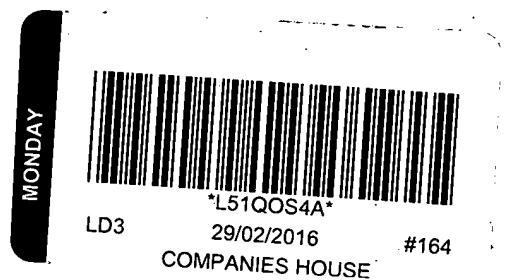


SG Five Limited

**Directors' report and financial
statements**

Registered number 05271735

31 December 2014



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Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2014.

The company has taken the small company exemption from section 414B of the Companies Act requirement to prepare a Strategic Report. Please see the Strategic Report of SecureTrading Group Limited for a review of the group's business.

Principal activity

The principal activity of the company is that of provision of secure value-added payment facilities to clients in the European gaming industry.

Directors

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

J A Paulsen
D I Holden

Political and charitable contributions

The Company made no disclosable political or charitable donations or incurred any political expenditure during the year (2013:£nil).

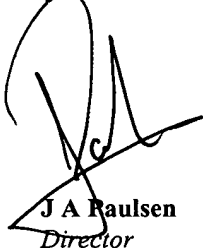
Disclosure of information to auditor

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 is 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
London
E14 5NR

26 February 2016

Statement of directors' responsibilities in respect of the Directors' Report and 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 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
15 Canada Square
London
E14 5GL
United Kingdom

Independent auditor's report to the members of SG Five Limited

We have audited the financial statements of SG Four Limited for the year ended 31 December 2014 set out on pages 5 to 10. 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 Auditor.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's (Financial Reporting Council) website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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 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 SG Five 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, or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

A handwritten signature in black ink, appearing to read 'Stephen Muncey'.

Stephen Muncey (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

KPMG LLP
15 Canada Square
London
E14 5GL

29 February 2016

Profit and Loss Account
for the year ended 31 December 2014

	<i>Note</i>	2014 £	2013 £
Turnover		26,163	34,044
 Cost of sales		 (52,846)	 (54,601)
 Gross loss		 (26,683)	 (20,557)
Administrative expenses		(14,526)	(474)
 Operating loss	 2	 (41,209)	 (21,031)
 Loss on ordinary activities before taxation		 (41,209)	 (21,031)
Tax on loss on ordinary activities	3	-	-
 Loss for the financial year		 (41,209)	 (21,031)

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 7 to 10 form part of these accounts.

Balance Sheet
at 31 December 2014

	<i>Note</i>	2014		2013	
		£	£	£	£
Current assets					
Debtors	4	1,111,313		1,160,742	
Cash at bank and in hand		8,540		68,238	
		<hr/>		<hr/>	
			1,119,853		1,228,980
Creditors: amounts falling due within one year	5	(909,188)		(977,106)	
		<hr/>		<hr/>	
			(909,188)		(977,106)
			<hr/>		<hr/>
Total assets less current liabilities			210,665		251,874
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	6		1		1
Profit and loss account	7		210,664		251,873
			<hr/>		<hr/>
Shareholders' funds			210,665		251,874
			<hr/>		<hr/>

The notes on pages 7 to 10 form part of these financial statements.

These financial statements were approved by the board of directors on 26 February 2016 and were signed on its behalf by:


J.A. Paulsen
Director

Company registered number: 05271735

Notes

(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.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds of its size.

Going concern

The Company has ceased trading in 2015. The directors have considered the factors that impact the Company's future development, performance, cash flows and financial position along with Company's current liquidity in forming their opinion on the going concern basis. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

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.

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 net of VAT and trade discounts.

2 Operating loss

	2014 £	2013 £
Operating loss is stated after charging:		
- Exchange loss	2,310	117
	<hr/>	<hr/>

Auditor remuneration in respect of these financial statements of £5,000 (2013: £5,000) has been borne by a parent company.

Notes (continued)

3 Taxation

Analysis of charge in period

	2014 £	2013 £
Current tax charge	-	-
Factors affecting the tax charge for the year		
(Loss) on ordinary activities before taxation	(41,209)	(21,031)
(Loss) on ordinary activities before taxation multiplied by standard rate of UK Corporation tax of 21.493% (2013: 23.250%)	(8,857)	(4,889)
Effects of		
Group relief surrendered / (utilised)	-	4,889
Unrelieved tax losses and other deductions arising in the period	8,857	-
Tax on (loss) on ordinary activities	-	-

The company has an unrecognised deferred tax asset of £8,242 at 20% in respect of tax losses which has not been recognised under FRS 19 on the grounds that there is insufficient evidence that the asset will be recovered.

Factors that may affect future current and total tax charges

A reduction in the UK corporation tax rate from 24% to 23% (effective 1 April 2013) was substantively enacted on 3 July 2012. Reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. The deferred tax asset at 31 December 2014 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the company's future current tax charge accordingly.

Notes (continued)

4 Debtors

	2014 £	2013 £
Trade debtors	21,499	45,759
Amounts owed by group undertakings	1,089,714	1,114,701
Other debtors	100	282
	<u>1,111,313</u>	<u>1,160,742</u>

5 Creditors: amounts falling due within one year

	2014 £	2013 £
Other creditors	29,849	99,817
Amounts owed to parent undertakings	879,339	877,289
	<u>909,188</u>	<u>977,106</u>

6 Called up share capital

	2014 £	2013 £
<i>Allotted, called up and fully paid</i>		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

7 Statement of movements on reserves

	Profit and loss account £
Balance at 1 January 2014	251,873
Loss for the year	(41,209)
Balance at 31 December 2014	<u>210,664</u>

Notes (continued)

8 Reconciliation of movements in shareholders' funds

	2014 £	2013 £
Loss for the financial year	(41,209)	(21,031)
Opening shareholders' funds	251,874	272,905
	<hr/>	<hr/>
Closing shareholders' funds	210,665	251,874
	<hr/>	<hr/>

9 Ultimate parent company and control

The immediate parent company is Secure G Holdings 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, London, E14 5NR, United Kingdom.

10 Related party transactions

During the year, the company paid management charges of £nil (2013: £nil) to UC Group Limited, the ultimate parent company. At December 2014, the company owed UC Group Limited £875,164 (2013: £875,164).

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 Secure G Holdings Limited group, as the company is a wholly owned subsidiary undertaking of that group.