

38.05.11

**Cardpoint Nederland Limited**

**Directors' Report and Financial Statements**

**Year Ended 30 September 2009**

TUESDAY



\*ASMHKKAJ\*

A29

25/05/2010

46

COMPANIES HOUSE

**CONTENTS**

	<b>Page</b>
DIRECTORS AND OTHER INFORMATION	2
DIRECTORS' REPORT	3
BALANCE SHEET	4
NOTES TO THE FINANCIAL STATEMENTS	5 - 7

**DIRECTORS AND OTHER INFORMATION**

**Board of Directors**

M J Maloney  
M Edwards

**Solicitors**

Halliwells LLP  
3 Hardman Square  
Manchester  
M3 3EB

**Secretary and Registered Office**

B M Hogan  
Davidson House  
Gadbrook Park  
Northwich  
Cheshire  
CW9 7TW

**Bankers**

Bank of Scotland  
155 Bishopsgate  
London  
EC2M 3YB

The Royal Bank of Scotland  
280 Bishopgate  
London  
EC2M 4RB

**Company registration number** 3879474

## DIRECTORS' REPORT

The directors present their report together with the financial statements for the year ended 30 September 2009

### Principal activity

The company did not trade during the year. There has been no income and expenditure and no change has arisen in the position of the company. Any expenses have been met by other group undertakings.

### Directors

The membership of the Board during the year is set out below. All directors served throughout the year unless otherwise indicated.

M J Maloney

J T Murphy (resigned 30 January 2009)

P F Smyth (resigned 8 April 2010)

M Edwards (appointed 13 August 2009)

M Turrell (appointed 12 March 2009, resigned 10 August 2009)

### Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that 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.

### On order of the Board

B M Hogan  
Secretary



10 May 2010

**BALANCE SHEET**  
**As at 30 September 2009**

	Notes	2009 £	2008 £
<b>Current assets</b>			
Debtors	2	<u>100</u>	<u>100</u>
<b>Net assets</b>		<u>100</u>	<u>100</u>
<b>Capital and reserves</b>			
Called up share capital	3	<u>100</u>	<u>100</u>
<b>Shareholders' funds</b>		<u>100</u>	<u>100</u>

For the year ended 30 September 2009 the company was entitled to exemption from audit under Section 477 of the Companies Act 1985. Members have not required the company to obtain an audit of its accounts for the year in question in accordance with Section 477 of the Companies Act 2006.

The directors acknowledge their responsibility for ensuring that the company keeps accounting records which comply with Sections 386-389, and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Sections 394-397, and which otherwise comply with the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board of Directors on 10 May 2010.



M J Maloney  
Director  
Cardpoint Nederland Limited  
Registered no 3879474

## NOTES TO THE FINANCIAL STATEMENTS

## 1 Principal accounting policies

**Basis of preparation**

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards

## 2 Debtors

	2009 £	2008 £
Amounts owed by parent undertaking	<u>100</u>	<u>100</u>

## 3 Share capital

	2009 £	2008 £
<b>Authorised</b>		
Ordinary shares of £1 each	900	900
"A" ordinary shares of £1 each	76	76
"B" ordinary shares of £1 each	<u>24</u>	<u>24</u>
	<u>1,000</u>	<u>1,000</u>
<b>Issued</b>		
"A" ordinary shares of £1 each	76	76
"B" ordinary shares of £1 each	<u>24</u>	<u>24</u>
	<u>100</u>	<u>100</u>

The ordinary shares, "A" ordinary shares and "B" ordinary shares rank pari passu in all material respects. A detailed summary of the rights attaching to each type of share is provided in the company's Articles of Association.

## 4 Cash flow statements and related party disclosures

The company is a wholly-owned subsidiary, of Payzone plc and is included in the consolidated financial statements of Payzone plc, which are publicly available. Consequently, the company has taken exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of Payzone plc group. There are no other related party transactions requiring disclosure in the financial statements in accordance with FRS 8.

## 5 Ultimate parent undertaking

The company's immediate parent undertaking is Cardpoint Group Limited, a company incorporated in United Kingdom.

The company's ultimate parent undertaking and controlling party is Payzone plc, a company incorporated in the Republic of Ireland, which is the parent undertaking of the largest and smallest group to consolidate these financial statements. Copies of Payzone plc consolidated financial statements can be obtained from Payzone House, 4 Heather Road, Sandyford Industrial Estate, Dublin 18, Ireland.

## NOTES TO THE FINANCIAL STATEMENTS - continued

### 6 Going concern

The financial statements have been prepared on a going concern basis

Notwithstanding that the company's ultimate parent Payzone plc will be liquidated the directors consider the going concern basis of accounting appropriate as this company will continue in operation following its acquisition on 9 April 2010 by a new group headed by Prize Holdings S A

This acquisition follows on from the announcement on 5 February 2010, that an agreement had been reached between Duke Street and the Payzone plc's banking syndicate on the terms of a debt and share capital restructuring. This restructuring involved the acquisition by subsidiaries of Prize Holdings S A of the share capital of alphyra holdings Limited and Cardpoint Limited. These companies and their subsidiaries will continue on a going concern basis. Details of the acquisition have been set out in more detail in note 7.

The validity of the going concern assumption is dependent on Prize Holdings S A and its subsidiaries ("the continuing group"), which includes this company, achieving operating profitability for the years ending 30 September 2010 and 30 September 2011 and the continued support of the group's bankers and shareholders.

The directors have reviewed the forecast trading results of the group for a period of three years from the date of approval of this financial information. Despite continuing difficult trading conditions, the directors believe that the group operates robust business models across its divisions, which are strongly cash generative. Furthermore the directors are satisfied that management has already taken and will continue to take steps to allow the group to achieve operating profitability notwithstanding the current economic climate. Additionally the new debt arrangements provide no capital repayments or covenant testing will take place until 2011. The investment by Duke Street also provided additional working capital facilities to the continuing group.

In addition the continuing group has various mechanisms and opportunities to ensure that it can react to changes in the geographic territories in which it operates. These include:

- redeploying profit generating assets,
- leveraging IT efficiencies across the group,
- further reducing variable costs, and
- disposal of business not considered a strategic fit for the group.

The directors are satisfied that in view of the continuing group's existing bank relationship, the recently signed debt and share capital restructuring and the associated positive cash flows, the group should have the necessary resources to meet its expected financial obligations. Accordingly, they believe it is appropriate for these financial statements to be prepared on a going concern basis.

### 7 Subsequent events

On 23 December 2009, the group reached an agreement to sell its Electronic Transfer ("EFT") payment solutions and terminal business in The Netherlands. The business has been sold to FIBAD B V., a provider of payment solutions. The cash consideration received by the group for the business being sold is €5.7 million. In addition, the transaction resulted in the release of deposits and financial guarantees totalling €1.0 million, provided as security for the business bank overdraft facilities. Following this transaction, the group no longer has an operational presence in The Netherlands.

On the 5 February 2010, Payzone plc ("the Company") announced that an agreement had been reached between Duke Street and the group's banking syndicate on the terms of a debt and share capital restructuring. The restructuring involved the appointment of Ernst and Young as receivers to Payzone plc, the ultimate parent of the group and the disposal of the direct subsidiaries of Payzone plc to a newly formed company, Prize Holdings S A ("the Transaction"). Duke Street has taken a controlling stake in the Prize Holdings S A and the amount of debt owing to the banking syndicate has been reduced from €320 million to €82 million.

## NOTES TO THE FINANCIAL STATEMENTS - continued

### 7 Subsequent events - continued

Trading in the Company's ordinary shares on the Alternative Investment Market of the London Stock Exchange ("AIM"), was suspended on the 5 February 2010, and will be cancelled on 10 May 2010

The receivers disposed of the entire issued share capital of the two subsidiaries of Payzone plc, Cardpoint Limited and Alphyra Holdings Limited, and novated the intercompany debt owed to Payzone plc by its subsidiaries to subsidiaries of Prize Holdings S A in return for the consideration and assumption of part of the Group's debt as described below

As part of novation of the intercompany debts, Payzone plc's subsidiaries' intercompany liabilities to Payzone plc were novated to Alphyra Holdings Limited and Cardpoint Limited

Prize Holdings S A became the ultimate owner of all the operating subsidiaries of the group. None of the group's subsidiaries were placed into administration or any other insolvency process. As part of the Transaction, Duke Street invested €45 million in the Prize Holdings S A. Prize Holdings S A assumed approximately €109 million of bank debt and guarantees owed to the banking syndicate, of which €27 million was repaid by Prize Holdings S A out of the funds invested by Duke Street.

A member of the purchasing group will issue a deferred consideration note in favour of the banking syndicate, payments under which are capped at €6.3 million and are contingent upon performance over the three years following completion. The funds invested by Duke Street were used to provide working capital to the Group in addition to €11 million of headroom in the form of an RCF provided by the banking syndicate.

The banking syndicate acquired a 16% interest in the Prize Holdings S A, with the balance being held by Duke Street (69%) and by certain of the current senior management of the Company (15%). Following the completion of the transaction on 9 April 2010, Payzone plc, which was a holding company, divested all of its subsidiaries and used any remaining funds to satisfy certain liabilities of the Company which had ceased to trade on 5 February 2010.