



## **CloudPay Technology Limited**

### **Annual Report and Financial Statements**

**12 months ended 31 December 2017**

**Registered number: 04643831**

**WEDNESDAY**



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# CloudPay Technology Limited

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# CloudPay Technology Limited

## Company information

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**Directors**

A Pearson  
D Leese

**Registered office**

Kingsgate House  
Newbury Road  
Andover  
Hampshire  
SP10 4DU

**Registered number**

04643831

**Independent auditors**

BDO LLP  
Chartered Accounts and Statutory Auditors  
Arcadia House  
Maritime Walk  
Ocean Village  
Southampton  
SO14 3TL

# CloudPay Technology Limited

## Directors' report

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The directors present their report together with the audited financial statements for the year ended 31 December 2017. In preparing this directors' report, advantage has been taken of the small companies' exemption.

### Principal activity

The company is part of the CloudPay Group ('the Group') whose principal activity is providing outsourced global payroll solutions.

The principal activity of the company is software development. There has been no change to this activity since the year end.

### Directors

The directors of the company, all of whom have held office throughout the period under review unless otherwise stated, are set out below;

A Pearson	
D Leese	(appointed 20 July 2017)
A Rook	(appointed 20 July 2017 and resigned 2 March 2018)
P Bartlett	(resigned 20 July 2017)

### Directors' indemnity insurance

The company maintains liability insurance for its directors and officers.

### Results

The comprehensive loss for the year, after taxation, amounted to £548,000 (2016: £1,152,000).

### Dividend

The directors do not recommend the payment of a dividend (2016: £nil).

### Research and development

The company carries out research and development to continually advance the functionality of its payroll platform, CloudPay.

### Directors' responsibilities in respect of the financial statements

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 the directors have prepared 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 within 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.

# CloudPay Technology Limited

## Directors' report

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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.

### Going Concern

The directors review their forecasts with specific reference to the ability of the business to meet its liabilities as they fall due and have a reasonable expectation that the company is able to manage its business risks successfully. The forecasts cover the period beyond the twelve months from the date of signing of these accounts and make allowance for reasonably foreseeable impacts of the current economic environment.

After the balance sheet date but prior to the date of approval of these financial statements the parent undertaking, Cloudpay Holdings Limited, negotiated a new debt facility of \$15million, of which \$11million has been drawn down; the company and certain other subsidiaries in the Group are joint borrowers under this facility. In addition, the ultimate parent undertaking, CloudPay Inc., received \$10million of equity funding from its existing shareholders.

The directors have received confirmation that the amounts due to other companies within the Group headed by CloudPay Inc. will only be settled when sufficient surplus funds exist.

The directors believe that the funding available to the Group is adequate for both the Group and the company to continue their operations for at least twelve months following the date of approval of these financial statements.

Accordingly, the directors continue to adopt the going concern basis in preparing the accounts.

### Post Balance Sheet Events

The parent undertaking, CloudPay Holdings Limited, negotiated a new debt facility of \$15million after the balance sheet date; the company and certain other subsidiaries in the Group are joint borrowers under this facility. Of this \$15million, \$11million has been drawn down with the remaining \$4million available for drawdown subject to meeting certain performance conditions. In addition, the ultimate parent undertaking, CloudPay Inc. received \$10million of equity funding from its existing shareholders.

### Disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved:

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Auditors

BDO LLP have indicated their willingness to continue in office and are deemed to be reappointed in accordance with section 487 of the Companies Act 2006.

The Board have decided that it would be appropriate to carry out a competitive tender for the Group audit for 2018. BDO LLP have expressed their willingness to be considered in the competitive review, but have agreed to resign should they be unsuccessful, which would enable the Directors to appoint a new auditor in accordance with section 489(3)(c) of the Companies Act 2006.

### By Order of the Board



**D Leese**

Director

Date: 21 August 2018

# Independent Auditor's Report to the members of CloudPay Technology Limited

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## Opinion

We have audited the financial statements of CloudPay Technology Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Balance Sheet, 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 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. 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 Directors' Report. 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 members of CloudPay Technology Limited

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## 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has 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 Directors' Report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

## 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.

## 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.

# Independent Auditor's Report to the members of CloudPay Technology Limited

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## Use of our report

This report is made solely to the company's member 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 member 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 member, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink that reads "BDO LLP". The signature is written in a cursive, stylized font. Below the signature, there is a horizontal line that starts under the "B" and ends under the "P".

Kim Hayward (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditors  
Southampton

21 August 2018

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



# CloudPay Technology Limited

## Statement of Comprehensive Income

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	Note	Year ended 31 Dec 2017 £'000	Year ended 31 Dec 2016 £'000
Turnover	2	2,057	2,014
Administrative expenses		(3,004)	(3,183)
<b>Operating loss and loss on ordinary activities before taxation</b>	4	<b>(947)</b>	<b>(1,169)</b>
Tax on loss on ordinary activities	5	399	17
<b>Loss for the year</b>		<b>(548)</b>	<b>(1,152)</b>
Other comprehensive loss for the year		-	-
<b>Total comprehensive loss for the year</b>		<b>(548)</b>	<b>(1,152)</b>

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

# CloudPay Technology Limited

## Balance Sheet

	Note	31 Dec 2017 £'000	31 Dec 2016 £'000
<b>Fixed assets</b>			
Tangible assets	6	-	-
<b>Current assets</b>			
Debtors	7	2,551	1,485
Cash at bank and in hand		1	-
		<b>2,552</b>	<b>1,485</b>
<b>Creditors: amounts falling due within one year</b>	8	<b>(21,441)</b>	<b>(19,827)</b>
<b>Net current liabilities</b>		<b>(18,889)</b>	<b>(18,342)</b>
<b>Total assets less current liabilities</b>		<b>(18,889)</b>	<b>(18,342)</b>
<b>Net liabilities</b>		<b>(18,889)</b>	<b>(18,342)</b>
<b>Capital and reserves</b>			
Called up share capital	10	1	1
Profit and loss account		<b>(18,890)</b>	<b>(18,343)</b>
		<b>(18,889)</b>	<b>(18,342)</b>

These financial statements have been prepared in accordance with the provisions applicable to companies' subject to the small companies' regime.

The financial statements on pages 7 to 17 were approved by the Board of Directors and were signed on its behalf by:



**D Leese**  
Director

Date: 21 August 2018

Registered number: 04643831

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

# CloudPay Technology Limited

## Statement of changes in equity

	Share capital £'000	Profit and loss account £'000	Total Equity £'000
<b>1 January 2016</b>	1	(17,193)	(17,192)
<b>Comprehensive loss for the year</b>			
Loss for the year	-	(1,152)	(1,152)
<b>Other comprehensive income/(loss) for the year</b>	-	-	-
<b>Total comprehensive income for the year</b>	-	(1,152)	(1,152)
<b>Transactions with owners recognised directly in equity</b>			
Equity-settled share based payment	-	2	2
<b>31 December 2016 and 1 January 2017</b>	<b>1</b>	<b>(18,343)</b>	<b>(18,342)</b>
<b>Comprehensive loss for the year</b>			
Loss for the year	-	(548)	(548)
<b>Other comprehensive income/(loss) for the year</b>	-	-	-
<b>Total comprehensive loss for the year</b>	-	(548)	(548)
<b>Transactions with owners recognised directly in equity</b>			
Equity-settled share based payment	-	1	1
<b>31 December 2017</b>	<b>1</b>	<b>(18,890)</b>	<b>(18,889)</b>

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

# CloudPay Technology Limited

## Notes to the financial statements

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### (1) Accounting policies

#### **Basis of preparation of financial statements**

CloudPay Technology Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the directors' report. The financial statements have been prepared in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with Section 1A of FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies (see note 1).

The company is itself a subsidiary company and is exempt from the requirements to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

This information is included in the consolidated financial statements of CloudPay Holdings Limited as at 31 December 2017 and these financial statements may be obtained from Kingsgate House, Newbury Road, Andover, Hampshire, England, SP10 4DU.

The following principal accounting policies have been applied:

#### **Going concern**

The company made a loss in the financial year of £548,000 (2016: £1,152,000) and has been reliant upon the continued financial support of its fellow group companies. The company had net liabilities of £18,889,000 (2016: £18,342,000) as at the year end.

After the balance sheet date but prior to the date of approval of these financial statements the parent undertaking, Cloudpay Holdings Limited, negotiated a new debt facility of \$15million, of which \$11million has been drawn down; the company and certain other subsidiaries in the Group are joint borrowers under this facility. In addition, the ultimate parent undertaking, CloudPay Inc., received \$10million of equity funding from its existing shareholders.

The directors review their forecasts with specific reference to the ability of the business to meet its liabilities as they fall due and have a reasonable expectation that the company is able to manage its business risks successfully. The forecasts cover the period beyond the twelve months from the date of signing of these accounts and make allowance for reasonably foreseeable impacts of the current economic environment.

The directors have received confirmation that the amounts due to other companies within the group headed by CloudPay Inc. are only settled when sufficient surplus funds exist.

The directors believe that the funding available to the Group is adequate for both the Group and the company to continue their operations for at least twelve months following the date of approval of these financial statements.

Accordingly, the directors continue to adopt the going concern basis in preparing the accounts.

#### **Foreign currency translation**

##### ***Functional and presentation currency***

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in 'Sterling', which is the company's functional and presentation currency.

# CloudPay Technology Limited

## Notes to the financial statements

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### (1) Accounting policies (*continued*)

#### **Transactions and balances**

Foreign currency transactions are translated into the company's functional currency using the exchange rate prevailing at the dates of transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

#### **Turnover**

Turnover consists of a licence fee charged to other group companies for the use of the company's internally generated software. Turnover excludes value added tax and arises wholly within the UK.

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is based on a percentage of the licence income of other group companies.

#### **Research and development costs**

All research and development costs, including those relating to in-house software development, are charged to the statement of comprehensive income as incurred.

#### **Tangible fixed assets and depreciation**

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

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

Software - 3 years

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

#### **Impairment of tangible assets**

Assets that are subject to depreciation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use.

#### **Financial assets**

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

#### **Financial liabilities and equity**

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

#### **Share-based payment incentives**

Certain employees of the company participate in the equity-settled share-based payment incentive run by CloudPay Inc., the ultimate parent undertaking.

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

# CloudPay Technology Limited

## Notes to the financial statements

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### (1) Accounting policies (*continued*)

#### **Share-based payment incentives (*continued*)**

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

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

The company is recharged by the ultimate parent undertaking an amount in relation to those employees who have an interest in share-based incentive schemes.

#### **Pensions**

Contributions to the Group's defined contribution pension scheme are charged to profit or loss in the year in which they become payable.

#### **Current and deferred taxation**

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

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

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

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax balances are not discounted.

#### **Reserves**

The company's reserves are as follows;

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

# CloudPay Technology Limited

## Notes to the financial statements

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### (1) Accounting policies (continued)

#### Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgement:

- Tangible fixed assets (see note 6)

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

In determining whether there are indicators of impairment of the company's tangible assets, factors taken into consideration include the economic viability and expected future financial performance of the asset.

### (2) Turnover

Turnover relates exclusively to licence fees charged to other group companies for the use of the Company's internally generated software.

### (3) Staff costs and directors' emoluments

The average monthly number of staff employed by the Company during the year was 24 (2016: 23). Staff costs for these individuals are shown below:

	Year ended 31 Dec 2017 £'000	Year ended 31 Dec 2016 £'000
Wages and salaries	1,171	1,109
Social security costs	119	122
Pension costs	53	50
<b>Total staff costs excluding share based payments</b>	<b>1,343</b>	<b>1,281</b>
Share based payments	1	2
<b>Total staff costs</b>	<b>1,344</b>	<b>1,283</b>

No directors were paid by the company in the year (2016: nil). All director's remuneration and other associated costs were borne by other wholly owned subsidiaries of CloudPay Holdings Limited.

# CloudPay Technology Limited

## Notes to the financial statements

### (4) Operating loss

Operating loss is stated after charging:

	Year ended 31 Dec 2017 £'000	Year ended 31 Dec 2016 £'000
Share-based payment re-charge	1	2
Exchange differences	(176)	487
Research and development costs	1,980	2,591
Auditors' remuneration:		
- Fees payable to the group's auditor for the audit of the company's annual financial statements	5	5
- Taxation services	12	3
- Other services	1	1

### (5) Tax on loss on ordinary activities

Analysis of tax credit for the year:

	Year ended 31 Dec 2017 £'000	Year ended 31 Dec 2016 £'000
<i>UK corporation tax</i>		
UK corporation tax	(253)	(31)
Adjustments in respect of previous periods	(146)	10
<b>Total current tax</b>	<b>(399)</b>	<b>(21)</b>
<i>Deferred tax</i>		
Origination and reversal of timing differences	-	4
<b>Total deferred tax</b>	<b>-</b>	<b>4</b>
<b>Tax on loss on ordinary activities</b>	<b>(399)</b>	<b>(17)</b>

### Factors affecting the tax credit for the year:

The tax assessed for the year is different to the standard rate of corporation tax in the UK applied to loss before tax. The differences are explained below:

	Year ended 31 Dec 2017 £'000	Year ended 31 Dec 2016 £'000
Loss on ordinary activities before taxation	(947)	(1,169)
Loss on ordinary activities multiplied by the standard rate of tax in the UK of 19.25% (2016: 20%)	(182)	(234)
Effects of:		
Expenses not allowable for tax purposes	-	-
Group relief surrendered	1	-
Additional deduction for research and development expenditure	(190)	(24)
Surrender of losses for R&D tax credit refund	83	12
Adjustments in respect of previous periods	(146)	10
Deferred tax not recognised	35	219
<b>Total tax credit for year</b>	<b>(399)</b>	<b>(17)</b>



# CloudPay Technology Limited

## Notes to the financial statements

### (6) Tangible assets

	Software £'000
<b>Cost:</b>	
At 1 January 2017	137
Disposals	(137)
<b>At 31 December 2017</b>	<b>-</b>
<b>Depreciation:</b>	
At 1 January 2017	137
On disposals	(137)
<b>At 31 December 2017</b>	<b>-</b>
<b>Net book value:</b>	
At 31 December 2017	-
At 31 December 2016	-

### (7) Debtors

	31 Dec 2017 £'000	31 Dec 2016 £'000
Corporation tax recoverable	429	198
Prepayments and accrued income	13	16
Other debtors	2	-
Amounts owed by group undertakings	2,107	1,271
	<b>2,551</b>	<b>1,485</b>

### (8) Creditors:

#### Amounts falling due within one year

	31 Dec 2017 £'000	31 Dec 2016 £'000
Trade Creditors	13	23
Other taxation and social security	45	41
Accruals and deferred income	96	37
Other creditors	8	6
Amounts owed to group companies	21,279	19,720
	<b>21,441</b>	<b>19,827</b>

Amounts owed to group companies are unsecured, interest free and are only repayable when sufficient surplus funds exist.

# CloudPay Technology Limited

## Notes to the financial statements

### (9) Deferred tax asset

	31 Dec 2017 £'000	31 Dec 2016 £'000
Deferred tax asset at start of the period	-	-
Net movement reflected in the profit and loss account	-	-
<b>Deferred tax at end of the period</b>	<b>-</b>	<b>-</b>

An analysis of the components of the deferred tax asset is given below:

	31 Dec 2017 £'000	31 Dec 2016 £'000
Temporary differences	-	-

At 31 December 2017, there are unrecognised deferred tax balances comprising the following:

	Year ended 31 Dec 2017 £'000
Temporary differences	10
Unrelieved trading losses	809
	<b>819</b>

### (10) Called up share capital

	31 Dec 2017 £'000	31 Dec 2016 £'000
<b>Authorised:</b>		
1,000 ordinary shares of £1 each	1	1
<b>Allotted, called up and fully paid:</b>		
1,000 ordinary shares of £1 each	1	1

### (11) Pensions

The company operates a defined contribution pension scheme and the assets of the scheme are held separately from those of the company in an independently administered fund.

The pension charge for the period amounted to £53,000 (2016: £50,000). Included in creditors at 31 December 2017 were £8,000 (2016: £6,000) of unpaid pension contributions.

### (12) Share based payment

Certain eligible management and employees of the company have been granted share options under the CloudPay Inc. Share Option Scheme. There were nil options (2016: nil) granted to employees of the company during the year.

CloudPay Inc. recharges the company for the fair value of the share options granted to employees and management of the company.

Once the options have vested they may be exercised in full or in part on the payment of the exercise price. The persons to whom the options have been issued have no right to participate by virtue of these options in any share issue of any other company in the Group and the company has no legal or constructive obligation to repurchase or settle the options in cash.

# **CloudPay Technology Limited**

## **Notes to the financial statements**

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### **(13) Immediate/ultimate parent undertaking and ultimate controlling party**

CloudPay Holdings Limited, a company incorporated in England and Wales, is the immediate parent undertaking of the company and is the smallest and largest company to consolidate these financial statements. The consolidated financial statements may be obtained from CloudPay Holdings Limited, Kingsgate House, Newbury Road, Andover, Hampshire, SP10 4DU.

CloudPay Inc., a company incorporated in Delaware, United States of America, is the ultimate parent undertaking of the company and is considered by the directors to be the ultimate controlling party.

### **(14) Related party transactions**

The company is a wholly-owned subsidiary of CloudPay Holdings Limited, and has taken advantage of the exemption conferred by Section 1A of FRS 102 not to disclose transactions with the immediate parent undertaking, or any other wholly-owned subsidiary companies of the immediate parent undertaking.