Ezbob Limited

(formerly known as Orange Money Limited)

Annual report and financial statements

Registered number 07852687
31 December 2015

Contents

Directors' report

On 16 October 2015 the company changed it's name from Orange Money Limited to Ezbob Limited.

Principal activity

The principal activity of Ezbob Limited (formerly known as Orange Money Limited) (the "Group" or the "Company") is to offer an innovative online financing solution dedicated to supporting online merchants' growth.

Proposed dividend

The directors do not recommend the payment of a dividend for the financial year ending 31 December 2015 (2014: £nil).

Directors

The directors who held office during the year were as follows:
S. Perlstein
T. Guriel
M.K.O. Richardson (resigned on 18 February 2015)
G. Aharoni
A. Littner (appointed 29 April 2015)

Certain directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

A resolution to appoint KPMG LLP as auditors for the year ended 31 December 2015 was made at the annual general meeting.

The auditors, KPMG LLP, will be proposed for re-appointment for the ensuing financial period in accordance with Section 487 of the Companies Act 2006.

Small Company Exception

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

By order of the board

T Guriel 23 May 2016
Director

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 they have elected to prepare the group and parent company financial statements in accordance with the Financial Reporting Standard for Smaller Entities (Effective January 2015) and applicable law (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 Group and parent company and of their loss for that period. In preparing each of the Group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and parent 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Ezbob Limited

We have audited the financial statements of Ezbob Limited for the year ended 31 December 2015 set out on pages 5 to 19. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective January 2015) (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's 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 Group's and of the parent company's affairs as at 31 December 2015 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report 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 Ezbob 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 parent company 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 to take advantage of the small companies exemption in not preparing a strategic report.

Peter Lomax

Peter Lomax **(Senior Statutory Auditor)**
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
100 Temple Street
Bristol
BS1 6AG

24 May 2016

Consolidated Profit and Loss Account

for the year ended 31 December 2015

	Note	Year to 31 December 2015	Year to 31 December 2014
		£	£
Turnover	1	6,646,669	2,881,418
Cost of sales	5	(5,240,815)	(1,336,475)
Gross profit		1,405,854	1,544,943
Administrative expenses		(8,906,250)	(3,152,576)
Group operating loss	2	(7,500,396)	(1,607,633)
Interest payable and similar charges		-	-
Loss on ordinary activities before taxation		(7,500,396)	(1,607,633)
Tax on profit on ordinary activities	6	(107,550)	(67,660)
Loss on ordinary activities after taxation	14	(7,607,946)	(1,675,293)

Consolidated Statement of Total Recognised Gains and Losses

for the year ended 31 December 2015

	2015	2014
	£	£
Loss for the financial year	(7,607,946)	(1,675,293)
Net exchange differences on the retranslation of subsidiaries	(5,735)	20,563
Total recognised gains and losses relating to the year	(7,613,681)	(1,654,730)

Consolidated Balance Sheet

for the year ended 31 December 2015

	Note	2015	2015	2014	2014
		£	£	£	£
Tangible assets	7		181,189		176,226
Intangible assets	8		240,000		-
			421,189		176,226
Current assets					
Debtors	10	28,692,710		9,632,073	
Cash at bank and in hand		2,641,149		696,948	
		31,333,859		10,329,021	
Creditors: amounts falling due within one year	11	(30,770,094)		(5,774,642)	
Net current assets			563,764		4,554,379
Total assets less current liabilities			984,953		4,730,605
Creditors: amounts falling due after more than one year	12		0		(2,188,632)
Net assets			984,953		2,541,973
Capital and reserves					
Called up share capital	13		1,779		1,569
Share premium account	14		12,654,423		6,529,960
Retranslation reserve	14		13,912		20,332
Equity component of convertible debts	14		-		67,327
Profit and loss account	14		(11,685,161)		(4,077,215)
Equity			984,953		2,541,973

The Company has delivered a copy of this Balance Sheet, the Company Balance Sheet, the Directors' Report, and the Auditor's Report to the Registrar of Companies in accordance with section 441(1) of the Companies Act 2006.

These financial statements are prepared in accordance with the special provisions in part 15 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the board of directors on 23 May 2016 and were signed on its behalf by:

T. Guriel
Director
Company registered number: 07852687

Ezbob Limited Balance Sheet

for the year ended 31 December 2015

	Note	2015	2015	2014	2014
		£	£	£	£
Fixed assets					
Tangible assets	7		113,771		147,340
Investment	9		1,420,998		12
			1,534,769		147,352
Current assets					
Debtors	10	2,676,237		9,617,694	
Cash at bank and in hand		270,420		638,244	
		2,946,657		10,255,938	
Creditors: amounts falling due within one year	11	(5,750,307)		(5,848,860)	
Net current assets			(2,803,650)		4,407,078
Total assets less current liabilities			(1,268,881)		4,554,430
Creditors: amounts falling due after more than one year	12		0		(2,188,632)
Net assets			(1,268,881)		2,365,798
Capital and reserves					
Called up share capital	13		1,779		1,569
Share premium account	14		12,654,411		6,529,960
Equity component of convertible debts			-		67,327
Profit and loss account	14		(13,925,071)		(4,233,058)
Equity			(1,268,881)		2,365,798

The Company has delivered a copy of this Balance Sheet, the Consolidated Balance Sheet, the Directors' Report, and the Auditor's Report to the Registrar of Companies in accordance with section 441(1) of the Companies Act 2006.

These financial statements are prepared in accordance with the special provisions in part 15 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the board of directors on 23 May 2016 and were signed on its behalf by:

T. Guriel
Director
Company registered number: 07852687

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 the Financial Reporting Standard for Smaller Entities (effective January 2015), and under the historical cost accounting rules.

Despite the loss making position of the group (loss of £7,607,946 in the year ended 31 December 2015), the directors have prepared the financial statements on a going concern basis which they believe to be appropriate for the reasons set out below.

On 3 March 2016, the Company entered into a Subscription Agreement with LEUMI PARTNERS LTD., EDF SKY EUROCORE S.À R.L., and OCM EZ BOB HOLDING S.À R.L., whereby the Company received equity investments of GBP 8,000,000 (in addition to the equity investment of 5,109,762 from EDF SKY EUROCORE S.À R.L. in October 2015. In addition, subject to conditions precedent as set out in the agreement, LEUMI PARTNERS LTD. and OCM EZ BOB HOLDING S.À R.L. undertook to provide additional equity investments totalling GBP 7,000,000. The directors believe that the Company has sufficient liquidity to continue as a going concern for the foreseeable future.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 31 December 2015. The acquisition method of accounting has been adopted. Under this method, the results of subsidiary undertakings acquired or disposed of in the year are included in the consolidated profit and loss account from the date of acquisition or up to the date of disposal.

Under Section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

Investments

In the consolidated financial statements, investments in subsidiary undertakings, associates and joint ventures are stated at cost.

Tangible fixed assets and depreciation

Depreciation is provided to write off the cost [or valuation] less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Plant and machinery	-5 years [20% per annum]

Notes *(continued)*

Intangible assets

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense incurred.

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

The cost of intangible asset acquired in a business combination are capitalised separately from goodwill if the fair value can be measured reliably at the acquisition date.

Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Client list	-5 years [20% per annum]
patents and trademarks	-5 years [20% per annum]

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

On consolidation, the assets and liabilities of overseas subsidiary undertakings are translated at the closing exchange rates. Profit and loss accounts of such undertakings are consolidated at the average rates of exchange during the year. Gains and losses arising on these translations are taken directly to a separate component of equity.

Impairment of fixed assets

The carrying amounts of the Group's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the assets' recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

Research and development expenditure

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

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by the UK Generally Accepted Accounting Practice applicable to Smaller Entities.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other

Notes *(continued)*

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Interest bearing borrowings

Immediately after issue debt is stated at the fair value of the consideration received on the issue of the capital instrument after deduction of issue costs. The finance cost of the debt is allocated to periods over the term of the debt at a constant rate on the carrying amount.

Share-based payments

During the year, the Company issued a total of 16,374 equity settled share-based payment options to 7 employees and directors, whereby services are rendered in exchange for rights over 16,374 shares of the Company for an exercise price between £243.39 and £376.61. The options vest on the expiry of a 1-4 ear period, on condition that the grantees continue to provide services to the Company.
In addition, during the year, 400 employee options expired, and 243 option were exercised on a cashless exercise basis, resulting in the issuance of 40 shares.
As of 31 December 2015, the number of outstanding employee and director options was 20,450, with an average exercise price of £280.77.
The Company does not recognize any employee expense in accordance with UK Generally Accepted Accounting Practice applicable to Smaller Entities.

Loans and interest income

Advances to customers are initially recorded at cost, being the amount advanced to the customer. Interest income is recognised in the income statement using the rate implicit in the loan arrangement. Loans are assessed collectively for impairment once objective evidence is available that the group of loans is impaired. In the event of an impairment, the carrying amount of the group of assets is reduced through the use of a provision and the amount of the loss is recognised in the income statement.

Turnover

Turnover represents fees and interest receivable in respect of services provided and arising solely in the United Kingdom.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

Classification of financial instruments issued by the Group

Financial instruments issued by the Group are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:
they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with

Notes *(continued)*

where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy. The finance cost on the financial liability component is correspondingly higher over the life of the instrument.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges.

Notes *(continued)*

2 Operating costs

	2015	2014
	£	£
Loss on ordinary activities before taxation is stated after charging:		
Depreciation	65,924	45,637
Operating lease expense	310,726	72,088

Auditor's remuneration:

	2015	2014
	£	£
Audit of these financial statements	30,000	20,000

3 Remuneration of directors

	2015	2014
	£	£
Amounts paid to third parties in respect of directors' services	348,360	271,240

Notes *(continued)*

4 Staff numbers and costs

The average number of persons employed by the Group (including directors) during the year was as follows:

Group

	2015	2014
Staff	35	14
Directors	4	4
	39	18

The aggregate payroll costs of these persons were as follows:

	2015	2014
	£	£
Wages and salaries	1,647,853	591,009
Social security costs	442,180	64,876
Other pension costs	49,111	65,458
	2,139,144	721,343

5 Interest payable and similar charges

	2015	2014
	£	£
On all loans (included in cost of sales)	2,910,216	1,002,303
Similar charges (included in cost of sales)	820,391	178,150
	3,730,606	1,180,453

6 Taxation

	2015	2014
	£	£
Domestic current year tax		
Current tax	107,550	67,660
	107,550	67,660

Notes *(continued)*

7 Tangible fixed assets

	Plant and machinery £	Total £
Group		
Cost		
At beginning of year	266,117	266,117
Additions	70,887	70,887
At end of year	337,004	337,004
Depreciation		
At beginning of year	89,891	89,891
Charge for year	65,924	65,924
At end of year	155,815	155,815
Net book value		
At 31 December 2015	**181,189**	**181,189**
At 31 December 2014	176,226	176,226

	Plant and machinery £	Total £
Company		
Cost		
At beginning of year	228,223	228,223
Additions	15,095	15,095
At end of year	243,318	243,318
Depreciation		
At beginning of year	80,883	80,883
Charge for year	48,664	48,664
At end of year	129,547	129,547
Net book value		
At 31 December 2015	**113,771**	**113,771**
At 31 December 2014	147,340	147,340

Notes *(continued)*

8 Intangible assets

	Intangible assets	Total
	£	£
Group		
Cost		
At beginning of year	-	-
Additions	300,000	300,000
Disposals	-	-
At end of year	300,000	300,000
Amortisation		
At beginning of year	-	-
Charge for year	60,000	60,000
At end of year	60,000	60,000
Net book value		
At 31 December 2015	240,000	240,000
At 31 December 2014	-	-

9 Investments

	Investments in subsidiaries	Total
Investment	£	£
Company		
Cost		
At beginning of year	12	12
Additions	1,420,986	1,420,986
Disposals	-	-
At end of year	1,420,998	1,420,998
Net book value		
At 31 December 2015	1,420,998	1,420,998
At 31 December 2014	12	12

The principal undertakings in which the Company's interest at the year end is more than 20% are as follows.

	Country of incorporation	Registered number	Principal activity	Class and percentage of shares held	Amount of capital and reserves	Profit for the year
Subsidiary undertakings						
Ezbob UK Limited	United Kingdom	08152728	Admin. duties	Ordinary 100%	£3,329,663	£2,280,637
Ezbob Israel Limited	Israel	Not applicable	Admin. duties	Ordinary 100%	£419,417	£252,232
Everline Holdco Limited	United Kingdom	9411740	dormant	Ordinary 100%	-	-

Notes *(continued)*

10 Debtors

	Group 2015 £	2014 £	Company 2015 £	2014 £
Finance receivables	**28,344,786**	9,543,599	**2,479,356**	9,543,599
Other debtors	**39,848**	7,057	**13,244**	1,000
Prepayments and accrued income	**308,076**	81,417	**183,637**	73,095
	28,692,710	9,632,073	**2,676,237**	9,617,694

Finance receivables include deferred acceptance fees in the amount of £1,189,340 (2014: £316,921).

11 Creditors: amounts falling due within one year

	Group 2015 £	2014 £	Company 2015 £	2014 £
Trade creditors	**325,130**	160,930	**79,866**	80,132
Amounts owed to subsidiary	**-**	-	**3,683,752**	307,644
Other creditors	**228,034**	162,286	**11,545**	21,251
Debenture loans	**26,841,857**	4,900,000	**1,248,653**	4,900,000
Accruals and deferred income	**2,797,990**	551,426	**149,408**	539,833
Provisions*	**577,084**	-	**577,084**	-
	30,770,094	5,774,642	**5,750,307**	5,848,860

*As a result of operating in more than one tax jurisdiction, the Company is subject to various laws and regulations that could be subject to differing interpretations. The Company is currently in the process of evaluating if there are any such material liabilities arising from such laws and regulations. Subsequent to this evaluation, the Company will outline and implement the most adequate way of addressing any potential liabilities

12 Creditors: amounts falling due after more than one year

	Group 2015 £	2014 £	Company 2015 £	2014 £
Debenture loans	**-**	1,248,653	**-**	1,248,653
Convertible loans	**-**	939,979	**-**	939,979
	-	2,188,632	**-**	2,188,632

During 2015 the convertible loans were settled and there are no convertible loans in the company as at the year end.

Notes *(continued)*

13 Called up share capital

Company

	2015	2014
	£	£
Allotted, called up and fully paid		
177,845 (2014: 156,893) Ordinary shares of £0.01 each	1,779	1,569
	1,779	1,569

The holders of the ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

14 Share premium and reserves

Group

	Share premium account	Retranslation reserve	Equity component of convertible debt	Profit and loss account
	£	£	£	£
At beginning of year	6,529,960	20,332	67,327	(4,077,215)
Loss for the year	-	-	-	(7,607,946)
Premium on share issues, less expenses	6,124,463	-	-	-
Equity component of new convertible loans	-	-	-	-
Equity component of converted loans	-	-	(67,327)	-
Exchange adjustment	-	(6,420)	-	-
At end of year	12,654,423	13,912	-	(11,685,161)

Notes *(continued)*

14 Share premium and reserves (continued)

Company	Share premium account	Equity component of convertible debts	Profit and loss account
	£	£	£
At beginning of year	6,529,960	67,327	(4,233,058)
Loss for the year	-	-	(9,692,013)
Premium on share issues, less expenses	6,124,451	-	-
Equity component of new convertible loans	-	-	-
Equity component of converted loans	-	(67,327)	-
At end of year	**12,654,411**	**-**	**(13,925,071)**

15 Related party disclosures

Company

Other creditors includes £0 (2014: £9,790) due to FE Capital Limited, a company in which T. Guriel is a shareholder and director. Debenture Loans includes £Nil (2014: £200,000) owed to FE Capital. During the year £157,930 (2014: £143,838) was paid to FE Capital for director's services and loan interest payments.

During the year £165,930 (2014: £119,370) was paid to Chelsea Tech Ltd for director's services a company in which S. Perlstein is a shareholder and director.

During the year £12,500 (2014: £20,500) was paid to Jendens Securities Ltd, a company controlled by M.K.O. Richardson has control, for director's services.

Debenture Loans includes £1,248,653 (2014: £1,250,000) owed to Hagshama EZBOB, a Limited Partnership of which G.Aharoni, an Ezbob Ltd company director, has control. During the year £12,000 (2014: £4,000) was paid to Hagshama Ezbob, for director's services. During the year £175,000 (2014: £175,000) was paid to Hagshama Ezbob in loan interest payments.

As at 31 December 2015, an amount of £563,251 (2014: £307,644) was owed to Ezbob Israel Limited, a wholly owned subsidiary of Ezbob Ltd. During the year to 31 December 2015, management charges of £4,223,364 (2014: £2,257,995) were paid to Ezbob Israel Limited.

As at 31 December 2015, an amount of £1,972,851 (2014: £Nil) was owed to Ezbob UK Limited, a wholly owned subsidiary of Ezbob Ltd.

Notes *(continued)*

16 Post balance sheet events

On 18 January 2016, the Company entered into a Loans Sale Agreement with Honeycomb Investment Trust PLC, whereby the Company purchased a portfolio of customer loans from its subsidiary, EZBOB UK Ltd, and re-sold the said portfolio to Honeycomb at par value, for a total purchase price of GBP 22,438,760. Under the terms of the agreement, the company receives all proceeds from the portfolio until the purchaser has received an IRR on its investment of 12% plus GBP 50,000. Thereafter, beneficial title to the portfolio reverts to the Company and the Company receives all additional proceeds. The main purposes of the transaction were to enable EZBOB UK LTD. to reduce its obligations to its lender, thereby enabling it to comply with its financial covenants towards of the lender, and to reduce its financing costs; and to raise additional financing to enable the Company to continue to expand its activities.

On 20 January 2016, concurrently with the sale of the loan portfolio, EZBOB UK Ltd. made a partial repayment of its loan facility from EDF SKY EUROCORE S.À R.L. in the amount of GBP 21,000,000,

On 3 March 2016, the Company entered into a Subscription Agreement with LEUMI PARTNERS LTD., EDF SKY EUROCORE S.À R.L., and OCM EZ BOB HOLDING S.À R.L., whereby the Company issued 31,180 Series A Preferred Shares, and 6,252 warrants to purchase Series A Preferred Shares, in consideration of GBP 8,000,000. In addition, the Company converted 16,420 Ordinary Shares held by EDF SKY EUROCORE S.À R.L., and 8,116 Ordinary Shares held by OCM EZ BOB HOLDING S.À R.L. into Series A Preferred Shares, and issued an additional 2,424 warrants to purchase Series A Preferred Shares to EDF SKY EUROCORE S.À R.L. as an adjustment to the price of its investment in October 2015.

On May 4, 2016, in accordance with the said Subscription Agreement, the Company issued 23,839 Series A Preferred Shares and 1,976 warrants to purchase Series A Preferred Shares, for an aggregate subscription price of GBP 7,000,000.

In addition, on April 29, 2016 the Company entered into a Facilities Agreement with Shawbrook Bank Ltd. and Honeycomb Investment Trust PLC with respect to a revolving loan facility of up to GBP 15,000,000 and a term loan facility of up to GBP 10,000,000. The loan facilities are repayable on April 29, 2019. On May 4, 2016, the Company drew GBP 5,959,000 under the facilities, and at the same time, repaid all of its outstanding indebtedness towards EDF Sky EuroCore Sarl.