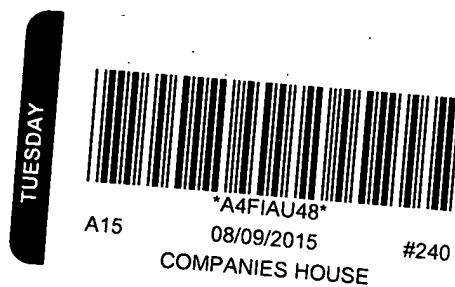


ANNUAL REPORT ADYEN UK LIMITED

(Registered number 8051687)

2014



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Directors' report

For the financial year ended 31 December 2014

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

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below:

Roelant Prins
Ingo Jeroen Uytdehaage

Qualifying third party indemnity provision

An indemnity is provided to the Directors of the Company under the Indemnity agreement of 17 August 2015 against liabilities and associated costs which they could incur in the course of their duties to the Company. The agreements apply to any act arising before, on or after the date of the indemnity agreements and remain in force at the date of these financial statements. The signed agreements are kept at the registered office of the Company.

Directors' interests in shares and debentures

The directors have no interest in the Company's shares. Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company.

The directors are eligible to participate in share-based incentive schemes managed by the ultimate parent company, Adyen BV.

Directors' contractual benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except that:

- Certain directors have employment relationships with the ultimate parent undertaking and have received remuneration in those capacities.

Directors' report

For the financial year ended 31 December 2014

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

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 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;
- 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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' report

For the financial year ended 31 December 2014

Disclosure of information to auditors

Each person who is a director of the Company at the date of approval of this report confirms that:

- so far as the director is 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 or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, have expressed their willingness to accept re-appointment.

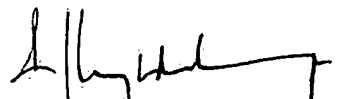
This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the directors



Roelant Prins
Director

Date: 19 August 2015



Ingo Jeroen Uytdehaage
Director

Date: 19 August 2015

Independent auditors' report to the members of Adyen UK Limited

Report on the financial statements

Our opinion

In our opinion, Adyen UK Limited's the financial statements (the "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 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.
-

What we have audited

The financial statements, which are prepared by Adyen UK Limited, comprise:

- the Balance sheet as at 31 December 2014;
- the Profit and loss account 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).

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.

Independent auditors' report to the members of Adyen UK Limited

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: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and 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 as auditors and as one of our directors

As explained more fully in the Statement of the Directors' Responsibilities set out on page 4, 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) ("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 and 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.

Independent auditors' report to the members of Adyen UK Limited

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.



Jonathan Askew (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
19 August 2015

Profit and loss account for the year ended 31 December 2014

| Continuing operations | Note | 2014 | 2013 |
|--|------|--------------------|------------------|
| | | £ | £ |
| Turnover | (3) | 1,519,004 | 719,141 |
| Staff costs | (5) | (1,091,738) | (581,377) |
| Other operating charges | (5) | (264,516) | (60,713) |
| | | <u>(1,356,254)</u> | <u>(642,090)</u> |
| Profit on ordinary activities before interest and taxation | | <u>162,750</u> | <u>77,051</u> |
| Profit on ordinary activities before taxation | | <u>162,750</u> | <u>77,051</u> |
| Tax on profit on ordinary activities | (7) | <u>(38,762)</u> | <u>(18,492)</u> |
| Profit for the financial year | | <u>123,988</u> | <u>58,559</u> |

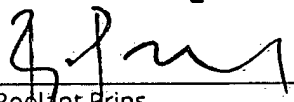
There are no material differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

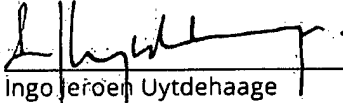
The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

Balance sheet as at 31 December 2014

| | Note | 2014 | 2013 |
|---|-------------|----------------|----------------|
| | | £ | £ |
| ASSETS | | | |
| Fixed assets | (8) | | |
| Tangible assets | | 45,406 | - |
| | | <u>45,406</u> | <u>-</u> |
| Current assets | | | |
| <i>Debtors</i> | | | |
| Amounts owed by group undertakings | | 306,163 | 119,189 |
| Prepayments and accrued income | | 44,568 | - |
| Other debtors | | 26,829 | 1,874 |
| Cash at banks and in hand | | 5,418 | - |
| | | <u>382,978</u> | <u>121,063</u> |
| | | <u>428,384</u> | <u>121,063</u> |
| CAPITAL AND LIABILITIES | | | |
| | (10) | | |
| Capital and reserves | | | |
| Called-up share capital | | 10,000 | 10,000 |
| Retained earnings | | 188,440 | 64,452 |
| | | <u>198,440</u> | <u>74,452</u> |
| Total shareholders funds | | <u>198,440</u> | <u>74,452</u> |
| Current liabilities | | | |
| <i>Provisions for liabilities</i> | | | |
| Pensions and similar obligations | (9) | 41,261 | 5,800 |
| Taxation, including deferred taxation | (7) | 38,762 | 18,492 |
| Other provisions | | 149,361 | 20,390 |
| <i>Creditors: amounts falling due within one year</i> | | | |
| Trade creditors | | 560 | 1,929 |
| | | <u>229,944</u> | <u>46,611</u> |
| | | <u>428,384</u> | <u>121,063</u> |

The financial statements on pages 9 to 17 were approved by the Board of Directors on 19 August 2015 and signed on its behalf by:


Roelant Prins
Director


Ingo Jeroen Uytdehaage
Director

Notes to the Company financial statements

At December 31, 2014

1. Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principle accounting policies have been applied consistently throughout the year and the preceding year unless otherwise stated.

2. Cash flow statement

Adyen BV is the ultimate parent company of Adyen UK Limited. Adyen BV has its legal seat in the Netherlands. Adyen UK Limited is included in the consolidated financial statements of Adyen BV, which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

3. Segment reporting

The company's activities consist of promoting Internet payment systems, Point-of-Sale systems and related products and services on behalf of Adyen BV within the United Kingdom. As a result the company only has one operating segment therefore no segmental reporting is provided.

4. Related party transactions

A non-exclusive Sales Promotion Agreement between Adyen BV located in the Netherlands and the company has been established and a 12% cost plus service fee is charged to Adyen BV. The service fee represents arm's-length compensation and is reviewed periodically.

Additional advantage has taken of the exemption in FRS 8 not to disclose transactions with entities that are wholly owned within the Group where consolidated financial statements are publicly available.

There were no other related party transactions during the year.

Notes to the Company financial statements

At December 31, 2014

5. Staff costs and other operating charges

| | 2014 | 2013 |
|--|------------------|----------------|
| | £ | £ |
| Wages and salaries | 940,604 | 511,871 |
| Social security costs | 103,944 | 63,706 |
| Other pension costs | 35,461 | 5,800 |
| Other staff costs | 11,729 | - |
| Depreciation | 6,955 | - |
| Operating leased premises | 66,430 | - |
| Office & IT Costs | 51,642 | 12,411 |
| Sales & Travel costs | 76,937 | 40,784 |
| Auditors remuneration for audit services | 21,500 | - |
| Auditors remuneration for non-audit services | 3,032 | 3,830 |
| Advisory costs | 37,978 | 3,688 |
| Other costs | 42 | - |
| | <u>1,356,254</u> | <u>642,090</u> |

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

6. Employee information

Employee

The average monthly number of persons employed by the company during the year was:

| By activity | 2014 | 2013 |
|--------------------|-----------|----------|
| UK Country Manager | 1 | 1 |
| Account Manager | 2 | 1 |
| Sales Employees | 7 | 2 |
| | <u>10</u> | <u>4</u> |

Notes to the Company financial statements

At December 31, 2014

Directors

None of the directors received any remuneration from the Company during the financial year. They have employment agreements with Adyen BV, the ultimate undertaking who has paid the directors' remunerations without any recharge. None of the remuneration received by the directors is in respect of their role as directors of Adyen UK Limited.

7. Tax on profit on ordinary activities

| | 2014 £ | 2013 £ |
|--|---------------|---------------|
| UK corporation tax on profits on ordinary activities | <u>38,762</u> | <u>18,492</u> |
| Tax on profit on ordinary activities | <u>38,762</u> | <u>18,492</u> |

The tax assessed for the year is higher (2013: higher) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2014 of 21.5%. The differences are explained below:

| | 2014 £ | 2013 £ |
|--|----------------|---------------|
| Profit on ordinary activities before tax | <u>162,750</u> | <u>77,051</u> |
| Profit on ordinary activities multiplied by the main rate of Corporation Tax 21.5% (2013: 23%) | 34,980 | 17,723 |
| Expenses not deductible for tax purposes | <u>3,782</u> | <u>770</u> |
| Tax on profit on ordinary activities | <u>38,762</u> | <u>18,492</u> |

Notes to the Company financial statements

At December 31, 2014

8. Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs and borrowing costs capitalised.

| | Fixtures, fittings, tools and equipment £ | Total £ |
|---------------------------------|---|---------------|
| Beginning of the financial year | - | - |
| Year ended December 2014 | | |
| Additions | 52,361 | 52,361 |
| Disposal | - | - |
| Depreciation | (6,955) | (6,955) |
| Closing net book value | <u>45,406</u> | <u>45,406</u> |

At 31 December 2014

| | | |
|--------------------------|---------------|---------------|
| Cost or valuation | 52,361 | 52,361 |
| Accumulated depreciation | (6,955) | (6,955) |
| Net book amount | <u>45,406</u> | <u>45,406</u> |

9. Pension

The company does not have a pension scheme and employees are required to manage their own private pension arrangements. Each employee is entitled to a contribution paid by the company into their own private pension scheme on an annual basis which is agreed as part of each individual's employment contract. A provision is recorded in the balance sheet for outstanding amounts due to employees under these arrangements as at the year end.

Notes to the Company financial statements

At December 31, 2014

10. Reconciliation of movements in shareholders funds and movements in reserves

Ordinary shares are classified as equity. The share capital consists of 10,000 numbers of shares of one pound each.

The 2014 movement in shareholders' funds is as follows:

| | Called up share capital | Retained earnings | Total |
|-------------------------------|----------------------------|----------------------|----------------|
| | £ | £ | £ |
| Balance January 1 | 10,000 | 64,452 | 74,452 |
| Profit for the financial year | - | 123,988 | 123,988 |
| | <hr/> | <hr/> | <hr/> |
| Balance December 31 | 10,000 | 188,440 | 198,440 |

The 2013 movement in shareholders' funds is as follows:

| | Called up share capital | Retained earnings | Total |
|-------------------------------|----------------------------|----------------------|---------------|
| | £ | £ | £ |
| Balance January 1 | 10,000 | 5,893 | 15,893 |
| Profit for the financial year | - | 58,559 | 58,559 |
| | <hr/> | <hr/> | <hr/> |
| Balance December 31 | 10,000 | 64,452 | 74,452 |

11. Commitments

At 31 December, the company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

| | 2014 | 2013 |
|---|----------------|----------|
| | £ | £ |
| Not later than one year | 83,276 | - |
| Later than one year not later than five years | 97,155 | - |
| Later than five years | - | - |
| | <hr/> | <hr/> |
| | 180,431 | - |

The company had no other off-balance sheet arrangements

Notes to the Company financial statements

At December 31, 2014

12. Ultimate parent undertaking

The immediate parent undertaking is Adyen International BV.

The ultimate parent undertaking and controlling party is Adyen BV, a company incorporated in the Netherlands, which is the parent undertaking of the smallest and largest group to consolidate these I statements. Copies of Adyen BV consolidated financial statements can be obtained from the Chamber of Commerce in Amsterdam under registration number 34259528.