

## **Ilixium Limited**

### **Director's report and financial statements**

for the year ended 31 March 2020

Registered number: 06047219

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## Company Information

<b>Director</b>	A MacAngus
<b>Registered number</b>	06047219
<b>Registered office</b>	130 Wood Street London EC2V 6DL
<b>Independent auditor</b>	Buzzacott LLP Statutory auditor 130 Wood Street London EC2V 6DL
<b>Bankers</b>	NatWest Bank plc 151 High Street Guildford GU1 3AH

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## **Director's report**

for the year ended 31 March 2020

The director presents his report and the financial statements of Ilixium Limited ('the company') for the year ended 31 March 2020.

### **Director's responsibilities statement**

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the company's financial statements 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

### **Director**

The director who served during the year and to the date of approval of the financial statements was:

A MacAngus

### **Disclosure of information to auditor**

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### **Impact of COVID-19**

The director has considered the impact of the current COVID-19 pandemic on the company's operations with a particular focus on its effect on its suppliers, clients and employees.

*The company adapted well, successfully employing contingency plans, and I consider that the company has sufficient financial resources to continue for the foreseeable future, despite the current crisis. The director does not consider this to be a material uncertainty in respect of the company's ability as a going concern.*

**Director's report (continued)**

for the year ended 31 March 2020

**Small companies exemptions**

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the sole director on 5 February 2021

A handwritten signature in black ink, appearing to read 'A MacAngus', with a stylized flourish at the end.

**A MacAngus**  
Director

## **Independent auditor's report to the members of Ilixium Limited**

for the year ended 31 March 2020

### **Opinion**

We have audited the financial statements of Ilixium Limited (the 'company') for the year ended 31 March 2020, which comprise the Statement of income and retained earnings, the Statement of financial position and the related notes, 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 March 2020 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.

### **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 United Kingdom, including the Financial Reporting Council'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 director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

## **Independent auditor's report to the members of Ilixium Limited (continued)** for the year ended 31 March 2020

### **Other information**

The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinion 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 Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's 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 Director's report.

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

### **Responsibilities of directors**

As explained more fully in the Director's responsibilities statement set out on page 1, the director is 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 director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## **Independent auditor's report to the members of Ilixium Limited (continued)** for the year ended 31 March 2020

### **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 on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's report.

### **Use of our report**

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.



Peter Chapman (Senior statutory auditor)  
for and on behalf of

**Buzzacott LLP**  
Statutory auditor  
130 Wood Street  
London  
EC2V 6DL

5 February 2021



## Statement of income and retained earnings

for the year ended 31 March 2020

	Note	2020 £	2019 £
Turnover	4	9,628,707	13,464,130
Cost of sales		(5,579,852)	(7,357,525)
<b>Gross profit</b>		<b>4,048,855</b>	<b>6,106,605</b>
Administrative expenses		(3,801,674)	(5,247,496)
<b>Operating profit</b>	5	<b>247,181</b>	<b>859,109</b>
Interest payable and expenses	8	(91)	-
<b>Profit before tax</b>		<b>247,090</b>	<b>859,109</b>
Tax on profit	9	-	(163,231)
<b>Profit after tax</b>		<b>247,090</b>	<b>695,878</b>
Retained earnings at the beginning of the year		805,180	109,302
Profit for the year		247,090	695,878
<b>Retained earnings at the end of the year</b>		<b>1,052,270</b>	<b>805,180</b>

There were no recognised gains and losses for 2020 or 2019 other than those included in the statement of income and retained earnings.

All amounts relate to continuing operations.

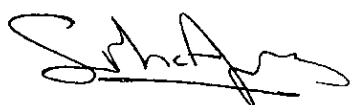
The notes on pages 8 to 15 form part of these financial statements.

## Statement of financial position

As at 31 March 2020

	Note	2020 £	2019 £
<b>Current assets</b>			
Debtors	10	26,912,220	11,000,802
Cash at bank and in hand	11	2,678,449	299,256
		<u>29,590,669</u>	<u>11,300,058</u>
Creditors: amounts falling due within one year	12	(28,537,399)	(10,493,878)
<b>Net current assets</b>		<u>1,053,270</u>	<u>806,180</u>
<b>Total assets less current liabilities</b>		<u>1,053,270</u>	<u>806,180</u>
<b>Net assets</b>		<u>1,053,270</u>	<u>806,180</u>
<b>Capital and reserves</b>			
Called up share capital	13	1,000	1,000
Profit and loss account	14	1,052,270	805,180
		<u>1,053,270</u>	<u>806,180</u>

The financial statements were approved and authorised for issue by the sole director and were signed on 5 February 2021.



**A MacAngus**  
Director

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

## Notes to the financial statements

for the year ended 31 March 2020

### 1. General information

Ilxium Limited is a private company limited by shares and was incorporated in England and Wales. Its company registration number is 06047219. The principal place of business is 22 & 24 Frederick Sanger Road, Surrey Research Park, Guilford, Surrey, GU2 7YD. The registered office 130 Wood Street, London, EC2V 6DL.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102') and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

#### 2.2 FRS 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statements Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 37.

This information is included in the consolidated financial statements of Payen Limited as at 31 March 2020 and these financial statements may be obtained from the Registrar of Companies.

#### 2.3 Going concern

The director has considered the impact of the current COVID-19 pandemic on the company's operations with a particular focus on its effect on its suppliers, clients and employees.

The company adapted well, successfully employing contingency plans, and I consider that the company has sufficient financial resources to continue for the foreseeable future, despite the current crisis. The director does not consider this to be a material uncertainty in respect of the company's ability as a going concern.

## Notes to the financial statements

for the year ended 31 March 2020

### 2. Accounting policies (continued)

#### 2.4 Turnover

Turnover from transaction processing services includes merchant and end user fees as well as FX spread income (fees from inter-currency transactions) which are generated from online activities.

Turnover from transaction processing services is recognised at the time the customer transactions are fulfilled. Processing fees are calculated as a percentage of funds processed and/or as a charge per transaction.

Turnover from licensing software is recognised in full when the right to use the software is transferred to the customer.

Turnover from software support services is recognised over the term of the support contract on a straight line basis.

#### Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

#### 2.5 Debtors

Short term debtors are measured at transaction price, less any impairment.

#### 2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

#### 2.7 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit or loss.

## Notes to the financial statements

for the year ended 31 March 2020

### 2. Accounting policies (continued)

#### 2.7 Financial instruments (continued)

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

#### 2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.9 Foreign currency translation

##### Functional and presentation currency

The company's functional and presentational currency is GBP.

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of income and retained earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

## Notes to the financial statements

for the year ended 31 March 2020

### 2. Accounting policies (continued)

#### 2.10 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and 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 operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

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

#### 2.11 Safeguarding of Client Funds

As an agent of Payen Limited (FRN 900043), Ilixium Limited is required to safeguard client funds within the principal institution (Payen Limited) therefore all cash within Ilixium Limited can be classified as own funds, Ilixium Limited's client funds are represented within debtor amounts owed by group undertakings.

Client cash relating to Ilixium and held within Payen limited is represented by creditor balances - being amounts owed to merchants, less merchant acquirers (debtors) - being funds not yet received from acquirers.

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The director does not consider that there were any significant areas of estimation uncertainty or application of judgement.

### 4. Turnover

The whole of the turnover is attributable to the provision of payment processing services, the principal activity of the company.

All turnover arose within the United Kingdom.

## Notes to the financial statements

for the year ended 31 March 2020

### 5. Operating profit

The operating profit is stated after charging:

	2020	2019
	£	£
Exchange differences	475,006	76,741

### 6. Auditor's remuneration

	2020	2019
	£	£
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	8,000	8,000

The company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent company.

### 7. Employees

The company has no employees other than the director.

During the year ended 31 March 2020, remuneration in respect of the director was £nil (2019 - £nil).

There were no members of key management personnel other than the director during the year.

### 8. Interest payable and similar expenses

	2020	2019
	£	£
Bank interest payable	91	-
	91	-

## Notes to the financial statements

for the year ended 31 March 2020

### 9. Taxation

	2020 £	2019 £
<b>Corporation tax</b>		
Current tax on profits for the year	-	163,231
<b>Total current tax</b>	-	163,231
<b>Deferred tax</b>		
<b>Total deferred tax</b>	-	-
<b>Taxation on profit on ordinary activities</b>	-	163,231

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - lower than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Profit on ordinary activities before tax	247,090	859,109
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	46,947	163,231
<b>Effects of:</b>		
Group relief	(46,947)	-
<b>Total tax charge for the year</b>	-	163,231

#### Factors that may affect future tax charges

The government has enacted legislation to keep the corporation tax rate at 19% until 31 March 2020 and to reduce it to 17% from 1 April 2020. However, on 17 March 2020 the government substantively enacted legislation to maintain the corporation tax rate at 19% until 31 March 2021. After the reporting date, the government has substantively enacted legislation that will maintain the corporation tax rate at 19% from 1 April 2021 onward.

### 10. Debtors

	2020 £	2019 £
Trade debtors	40,000	30,000



## Notes to the financial statements

for the year ended 31 March 2020

### 10. Debtors (continued)

Merchant acquirers	11,338,646	6,806,891
Amounts owed by group undertakings	15,430,634	3,877,126
Prepayments and accrued income	102,940	286,786
	<b>26,912,220</b>	<b>11,000,803</b>

### 11. Cash and cash equivalents

	2020 £	2019 £
Cash at bank and in hand	2,678,449	299,256
	<b>2,678,449</b>	<b>299,256</b>

### 12. Creditors: amounts falling due within one year

	2020 £	2019 £
Trade creditors	20,941,451	9,761,736
Amounts owed to group undertakings	3,270,569	73,214
Corporation tax	-	170,126
Other taxation and social security	1,536	-
Other creditors	4,275,668	369,712
Accruals and deferred income	48,175	119,090
	<b>28,537,399</b>	<b>10,493,878</b>

### 13. Share capital

	2020 £	2019 £
<b>Allotted, called up and fully paid</b>		
1,000 (2019 -1,000) Ordinary shares shares of £1.00 each	<b>1,000</b>	<b>1,000</b>

## Notes to the financial statements

for the year ended 31 March 2020

### 14. Reserves

#### Profit and loss account

The profit and loss account includes all current and prior periods' retained earnings.

### 15. Contingent liabilities

There were no contingent liabilities at 31 March 2020 or 31 March 2019.

### 16. Capital commitments

The company had no capital commitments at 31 March 2020 or 31 March 2019.

### 17. Related party transactions

During the year, the company received services totalling £3,282,540 (2019: £5,091,130) from Payen Limited, a company incorporated in England and Wales. In order to meet the requirements of FCA regulation, funds received by the company in relation to payment services are safeguarded by Payen Limited. At 31 March 2020, the net balance owed from Payen Limited was £12,160,065 (2019: £3,877,125). Payen Limited is a related party by virtue of being a member of the group.

There were no other related party transactions disclosable under FRS 102 Section 33.

### 18. Controlling party

The immediate parent undertaking of the company is Payen Limited, a company incorporated in England and Wales, by virtue of its control agreement with the company.

The largest and smallest group of undertakings for which consolidated financial statements have been prepared which include the company is headed by Payen Limited. The consolidated financial statements are available from: The Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

The registered office of Payen Limited is 130 Wood Street, London, EC2V 6DL.

A MacAngus is the ultimate controlling party by virtue of his majority shareholding in the immediate parent undertaking.