 Tangible fixed assets

	Computer systems £	Fixtures, fittings & equipment £	Total £
Cost			
At 1 January 2013	843,110	85,647	928,757
Additions	263,319	-	263,319
At 31 December 2013	1,106,429	85,647	1,192,076
Depreciation			
At 1 January 2013	698,035	78,033	776,068
Charge for year	116,981	3,708	120,689
At 31 December 2013	815,016	81,741	896,757
Net book value			
At 31 December 2013	**291,413**	**3,906**	**295,319**
At 31 December 2012	145,075	7,614	152,689

9 Debtors

	2013 £	2012 £
Trade debtors	**738,590**	867,620
Amounts owed by parent and fellow subsidiary undertakings	**20,755,056**	8,963,650
Other debtors	**77,616**	36,838
Prepayments and accrued income	**91,530**	48,429
Deferred tax (note 11)	**24,207**	14,449
	21,686,999	9,930,986

10 Creditors: amounts falling due within one year

	2013 £	2012 £
Trade creditors	**548,850**	129,561
Amounts owed to parent and fellow subsidiary undertakings	**6,484,915**	4,689,090
Other taxes and social security costs	**248,246**	244,433
Other creditors	**50,000**	60,000
Accruals and deferred income	**338,747**	164,458
	7,670,758	5,287,542

Notes *(continued)*

11 Deferred tax

	2013 £	2012 £
Deferred tax asset	**(24,207)**	(14,449)

At 31 December 2013, deferred tax has been provided as follows:

	2013 £	2012 £
Differences between depreciation and capital allowances	**(24,207)**	(14,449)

12 Creditors: amounts falling due after more than one year

	2013 £	2012 £
Loan	**8,780,816**	-
Less: loan arrangement fee	**(629,688)**	
Net liability of loan	**8,151,128**	-

Maturity of debt:	2013 £	2012 £
In one year or less or on demand	-	-
In more than one year but not more than two years	-	-
In more than two years but not more than five years	**8,780,816**	-
Capitalised loan arrangement fee	**(629,688)**	-
	8,151,128	-

On the 16 November 2013 the Company entered into a 4 year loan facility of £12,650,000, and at the year end had drawn down £8,650,000. The interest rate is charged at 17% on the loan principal with 5% of this paid quarterly in arrears and 12% deferred and added to the loan principal.

Loan arrangement fees of £650,000 were incurred on issue of the loan and are being expensed over the life of the loan. Costs of £20,312 were expensed in the period to 31 December 2013.

13 Pension and other post-retirement benefit commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £56,136 (2012: £55,816*)*. Contributions totalling £9,438 (2012: £6,348) were payable to the fund at the year end and are included in creditors.

Notes *(continued)*

14 Called up share capital

	2013	2012
	£	£
Allotted, called up and fully paid		
86,009,999 *(2012: 86,009,999)* Ordinary shares of £0.0001 each	**8,600**	8,600

15 Movements on reserves

	Share premium account	Profit and loss account
	£	£
Balance at 1 January 2013	227,928	5,664,406
Profit for the year	-	390,597
Balance at 31 December 2013	**227,928**	**6,055,003**

16 Reconciliation of movements in shareholders' funds

	£
Profit for the financial year	390,597
Dividends	-
Net addition to shareholders' funds	390,597
Opening shareholders' funds	5,900,934
Closing shareholders' funds	6,291,531

17 Ultimate parent company and control

The immediate parent company is SecureTrading Group Limited and the ultimate parent company is UC Group Limited, companies registered in England and Wales.

The ultimate controlling party is J A Paulsen, a director of the company and ultimate parent company.

UC Group Limited prepares group financial statements and copies can be obtained from 40 Bank Street, Canary Wharf, London, E14 5NR, United Kingdom.

18 Related party transactions

During the year, the company received management charges of £1,791,959 (*2012: £1,638,515*) from UC Group Limited, the ultimate parent company. At 31 December 2013, the company owed UC Group Limited £6,414,502 (*2012: £4,622,543*).

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between members of the SecureTrading Group Limited group, as the company is a wholly owned subsidiary undertaking of that group.