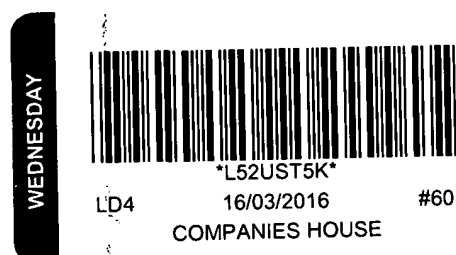


GRAPPLE MOBILE LIMITED

ANNUAL REPORT
for the year ended 30 June 2015

Registration number: 05814266



The Directors present their report and the audited financial statements of Grapple Mobile Limited (the "Company") for the year ended 30 June 2015.

The Company's registered number is 05814266. The registered office is 95 Gresham Street, London EC2V 7NA.

The Company has adopted Financial Reporting Standards 101, 'Reduced Disclosure Framework' ("FRS 101") in preparing these financial statements. Further information regarding the transition from old UK generally accepted accounting practice ("UK GAAP") is presented in notes 2 and 9 of the financial statements.

Principal activities, results and review of the business

The Company has not traded during the current or prior year and, accordingly, no Statement of Comprehensive Income is presented. The only transaction during the prior year was the transfer of capital reserves to another group undertaking.

It is the intention of the Directors that the Company will remain non-trading.

The financial position of the Company at 30 June 2015 is set out on page 5.

Financial risk management

The Company's activities expose it to financial risks arising from its use of financial instruments.

Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

Directors

The Directors who served during the year and up to date of signing the financial statements were as follows:

M Keyworth	(resigned 1 September 2014)
B Petzer	(resigned 30 November 2015)
T Spurgeon	
R Waller	

Statement of Directors' responsibilities

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). 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, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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.

Going concern

The ability of the Company to continue as a going concern is dependent upon the continuing financial support of its ultimate parent company, Monitise plc. Monitise plc has confirmed its financial support to the Company to enable it to continue trading and to meet its day to day commitments for at least twelve months from the date of signing the financial statements.

Directors' indemnities

During the year, the Company has maintained liability insurance in respect of its Directors and Officers. Further, subject to the provisions of the Companies Act 2006, the Company's Articles of Association provide that the Directors are entitled to be indemnified against certain liabilities incurred in the execution of discharge of his or her duties.

Disclosure of information to auditors


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 auditors are unaware and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Appointment of Independent Auditors

PricewaterhouseCoopers LLP were appointed as auditors and have indicated their willingness to continue and a resolution that they be reappointed was passed at a meeting of the Board of Directors.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the Board


T Spurgeon
Director
14 March 2016

Report on the financial statements**Our opinion**

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 30 June 2015;
- 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.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Statement of Financial Position as at 30 June 2015;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception**Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit**Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, 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 & Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Nigel Reynolds (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London


14 March 2016

STATEMENT OF FINANCIAL POSITION
 as at 30 June 2015

	Note	2015 £	2014 £
Creditors: amounts falling due within one year			
Trade and other payables	5	(154,541)	(154,541)
Net current liabilities		(154,541)	(154,541)
Net liabilities		(154,541)	(154,541)
Equity			
Called up share capital	6	100	100
Other reserves		-	-
Profit and loss account		(154,641)	(154,641)
Total shareholders' deficit		(154,541)	(154,541)

The Company did not trade during the current year or preceding year and has made neither profit nor loss, nor any other recognised gain or loss.

The financial statements on pages 7 to 9 were approved by the Board of Directors on 14 March 2016 and signed on its behalf by:


 T Spurgeon
 Director

Grapple Mobile Limited
 Registered number: 05814266

14 March 2016

The notes on pages 7 to 9 are an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
 for the year ended 30 June 2015

	Called up share capital £	Other reserves £	Accumulated losses £	Total shareholders' funds £
As at 1 July 2013	100	8,736	(154,641)	(145,805)
Result for the financial year and total comprehensive income	-	-	-	-
Transfer to group undertaking	-	(8,736)	-	(8,736)
As at 30 June 2014	100	-	(154,641)	(154,541)
As at 1 July 2014	100	-	(154,641)	(154,541)
Result for the financial year and total comprehensive income	-	-	-	-
As at 30 June 2015	100	-	(154,641)	(154,541)

All equity is attributable to the owners of the Company.

Other reserves reflect the share based payments where they relate to shares of the parent company.

1 General information

Grapple Mobile Limited is a private limited company and is incorporated and domiciled in the United Kingdom. The address of its registered office is 95 Gresham Street, London EC2V 7NA.

These financial statements are presented in pounds sterling, which is the functional currency. Items within the financial statements are rounded to the nearest pound.

2 Summary of significant accounting policies

The financial statements of the Company until 30 June 2014 had been prepared in accordance with previous UK Generally Accepted Accounting Practice (UK GAAP). These financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) for the first time. Descriptions of the effect of the transition from previous UK GAAP to FRS 101 on the Company's equity and results are given in note 9. None of the mandatory exceptions or optional exemptions from full retrospective application of IFRS were applicable to the Company.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements of the Company have been prepared on a going concern basis in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in preparation of these financial statements, in accordance with FRS 101.

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 Property, plant and equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows),
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 40A-D (requirements for a third statement of financial position),
 - 111 (cash flow statement information), and
 - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

2 Summary of significant accounting policies (continued)**2.2 Going concern**

The ability of the Company to continue as a going concern is dependent upon the continuing financial support of its parent company, Monitise Group Limited. Monitise Group Limited has confirmed its financial support to the Company to enable it to continue trading and to meet its day to day commitments for at least twelve months from the date of signing the financial statements.

The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern on the basis that the Company's ultimate parent has indicated that it will continue to provide this support for the foreseeable future. In the opinion of the Directors, the going concern basis is appropriate for the preparation of these financial statements.

2.3 Changes in accounting policy and disclosures*New and amended standards adopted by the Company:*

The Company has adopted Financial Reporting Standards 101, 'Reduced Disclosure Framework' (FRS 101) in the preparation of these financial statements. During the financial year the Company has adopted Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income, and IFRS 13, 'Fair value measurement', and these standards do not have a material impact on these financial statements.

3 Critical accounting estimates and judgements

The preparation of the financial statements requires the Company to make estimates, judgements and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. The Directors base their estimates on historical experience and various other assumptions that they believe are reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. There are no critical accounting estimates and judgements relevant to the preparation of these financial statements.

4 Profit and Loss Account

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year or the preceding year.

There have been no movements in shareholders' funds during the year. The only transaction during the prior year was the transfer of capital reserves in respect of a share-based payment reserve to another group undertaking.

Emoluments for the directors of the Company are paid by another group undertaking. No amount has been recharged to the company during the year (2014: £nil) on the basis that the amount attributable to the Company is negligible. The Company had no other employees during the year (2014: nil).

The cost of the annual return fee was borne by the company's parent undertaking without any right of reimbursement.

The audit fee for the current year and prior year has been borne by other Monitise Group companies. There were no non-audit fees payable to the Company's auditors (2014: £nil)

5 Creditors: Amounts falling due within one year

	2015	2014
	£	£
Amounts owed to group undertakings	154,541	154,541

Amounts owed to group undertakings are non-interest bearing loans and are repayable on demand.

6 Called up share capital

	2015	2014
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of £1 each (2014: 100 Ordinary shares)	100	100

7 Related party transactions

The Company is a wholly owned subsidiary of Monitise plc and has taken advantage of the exemption contained in IAS 24 'Related party disclosures'. It has therefore not disclosed transactions or balances with other entities within the Monitise Group which are also wholly owned.

8 Ultimate parent company and controlling party

The immediate parent company undertaking is Monitise Group Limited.

The ultimate parent company and controlling party, and the smallest and largest group for which group financial statements are prepared is Monitise plc, a company incorporated in England and Wales, the financial statements of which can be obtained from the Registered Office, 95 Gresham Street, London, EC2V 7NA.

9 Transition to FRS 101

The Company previously prepared its financial statements in accordance with United Kingdom generally accepted accounting practice (UK GAAP). These financial statements, for the period ended 30 June 2015, are the first the Company has prepared in accordance with FRS 101. Accordingly, the Company has prepared individual financial statements which comply with FRS 101 applicable for periods beginning on or after 1 July 2013 and the significant accounting policies meeting those requirements are described in the relevant notes.

In preparing these financial statements, the Company has started from an opening balance sheet as at 1 July 2013, the Company's date of transition to FRS101, and made those changes in accounting policies and other restatements required for the first-time adoption of FRS 101. On transition to FRS 101, the company has applied the requirements of paragraphs 6-33 of IFRS 1 "First time adoption of International Financial Reporting Standards".

There have been no adjustments necessary to the financial statements for the years ended 30 June 2013 and 30 June 2014 as a result of the restatement from UK GAAP to FRS 101.