

BPOST INTERNATIONAL (UK) LIMITED

Registered number: 03855411

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012



BPOST INTERNATIONAL (UK) LIMITED

COMPANY INFORMATION

DIRECTORS	M Barrell (appointed 10 July 2012) L D Munck T Dellis P Somers P K A Wadlow (appointed 7 October 2012) P Winand
COMPANY SECRETARY	P Somers
REGISTERED NUMBER	03855411
REGISTERED OFFICE	Unit 1A Parkway Cranford Lane Heston Hounslow TW5 9QA
INDEPENDENT AUDITORS	Haines Watts Chartered Accountants & Statutory Auditors 7 - 11 Station Road Reading Berkshire RG1 1LG

BPOST INTERNATIONAL (UK) LIMITED

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BPOST INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and the financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company is that of international mail distributors and cross-border direct mailings

In 2012 Bpost 'NV van publiek recht', the parent company made a decision to invest into an operation within the UK, to strengthen the relationships with existing customers and to create a second outbound and inbound European gateway for volumes originating from Bpost entities around the world

In July 2012 a team was put together and for the next three months a facility found in Heston Middlesex and fit out completed. In October 2012 we commenced full scale operations on time and within budget providing a valuable alternative to Brussels for volumes to key worldwide destinations

All necessary licenses for operating within a secured approved HMRC and Department for Transport facility were obtained

The expected revenue for the year of £1m was achieved and the operation fully tested. A new IT system was commissioned and delivered on time

Customer feedback was very positive and the 2013 forecast are for revenues to exceed £20m

Cash flow has remained very positive and the forecast throughout 2013 is for this to remain the case

The outlook for 2013 is very positive

RESULTS

The loss for the year, after taxation, amounted to £336,898 (2011 - profit £NIL)

DIRECTORS

The directors who served during the year were

M Barrell (appointed 10 July 2012)
L D Munck
T Dellis
P Somers
P K A Wadlow (appointed 7 October 2012)
P Winand

BPOST INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS' RESPONSIBILITIES STATEMENT

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 elected to prepare 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 judgments and accounting estimates that are reasonable and prudent,
- 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.

DISCLOSURE OF INFORMATION TO AUDITORS

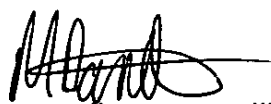
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that 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's auditors are aware of that information.

AUDITORS

Under section 487(2) of the Companies Act 2006, Haines Watts will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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



M Barrell
Director

Date 24.09.2013

BPOST INTERNATIONAL (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BPOST INTERNATIONAL (UK) LIMITED

We have audited the financial statements of Bpost International (UK) Limited for the year ended 31 December 2012, set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders those matters we are required to state to them in an Auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' responsibilities statement, 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 company's affairs as at 31 December 2012 and of its 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.

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.

BPOST INTERNATIONAL (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BPOST INTERNATIONAL (UK) LIMITED

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 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

Haines Watts

Peter Wright BSc FCA (Senior statutory auditor)

for and on behalf of

Haines Watts

Chartered Accountants & Statutory Auditors

7 - 11 Station Road

Reading

Berkshire

RG1 1LG

26 September 2013

BPOST INTERNATIONAL (UK) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	2012 £	2011 £
TURNOVER	1,2	1,024,583	-
Cost of sales		(812,108)	-
GROSS PROFIT		212,475	-
Administrative expenses		(542,304)	-
OPERATING LOSS	3	(329,829)	-
Interest payable and similar charges	7	(7,069)	-
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(336,898)	-
Tax on loss on ordinary activities	8	-	-
LOSS FOR THE FINANCIAL YEAR	13	(336,898)	-

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

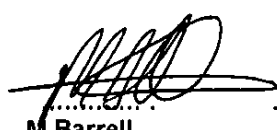
The notes on pages 7 to 12 form part of these financial statements

BPOST INTERNATIONAL (UK) LIMITED
REGISTERED NUMBER 03855411

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Tangible assets	9		468,909		-
CURRENT ASSETS					
Debtors	10	1,173,993		-	
Cash at bank and in hand		1,160,986		851	
			<u>2,334,979</u>	<u>851</u>	
CREDITORS amounts falling due within one year	11	(3,139,935)		-	
NET CURRENT (LIABILITIES)/ASSETS			<u>(804,956)</u>		<u>851</u>
NET (LIABILITIES)/ASSETS			<u>(336,047)</u>		<u>851</u>
CAPITAL AND RESERVES					
Called up share capital	12		32,497,599		32,497,599
Profit and loss account	13		(32,833,646)		(32,496,748)
SHAREHOLDERS' (DEFICIT)/FUNDS	14		<u>(336,047)</u>		<u>851</u>

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


M Barrell
Director

Date 24-09-2013

The notes on pages 7 to 12 form part of these financial statements

BPOST INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 TURNOVER

Turnover comprises revenue recognised by the company in respect of services supplied during the year, exclusive of Value Added Tax and trade discounts

Revenue is recognised when services have been supplied to the customer

1.3 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Short-term leasehold property	-	10 years
Plant and machinery	-	5 years
Computer equipment	-	5 years

1.4 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment

1.5 OPERATING LEASES

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term

1.6 FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss account

1.7 PENSIONS

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

1.8 GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes that the company will continue to receive ongoing support from group undertakings

BPOST INTERNATIONAL (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

2. TURNOVER

The whole of the turnover is attributable to the one principal activity of the company

3. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging

	2012 £	2011 £
Depreciation of tangible fixed assets - owned by the company	22,935	-

4 AUDITORS' REMUNERATION

	2012 £	2011 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	8,000	-

5 STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2012 £	2011 £
Wages and salaries	236,272	-
Social security costs	12,726	-
Other pension costs	9,246	-
	258,244	-

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

	2012 No.	2011 No
Management and Administration	8	0

6. DIRECTORS' REMUNERATION

	2012 £	2011 £
Remuneration	97,500	-

BPOST INTERNATIONAL (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

7. INTEREST PAYABLE

	2012	2011
	£	£
On loans from group undertakings	7,069	-

8. TAXATION

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2011 - n/a) the standard rate of corporation tax in the UK of 24.5% (2011 - n/a). The differences are explained below

	2012	2011
	£	£
Loss on ordinary activities before tax	(336,898)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 - n/a%)	(82,540)	-
EFFECTS OF		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,428	-
Capital allowances for year in excess of depreciation	(4,318)	-
Unrelieved tax losses carried forward	85,430	-
CURRENT TAX CHARGE FOR THE YEAR (see note above)	-	-

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The company has taxation losses of approximately £988,000 to carry forward against future profits

BPOST INTERNATIONAL (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

9 TANGIBLE FIXED ASSETS

	Short-term leasehold property £	Computer equipment £	Plant and machinery £	Total £
COST				
At 1 January 2012	-	-	-	-
Additions	157,545	149,513	185,216	492,274
Disposals	-	(430)	-	(430)
At 31 December 2012	157,545	149,083	185,216	491,844
DEPRECIATION				
At 1 January 2012	-	-	-	-
Charge for the year	3,178	7,979	11,778	22,935
At 31 December 2012	3,178	7,979	11,778	22,935
NET BOOK VALUE				
At 31 December 2012	154,367	141,104	173,438	468,909
At 31 December 2011	-	-	-	-

10. DEBTORS

	2012 £	2011 £
Trade debtors	1,026,537	-
Other debtors	124,950	-
Prepayments and accrued income	22,506	-
	1,173,993	-

**11. CREDITORS
AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2012 £	2011 £
Trade creditors	306,373	-
Amounts owed to group undertakings	2,059,236	-
Other taxation and social security	18,082	-
Accruals and deferred income	756,244	-
	3,139,935	-

BPOST INTERNATIONAL (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

12. SHARE CAPITAL

	2012 £	2011 £
ALLOTTED, CALLED UP AND FULLY PAID		
32,497,599 Ordinary shares of £1 each	<u>32,497,599</u>	<u>32,497,599</u>

13. RESERVES

	Profit and loss account £
At 1 January 2012	(32,496,748)
Loss for the financial year	(336,898)
At 31 December 2012	<u>(32,833,646)</u>

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Opening shareholders' funds	851	851
(Loss)/profit for the financial year	(336,898)	-
Closing shareholders' (deficit)/funds	<u>(336,047)</u>	<u>851</u>

15. PENSION COMMITMENTS

The company operates a defined contributions pension scheme for employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge represents contributions payable by the company to the fund and amounted to £9,246 (2011: £Nil).

16. OPERATING LEASE COMMITMENTS

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2012 £	2011 £	2012 £	Other 2011 £
EXPIRY DATE:				
Between 2 and 5 years	<u>213,044</u>	<u>-</u>	<u>-</u>	<u>-</u>

BPOST INTERNATIONAL (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's ultimate parent undertaking and controlling party is Bpost NV, a company registered in Belgium. The accounts of Bpost NV can be obtained from Muntcentrum, 1000 Brussel / Centre Monnaie, 1000 Bruxelles.