
CENTTRIP HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018



CENTTRIP HOLDINGS LIMITED

COMPANY INFORMATION

Directors

Brian Jamieson
Ronny Munster
Tony North
Paolo Catalfamo
Eric Nicoli
Haim Perry

Registered number

10573558

Registered office

1 Mark Square
London
EC2A 4EG

Independent auditor

Nexia Smith & Williamson
Chartered accountants and Statutory
Auditor 25 Moorgate
London
EC2R 6AY

CENTTRIP HOLDINGS LIMITED

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CENTTRIP HOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present the Group Strategic Report for Centtrip Holdings Limited ("the company") and its subsidiary (together "Centtrip" or "the Group") for the year ended 30 September 2018.

The company was incorporated on 19 January 2017 and acquired its subsidiary, Centtrip Limited, on 8 March 2017.

Principal activities

The multi-award winning Centtrip is a financial and technology services Group based in the heart of the UK's world-famous and globally influential hub joining the City of London's financial sector with the thriving Shoreditch technology community. Centtrip Limited is an FCA regulated e-Money Institution providing specialist treasury management services to the corporate sector via its online and in-app programme as well as dedicated specialist account managers.

Accessible 24/7, 365 days per year, Centtrip's cloud based secure on-line portal and 'Global Currency Account' provide customers with the ability to deposit funds in up to 15 currencies, conduct deliverable foreign exchange transactions in all major and most exotic currencies, instruct international payments and manage associated multi-currency prepaid MasterCard cards.

Business review

The Group has had a successful year meeting key objectives in line with the business plan:

Revenues increased by over 121% compared to the previous financial year to £3.6 million. Exchanged currencies volume increase by over 59% to £592 million.

The Group's loss of £3.627 million was in line with the business forecast as the Group invested in growing its brand, technology and range of services:

In May 2018, Centtrip Limited was re-authorised under PSD2 by the FCA as an electronic money institution (EMI). The straightforward application and approval process are testament to the quality of the systems, processes and controls within the Group.

Our Head of Compliance, Yen Foong has added depth to our compliance and reporting processes and has additionally recruited a Financial Crime Manager to help us to combat potential fraud and financial crime.

The Centtrip sales function has developed a clear focus with dedicated teams on our marine and media markets and the remaining sales staff building business across a range of industries from technology to wealth management and manufacturing.

Centtrip is now regarded as the "go-to" Group for treasury management within the super-yacht industry and the music sector especially for international touring artists.

Group co-founder, Tony North has created a music advisory board comprising luminaries from the world of music with a view to driving growth even further in this sector.

Yachting provided substantial revenue and turnover to the company over 2017/18. Centtrip's position in this exclusive environment is now well established and the company receive regular in-bound request for services.

Growth in both MUSIC and MARINE has also resulted in growing requests for services in the USA. To that end, the Group are actively exploring partnership opportunities with financial institutions in the USA with a view to a potential launch of services by Q4 2019.

CENTTRIP HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

Business review (continued)

The Group remains committed to its relentless approach to technology development and service enhancements/additions. To compliment this the Group made further significant additions to the engineering team during the year. The Group continued to introduce regular ground-breaking and significant technology, security and service range enhancements throughout the year.

Technology developments have enabled an increased service range capability and an evolution of the Group's pricing structure. This presents new and substantial increase in revenue opportunity whilst remaining true to the Group's policy of transparent and fair pricing.

Over and above the key marketing activity in 2018 to support growth in the key music and yachting verticals, 2019 will see Centtrip develop an astute marketing and business development plan. Our Marketing Director has built a team of highly skilled professionals in house as well as engaging the services of a specialist communications and PR company to can maximise the company brand and opportunities available to us. The budget for marketing in 2019 is significantly higher than all previous years and will form a key driver in Group growth.

The parent company, Centtrip Holdings Limited, has successfully undertaken a number of funding rounds from its investors with £3 million raised from international insurance group Investor/Global Capital and a further round from existing shareholders in October 2018.

ABN AMRO (Amsterdam) have been appointed as our European banking partner and should have full API integration with their systems by March 2019. Once this is in place, it will further enhance our capability to provide speedy settlements for our clients. Further technology enhancements around our unique Centtrip account are also planned during the next financial year which will offer clients real advantages.

CENTTRIP HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

Principal risks and uncertainties

Global political and economic uncertainties particularly relating to Brexit may affect the Group and the entire UK based financial sector. The Board meets regularly to consider any relevant developments and take appropriate action to ensure the continuing operations of the Group.

To complement the Group's growth plans, we are in active discussions with the DNB (Dutch National Bank) about becoming regulated in Amsterdam. This will be facilitated by the banking relationship with ABN AMRO mentioned above.

Regulatory risk

Centtrip Limited is authorised by the Financial Conduct Authority as an EMI and operates under the close scrutiny of the regulator. The Group is therefore, exposed to potential forms of risk relating to the regulatory requirements and relevant legislation. Consequently, the Group has a strict approach to regulation, has robust governance and anti-money laundering procedures in place.

The Board and the management team prioritise our resources to ensure maximum compliance with the regulatory environment and speedy compliance with updated legislation on rule changes.

As well as maintaining an adequately sized and suitably qualified team, the Group has also committed to continued in-house technology development to serve our regulatory and risk requirements. Over and above this, we have and continue to integrate third party specialist services including KYC, compliance and transaction monitoring tools.

As a further commitment to maintaining our standards and regulatory requirements, the Group independently retains the services of a specialist regulatory company. A highly regarded company within the financial markets, FS Com undertake quarterly reviews and an annual independent audit of our operations, policies and processes.

The Group has successfully met its MiFID II, PSD2 and GDPR requirements in 2018.

Operational risk

Centtrip rely on robust and tested systems, operational processes and IT infrastructure. In order to reduce the risks associated with systems errors, cyber-crime or ineffective processes, the Group has invested heavily and continues to invest in significant resources to minimise the associated risks. Additional staff, software and continuous training help the Group to maintain low levels of operational risk. As with regulatory risk, we have and continue to integrate third party specialist services including KYC, compliance and transaction monitoring tools.

Macroeconomic environment risk

Centtrip's business is sensitive to global macroeconomic conditions as the Group's revenue is linked to number and volume of users' transactions. The Centtrip business model, whilst built upon transparency and fairness, has been created to be highly agile and flexible, ensuring the company has an ability to adapt and change its charging structure to meet changing market conditions. Unlike other high profile 'fintech' companies, Centtrip – its model, services and fee structure was and continues to be built to create a robust and sustainable business.

CENTTRIP HOLDINGS LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

Financial crime risk

Centtrip has robust KYC and AML procedures, and performs ongoing monitoring of transactions to minimise the risks associated with such criminal activities or potential losses from financial crime. Investment in new monitoring tools and additional staff will continue as part of the company's robust attitude to minimising the risk of financial crime.

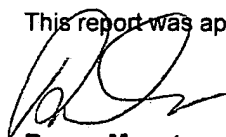
Breaches of data security

With the advent of the new General Data Protection Regulations, Centtrip has increased its security and processes around data handling, management and rewriting all of its terms and conditions to ensure early compliance with the latest legislation. We continue to invest in resilient and secure technology to prevent breaches of data security and engage with external ethical hackers to test the robustness of our systems.

Financial risk management

Centtrip has an Executive Risk Committee which meets every month and manages all aspects of the Group's business risks. This ranges from trapping potential errors in the on-boarding processes, to anti-money laundering training to ensuring compliance with our legal and regulatory obligations. The Executive committee prepares reports which are submitted and reviewed by the Centtrip Board at their monthly Board meetings.

This report was approved by the board and signed on its behalf.



Ronny Munster
Director

Date: 17/12/18

CENTTRIP HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present their report and the financial statements for the year ended 30 September 2018.

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments 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 Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the period, after taxation, amounted to £3,627,419 (2017 - loss £3,147,046).

No dividends were paid during the year and the directors do not recommend the payment of a final dividend.

Directors

The directors who served during the period were:

Brian Jamieson
Ronny Munster
Tony North
Paolo Catalfamo (appointed 27 July 2018)
Eric Nicoli (appointed 12 November 2018)
Haim Perry (appointed 12 November 2018)

CENTTRIP HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

Future developments

In line with significant Group growth, Centtrip moved offices on 1 December 2017. The newly refurbished offices in Shoreditch provide an exciting and vibrant location that is in keeping with the innovative and pioneering spirit of the Group whilst accommodating the continued growth of the business.

Successful investment rounds in 2017, including an investment of £3 million by Investar Global Capital paved the way for an extended technology, operations, sales and marketing capability that underpin service enhancements and additions throughout 2018. To maintain growth momentum further investment rounds are planned in early 2019.

The Group will continue to build upon its strong presence within key vertical markets whilst expanding its customer base into wider corporate and private client sectors. Projects are in place and further opportunities being explored to provide technology licenced based partnerships and joint ventures in other vertical markets and regions of the world. Recognising that there is a growing interest and utilisation of blockchain technology, the Group has made a commitment to ensure it is able to integrate and participate across this environment. The Group also plans to introduce named customer accounts by Q2 2018, which will significantly increase service capability for our customers and enhance Centtrip's ground-breaking approach to alternative banking and treasury management solutions.

Building upon the credible success the Group has experienced in serving the international music sector, Group co-founder, Tony North was appointed as head of sub-brand Centtrip MUSIC. In conjunction with an advisory board of respected and influential industry specialists, Centtrip MUSIC will aim to extend our current successes into wider applications across the music world.

A similar strategy has been applied to the Group's established and growing presence in the exclusive yachting sector. Centtrip MARINE will focus on maintaining this presence and extend our customer base into the wider maritime service sector.

The recruitment of a larger marketing team, partnership with a specialist communications agency and the allocation of a higher marketing budget underpinned a commitment to a pro-active and high profile presence of the Centtrip brand in 2018 which will continue into 2019.

The Group is actively pursuing new banking relationships to further improve the quality and efficiency of services we provide to our customers. Moreover, there is a commitment to seek both counterparty relationships and regulatory status in other regions to enable the expansion of the Centtrip brand into other parts of the world – with Holland and the USA being key targets for 2019.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the director 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 and the Group's auditor is aware of that information.

Post balance sheet events

Details of important events affecting the group which have occurred since the end of the financial year are given in note 22 to the financial statements.

CENTTRIP HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

Auditor

The auditor, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



Ronny Munster
Director

Date: 17/12/18

CENTTRIP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTTRIP HOLDINGS LIMITED

Opinion

We have audited the financial statements of Centtrip Holdings Limited (the 'parent company') and its subsidiaries (the 'Group') for the year ended 30 September 2018 which comprise the Consolidated statement of comprehensive income, Consolidated and parent company balance sheets, Consolidated and parent company statement of changes in equity, Consolidated statement of cash flows and the notes to the financial statements, 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 FRS 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 the group's and of the parent company's affairs as at 30 September 2018 and of the Group's loss 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 group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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 directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent 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.

CENTTRIP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTTRIP HOLDINGS LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are 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 directors determine 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 directors are responsible for assessing the group's or the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

CENTTRIP HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTTRIP HOLDINGS LIMITED
(CONTINUED)**

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. 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.

Nexia Smith & Williamson

Guy Swarbreck (Senior statutory auditor)

for and on behalf of

Nexia Smith & Williamson

Chartered accountants and Statutory Auditor

25 Moorgate
London
EC2R 6AY

Date: 17th December 2018

CENTTRIP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	Note	2018 £	2017 £
Turnover	4	3,613,497	1,650,956
Cost of sales		(1,326,002)	(905,786)
Gross profit		2,287,495	745,170
Administrative expenses		(6,140,958)	(4,002,912)
Loss before taxation		(3,853,463)	(3,257,742)
Tax on loss	8	226,044	110,696
Loss for the financial period		(3,627,419)	(3,147,046)
Total comprehensive income for the period		(3,627,419)	(3,147,046)
(Loss) for the period attributable to:			
Owners of the parent Company		(3,627,419)	(3,147,046)
		(3,627,419)	(3,147,046)
Total comprehensive income for the period attributable to:			
Owners of the parent Company		(3,627,419)	(3,147,046)
		(3,627,419)	(3,147,046)

There were no recognised gains and losses for 2018 or 2017 other than those included in the consolidated statement of comprehensive income.


The notes on pages 17 to 34 form part of these financial statements.

CENTTRIP HOLDINGS LIMITED
REGISTERED NUMBER: 10573558

CONSOLIDATED BALANCE SHEET
AS AT 30 SEPTEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	9	263,246	375,019
Tangible assets	10	30,294	23,928
		<u>293,540</u>	<u>398,947</u>
Current assets			
Debtors: amounts falling due after more than one year	12	144,820	62,436
Debtors: amounts falling due within one year	12	3,599,699	898,334
Cash at bank and in hand	13	1,937,975	1,048,072
		<u>5,682,494</u>	<u>2,008,842</u>
Creditors: amounts falling due within one year	14	(4,658,997)	(1,513,392)
Net current assets		<u>1,023,497</u>	<u>495,450</u>
Net assets		<u><u>1,317,037</u></u>	<u><u>894,397</u></u>
Capital and reserves			
Called up share capital		1,420	1,260
Share premium account	17	5,549,839	1,499,940
Merger reserve	17	7,262,580	7,262,580
Profit and loss account	17	(11,496,802)	(7,869,383)
		<u><u>1,317,037</u></u>	<u><u>894,397</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



Ronny Munster
Director

Date:

17/12/18

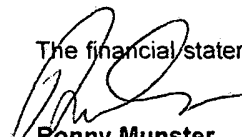
The notes on pages 17 to 34 form part of these financial statements.

CENTTRIP HOLDINGS LIMITED
REGISTERED NUMBER: 10573558

COMPANY BALANCE SHEET
AS AT 30 SEPTEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	11	5,551,148	1,501,150
		<u>5,551,148</u>	<u>1,501,150</u>
Current assets			
Debtors: amounts falling due within one year	12	8	-
Cash at bank and in hand	13	1,424,854	900,030
		<u>1,424,862</u>	<u>900,030</u>
Creditors: amounts falling due within one year	14	(1,468,958)	(900,020)
Net current (liabilities)/assets		<u>(44,096)</u>	<u>10</u>
Total assets less current liabilities		<u>5,507,052</u>	<u>1,501,160</u>
Net assets		<u>5,507,052</u>	<u>1,501,160</u>
Net assets		<u><u>5,507,052</u></u>	<u><u>1,501,160</u></u>
Capital and reserves			
Called up share capital		1,420	1,260
Share premium account	17	5,549,839	1,499,940
Profit and loss account brought forward		(40)	-
Loss for the period		(44,167)	(40)
Profit and loss account carried forward		<u>(44,207)</u>	<u>(40)</u>
		<u><u>5,507,052</u></u>	<u><u>1,501,160</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on


Ronny Munster
 Director 17/12/18

The notes on pages 17 to 34 form part of these financial statements.

CENTTRIP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	Called up share capital £	Share premium account £	Merger reserve £	Profit and loss account £	Total equity £
At 30 September 2016 as restated	1,150	7,262,580	-	(4,722,337)	2,541,393
Comprehensive income for the period					
Loss for the period	-	-	-	(3,147,046)	(3,147,046)
Total comprehensive income for the period	-	-	-	(3,147,046)	(3,147,046)
Shares issued during the period	110	1,499,940	-	-	1,500,050
Transfer between other reserves		(7,262,580)	7,262,580	-	-
Total transactions with owners	110	(5,762,640)	7,262,580	-	1,500,050
At 30 September 2017	1,260	1,499,940	7,262,580	(7,869,383)	894,397
At 1 October 2017	1,260	1,499,940	7,262,580	(7,869,383)	894,397
Comprehensive income for the period					
Loss for the period	-	-	-	(3,627,419)	(3,627,419)
Total comprehensive income for the period	-	-	-	(3,627,419)	(3,627,419)
Shares issued during the period	160	4,049,899	-	-	4,050,059
Total transactions with owners	160	4,049,899	-	-	4,050,059
At 30 September 2018	1,420	5,549,839	7,262,580	(11,496,802)	1,317,037

CENTTRIP HOLDINGS LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 19 January 2017	-	-	-	-
Comprehensive income for the year				
Loss for the period	-	-	(40)	(40)
Total comprehensive income for the period	-	-	(40)	(40)
Contributions by and distributions to owners				
Shares issued during the period	1,260	1,499,940	-	1,501,200
Total transactions with owners	1,260	1,499,940	-	1,501,200
At 30 September 2017	1,260	1,499,940	(40)	1,501,160
At 1 October 2017	1,260	1,499,940	(40)	1,501,160
Comprehensive income for the year				
Loss for the period	-	-	(44,167)	(44,167)
Total comprehensive income for the period	-	-	(44,167)	(44,167)
Contributions by and distributions to owners				
Shares issued during the period	160	4,049,899	-	4,050,059
Total transactions with owners	160	4,049,899	-	4,050,059
At 30 September 2018	1,420	5,549,839	(44,207)	5,507,052

CENTTRIP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	2018 £	2017 £
Cash flows from operating activities		
Loss for the financial year	(3,627,419)	(3,147,046)
Adjustments for:		
Amortisation of intangible assets	244,473	223,081
Depreciation of tangible assets	18,225	13,006
Taxation charge	(226,044)	(110,696)
(Increase) in debtors	(2,783,749)	(352,943)
Increase/(decrease) in creditors	2,620,818	(59,660)
R&D tax credit received	226,044	110,696
Net collateral paid to fund forwards	-	(125,572)
Loss on sale of tangible assets	3,904	-
Net cash generated from operating activities	(3,523,748)	(3,449,134)
Cash flows from investing activities		
Purchase of intangible fixed assets	(28,495)	(188,223)
Purchase of tangible fixed assets	(132,700)	(13,988)
Net cash from investing activities	(161,195)	(202,211)
Cash flows from financing activities		
Issue of ordinary shares	3,150,039	1,500,050
Cash received for shares issued in the prior year	-	125,000
Cash received in advance for share issue	1,424,807	900,020
Net cash generated in financing activities	4,574,846	2,525,070
Net increase/(decrease) in cash and cash equivalents	889,903	(1,126,275)
Cash and cash equivalents at beginning of year	1,048,072	2,174,347
Cash and cash equivalents at the end of the year	1,937,975	1,048,072
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	1,937,975	1,048,072

CENTTRIP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. General information

Centtrip Holdings Limited is a company limited by shares incorporated in England and Wales. The registered office is 1 Mark Square, London EC2A 4EG. The nature of the group's operations and its principal activities are set out in the Strategic report on page 1.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland 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 Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

Exemptions The parent company has taken advantage of the following exemptions available under FRS 102:

- the exemption from preparing a Statement of Cash Flows
- the exemption from preparing Company Profit and Loss Account

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 19 January 2017.

CENTTRIP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

2. Accounting policies (continued)

2.3 Group reorganisation and merger accounting

On 8 March 2017, the group undertook a group restructuring by creating a new top holding company, Centtrip Holdings Limited, which acquired the trading company, Centtrip Limited. The new parent is owned by the same shareholders, with the same relative holding of shares. The new parent, Centtrip Holdings Limited, obtained 100% of the share capital of the existing trading company, Centtrip Limited, via a share for share exchange. Centtrip Holdings Limited issued its own shares to mirror the number of shares in Centtrip Limited. As a result of the transaction, the ultimate equity holders of the new and old parent remained the same, and the rights of each equity holding, relative to the others, were unchanged.

The group reorganisation satisfied the criteria for merger accounting under both FRS 102 and the Companies Act 2006, namely:

- the use of merger accounting is not prohibited under company law;
- the ultimate equity holders remain the same, and the rights of each equity holding, relative to the others, are unchanged;
- no non-controlling interest in the net assets of the group is altered by the transfer;
- at least 90% of the nominal value of the relevant shares in the undertaking acquired is held by or on behalf of the group;
- the proportion referred to in the fourth bullet point above was attained by issue of equity shares of the parent and / or one or more subsidiaries; and
- the fair value of any non-equity consideration does not exceed 10%.

Based on the above criteria being met, the reorganisation was accounted for by using the merger accounting, namely:

- the carrying value of assets / liabilities acquired in Centtrip Limited were not fair valued but consolidated at carrying value;
- the results and cash flows of all combining entities were combined from the beginning of the year in which the restructuring occurred;
- the comparative information was restated for the previous period in terms of both profit and loss and balance sheet to be on a consistent basis;
- the share capital of the subsidiaries acquired was eliminated against the cost of the investment on the new parent company's balance sheet.
- as a result of the reconstruction the share premium reserve of Centtrip Limited were replaced with a merger reserve in the consolidated balance statement.

2.4 Going concern

The financial statements have been prepared on a going concern basis. The Group made a loss in the year of £3,627,419 (2017 - loss £3,147,046). In the same period Gross Revenue grew by 121% to £3.6m, Gross Profit was £2.3m and Gross Profit margin was 64%. The Group has net assets of £1,317,037 (2017 - £894,397) at the year end and has the continued financial support of the shareholders.

The directors have considered the forecast trading activity of the Group, the Group's cash and regulatory resource requirements and the Group's expected funding lines and believe that the Group will have adequate resources to continue trading and meet liabilities as they fall due.

The Group recently completed a further round of funding from within its existing shareholder base in October 2018 of £1.73m. Additionally, the Board has signed an agreement with KPMG LLP Advisory to raise significant funds for the Group in 2019 to enable it expand its global reach, product range and marketing opportunities.

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

2. Accounting policies (continued)

2.5 Revenue

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Annual card and licence fees are recognised as turnover over the period to which they relate. Card load fees are recognised on the date at which the customer loads their card or e-wallet with funds. Forward load fees are recognised at the date when the client enters into a forward contract with the company.

Where the company enters into contracts for forward delivery with its clients, the company also enters into separate matched forward contracts with an institutional counterparty. Wherever contracts for forward delivery are open at the year end, the balance of the contracts due from the company's clients at maturity is included in debtors, and the corresponding liability with the company's counterparty is included in creditors.

2.6 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated statement of comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Group has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard 01 October 2016 to continue to be charged over the period to the first market rent review rather than the term of the lease.

2.7 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.8 Borrowing costs

All borrowing costs are recognised in the Consolidated statement of comprehensive income in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

2. Accounting policies (continued)

2.9 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.10 Taxation

Tax is recognised in the Consolidated statement of comprehensive income, 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 balance sheet date in the countries where the Company and the Group operate and generate income.

2.11 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Software development	-	3 years straight line basis
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2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

2. Accounting policies (continued)

2.12 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Fixtures and fittings	- 4 years straight line basis
Computer equipment	- 3 years straight line basis

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated statement of comprehensive income.

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 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. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.15 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Balance sheet date.

2.16 Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instrument.

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 Statement of Comprehensive Income.

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

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

2. Accounting policies (continued)

2.16 Financial instruments (continued)

difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in cost of sales. The fair value of forward currency contracts is based on their observable prices in the foreign exchange market requiring no significant adjustment. The Group does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

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

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period.

Judgements

The classification of financial instruments as "basic" or "other" requires judgement as to whether all the applicable conditions for classification as basic are met. This includes consideration of the form of the instrument and its return.

Key sources of estimation uncertainty

Tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values where appropriate. The actual lives of the assets and their residual values are assessed annually and may vary depending on a number of factors.

Intangible fixed assets

Intangible fixed assets comprise capitalised development costs. An annual review is undertaken to consider whether the intangibles are impaired consider if any of the development work is: i) no longer economically viable, ii) no longer being actively used within a Centtrip product or iii) no longer going to be used in a product in development. To date no such impairment is considered necessary.

CENTTRIP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

4. Turnover

An analysis of turnover by class of business is as follows:

	2018 £	2017 £
Revenue obtained from the provision of currency payment and card services including: annual card fees, license fees and load fees	3,613,497	1,650,956

All turnover arose within the United Kingdom.

5. Operating loss

The operating loss is stated after charging/(crediting):

	2018 £	2017 £
Depreciation of tangible fixed assets	18,225	13,006
Amortisation of intangible assets, including goodwill	244,473	223,081
Fees payable to the Group's auditor and its associates for the audit of the Company's annual financial statements	19,100	18,500
Other operating lease rentals	362,104	72,433
Exchange differences	(1,269)	2,461
Defined contribution pension cost	62,332	15,649

6. Auditor's remuneration

	2018 £	2017 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	19,100	18,500
Fees payable to the Group's auditor and its associates in respect of:		
Audit-related services	4,900	4,750
All other services	2,000	3,850
	6,900	8,600

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2018 £	2017 £
Wages and salaries	3,316,046	2,105,206
Social security costs	402,435	248,846
Cost of defined contribution scheme	62,332	15,649
	<u>3,780,813</u>	<u>2,369,701</u>

The average monthly number of employees, including the directors, during the period was as follows:

	2018 No.	2017 No.
Management and operations	10	8
Sales and marketing	24	19
Finance	2	2
IT, compliance and admin	13	8
	<u>49</u>	<u>37</u>

The Company has no employees other than the directors, who did not receive any remuneration (2017 - £NIL).

	2018 £	2017 £
Directors' emoluments	<u>861,757</u>	<u>1,058,315</u>

The highest paid director received remuneration of £185,276 (2017 - £341,696).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £1,146 (2017 - £NIL).

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

8. Taxation

	2018 £
Corporation tax	
Research and development tax credit	(226,044)

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2017 - the same as) the standard rate of corporation tax in the UK of 19% (2017 - 19.50%). The differences are explained below:

	2018 £	2017 £
Loss on ordinary activities before tax	(3,853,463)	(3,257,742)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.50%)	(732,158)	(635,260)
Effects of:		
Expenses not deductible for tax purposes	16,727	18,433
Capital allowances for period/year in excess of depreciation	27,545	22,791
R&D tax repayment	(226,044)	(110,696)
Unrelieved tax losses carried forward	687,886	594,036
Total tax (credit) for the year	(226,044)	(110,696)

Factors that may affect future tax charges

The Group has estimated losses of £9,700,000 (2017 - £7,800,000) available for carry forward against future trading profits.

CENTTRIP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

9. Intangible assets

Group and Company

	Computer software £
Cost	
At 1 October 2017	811,843
Additions	132,700
At 30 September 2018	<u>944,543</u>
Amortisation	
At 1 October 2017	436,824
Charge for the year	244,473
At 30 September 2018	<u>681,297</u>
Net book value	
At 30 September 2018	<u>263,246</u>
At 30 September 2017	<u>375,019</u>

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

10. Tangible fixed assets

Group and Company

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 October 2017	9,494	59,580	69,074
Additions	-	28,495	28,495
Disposals	(9,494)	-	(9,494)
At 30 September 2018	-	88,075	88,075
Depreciation			
At 1 October 2017	5,072	40,074	45,146
Charge for the period on owned assets	518	17,707	18,225
Disposals	(5,590)	-	(5,590)
At 30 September 2018	-	57,781	57,781
Net book value			
At 30 September 2018	-	30,294	30,294
At 30 September 2017	4,422	19,506	23,928

11. Fixed asset investments

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Principal Holding activity
Centtrip Limited	Ordinary shares	E-money 100 % issuer

The aggregate of the share capital and reserves as at 30 September 2018 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Loss £
Centtrip Limited	1,361,133	(3,583,252)

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

11. Fixed asset investments (continued)

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 October 2017	1,501,150
Additions	4,049,998
At 30 September 2018	<u>5,551,148</u>
Net Book Value	
At 30 September 2018	<u>5,551,148</u>
At 30 September 2017	<u>1,501,150</u>

12. Debtors

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Due after more than one year				
Long term deposits	<u>144,820</u>	<u>62,436</u>	<u>-</u>	<u>-</u>
Due within one year				
Trade debtors	211,549	5,927	-	-
Short term deposits and other debtors	347,933	199,487	8	-
Prepayments and accrued income	73,552	352,903	-	-
VAT recoverable	2,741	-	-	-
Derivative financial assets at fair value	2,963,924	340,017	-	-
	<u>3,599,699</u>	<u>898,334</u>	<u>8</u>	<u>-</u>

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

13. Cash and cash equivalents

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Cash at bank and in hand	1,937,975	1,048,072	1,424,854	900,030

14. Creditors: Amounts falling due within one year

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Other loans	900,000	-	-	-
Cash received in advance for shares	1,424,807	900,020	1,424,807	900,020
Trade creditors	177,087	191,432	-	-
Amounts owed to group undertakings	-	-	44,151	-
Other taxation and social security	127,337	95,311	-	-
Other creditors	8,885	-	-	-
Accruals and deferred income	153,673	112,980	-	-
Derivative financial liabilities at fair value	1,867,208	213,649	-	-
	4,658,997	1,513,392	1,468,958	900,020

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

15. Financial instruments

Integral to the Group's provision of card and treasury services is the provision of derivative financial instruments to its clients, as such these are significant to its financial performance and position. Where the Group enters into a foreign exchange contract for a client, a matching deal is immediately executed with an institutional counterparty. The fair value of forward currency contracts is based on their observable prices in the foreign exchange market requiring no significant adjustment.

All forward currency contracts, whether derivative financial assets held at fair value or derivative financial liabilities held at fair value, mature within one year.

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Financial assets				
Financial assets measured at fair value through profit or loss	2,963,924	340,017	-	-
Financial assets that are debt instruments measured at amortised cost	2,642,277	1,315,922	8 900,030	
Financial assets that are equity instruments measured at cost less impairment	-	-	5,551,148	1,501,150
	<u>5,606,201</u>	<u>1,655,939</u>	<u>5,551,156</u>	<u>2,401,180</u>
Financial liabilities				
Derivative financial instruments measured at fair value through profit or loss held as part of a trading portfolio	(1,867,208)	(213,649)	-	-
Other financial liabilities measured at fair value through profit or loss	-	-	-	-
Financial liabilities measured at amortised cost	(2,510,779)	(1,091,452)	(1,468,958)	(900,020)
	<u>(4,377,987)</u>	<u>(1,305,101)</u>	<u>(1,468,958)</u>	<u>(900,020)</u>

Financial assets measured at fair value through profit or loss comprise forward currency contracts.

Financial assets that are debt instruments measured at amortised cost comprise trade debtors, other debtors, accrued income.

Derivative financial instruments measured at fair value through profit or loss comprise forward currency contracts.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, loans and accruals.

NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018

Financial risk management

The Group's principal risk management objective is to avoid financial loss and manage the Group's working capital requirements to continue in operations. A detailed list of the company's principal risks and uncertainties can be found in the Strategic report.

Credit risk

The Group undertakes continuous robust credit analysis before setting and varying trading limits and accepting trades from each client. All open positions are monitored automatically in real time and require both initial margin and if necessary variation margin (in the form of cash deposits) is taken from clients to mitigate the company's exposure to credit risk.

Liquidity risk

All forward currency contracts, whether derivative financial assets held at fair value or derivative financial liabilities held at fair value, mature within one year.

Market risk

Market risk comprises foreign exchange risk, interest rate risk and price risk. The Group does not consider any of these factors to have a material significance to its operations.

Foreign exchange risk is mitigated through the matching of foreign currency assets and liabilities between clients and institutional counterparties which move in parity. The company maintains non-sterling currency balances with institutional counterparties only to the extent necessary meet its immediate obligations with those institutional counterparties.

Interest rate risk affects the Group to the extent that forward foreign currency contracts have an implied interest rate adjustment factored in to their price, which is subject to volatility. This risk is mitigated in the same way as foreign currency risk. The company has no interest-bearing debt.

Price risk does not affect the Group, which has no exposure to equity securities.

Managing capital

Management regularly review the adequacy of the Group's capital. The level of capital is in excess of the capital requirement of the trading entity, Centtrip Limited, set by the Financial Conduct Authority.

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

16. Share capital

Shares classified as equity

	2018 £	2017 £
Alloted, called up and fully paid		
1,370,000 A ordinary shares of £0.001 each	1,370	1,210
50,000 B ordinary shares of £0.001 each	50	50
	<u>1,420</u>	<u>1,260</u>

On 8 March 2017, the group undertook a group restructuring by creating a new top holding company, Centtrip Holdings Limited, which acquired the trading company, Centtrip Limited. The new parent is owned by the same shareholders, with the same relative holding of shares, being 1,150,000 A Ordinary shares of £0.001 each.

The new parent, Centtrip Holdings Limited, obtained 100% of the share capital of the existing trading company, Centtrip Limited, via a share for share exchange. Centtrip Holdings Limited issued 1,150,000 A Ordinary shares of £0.001 each at par to mirror the number of shares in Centtrip Limited. As a result of the transaction, the ultimate equity holders of the new and old parent remained the same, and the rights of each equity holding, relative to the others, were unchanged.

Subsequently the company issued 60,000 A Ordinary shares of £0.001 each for £1,500,000. The corresponding share premium is detailed in the statement of changes in equity. The company also issued 50,000 B ordinary shares of £0.001 each at par.

In 2018, the Company issued 160,000 A Ordinary shares of £0.001 each for £4,050,059.

A and B ordinary shares rank pari passu except for:

Each A ordinary share carries one vote and a right to participate in distributions of dividends and capital (including on a winding up) and is not redeemable.

Each B ordinary share carries one vote and a right to participate in distributions of dividends and capital (including on a winding up) and is not redeemable.

Dividends may be declared on A ordinary shares or B ordinary shares separately and need not be declared on both.

CENTTRIP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 30 SEPTEMBER 2018**

17. Reserves

Share premium account

This reserve represents the additional amounts shareholders have paid for their issued shares in excess of the par value of the shares.

Merger Reserve

This reserve represents additional amounts shareholders have paid for their issued shares in Centtrip Limited in excess of the par value of the shares. This share premium has been reclassified as a merger reserve on the Group reorganisation during the year.

Profit and loss account

This reserve is used to record the cumulative retained profit and losses recognised in the Statement of Comprehensive Income together with other items such as dividends.

18. Share based payments

The company has an HMRC approved share option scheme for employees. The options only vest and are only exercisable in the event of a sale of the company and will be settled in equity once exercised. Options are forfeited if an individual leaves the company before the options vest and if the options remain unexercised after a period of 10 years from the date of grant, they will expire. Since no sale of the company is considered probable, no charge has been recognised for share based payments.

During the year ended 30 September 2018 a total of 11,750 (2017 - 132,500) share options were granted with an exercise price of £3.70 (2017 - £2.50) per option. All options have an expiry date of 22 March 2027. No options were exercisable at 30 September 2018 and 30 September 2017.

19. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £62,332 (2017 - £15,649). Contributions totaling £23,284 (2017 - £5,095) were payable to the fund at the balance sheet date and are included in creditors.

20. Commitments under operating leases

At 30 September 2018 the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2018 £	<i>Group 2017 £</i>
Not later than 1 year	377,104	542,838
Later than 1 year and not later than 5 years	-	100,898
	<u>377,104</u>	<u>643,736</u>

CENTTRIP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

21. Related party transactions

Key management personnel

Key management are those persons having authority and responsibility for planning, controlling and directing the activities of the company.

In the opinion of the Board, key personnel are the directors of the company. Key management personnel remuneration amounted to £861,757 (2017: £1,058,315)

Related party transactions

During the year, the company purchased an additional 111,081 (2017 - 60,000) shares with nominal value of £0.001 per share in Centtrip Limited, its wholly owned subsidiary, for consideration of £4,049,988 (2017 - £1,500,000).

During the year Anthony North, a director of the company, had expenses paid on his behalf by the company of £21,840 (2017: £nil). At 30 September 2018 £8,379 (2017: £946) remained outstanding.

During the year £15 (2017: £238) was paid to Eric Nicoli, a director of the company, for the introduction of clients. At 30 September 2018 £nil (2017: £nil) remained outstanding.

During the year £1,258 (2017: £1,108) was paid to Munrose FD Services Ltd, a company controlled by Ronny Munster, a director of the company. At 30 September 2018 £89 (2017: £nil) remained outstanding.

Liquidation costs totalling £nil (2017: £8,240), being £nil (2017: £2,746) per company were paid by the company on behalf of Centtrip Investors 1 Limited, Centtrip Investors 2 Limited and Centtrip Investors 3 Limited. These entities have two common directors with Centtrip Limited. At the year end £nil (2017: £nil) was outstanding in relation to these entities.

22. Post balance sheet events

Following the year end, the parent company has issued shares for the amount of £1.7m.

23. Ultimate controlling party

There is no deemed ultimate controlling party by virtue of shareholding.