

**ESECLENDING (EUROPE) LIMITED**  
**FINANCIAL STATEMENTS**  
**31 DECEMBER 2017**

**FILING COPY**



# **ESECLENDING (EUROPE) LIMITED**

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# **ESECLENDING (EUROPE) LIMITED**

## **COMPANY INFORMATION**

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**Directors**

E J Oliver  
C Starble

**Registered number**

04150127

**Registered office**

25 Old Broad Street  
London  
EC2N 1HQ

**Independent auditor**

Blick Rothenberg Audit LLP  
16 Great Queen Street  
Covent Garden  
London  
WC2B 5AH

**ESECLENDING (EUROPE) LIMITED**

REGISTERED NUMBER:04150127

**BALANCE SHEET  
AS AT 31 DECEMBER 2017**

	Note	2017 £	2016 £
<b>Fixed assets</b>			
Tangible assets	4	165,363	193,008
Investments	5	16,504	16,504
		<u>181,867</u>	<u>209,512</u>
<b>Current assets</b>			
Debtors	6	869,842	929,375
Cash at bank and in hand		27,492	39,134
		<u>897,334</u>	<u>968,509</u>
Creditors: amounts falling due within one year	7	(330,326)	(534,360)
<b>Net current assets</b>		<u>567,008</u>	<u>434,149</u>
<b>Total assets less current liabilities</b>		<u>748,875</u>	<u>643,661</u>
Creditors: amounts falling due after more than one year	8	(137,939)	(161,341)
<b>Provisions for liabilities</b>			
Deferred tax	9	(19,349)	(21,922)
Other provisions	10	(4,800)	(2,400)
		<u>(24,149)</u>	<u>(24,322)</u>
<b>Net assets</b>		<u><u>586,787</u></u>	<u><u>457,998</u></u>

**ESECLENDING (EUROPE) LIMITED**

REGISTERED NUMBER:04150127

**BALANCE SHEET (CONTINUED)  
AS AT 31 DECEMBER 2017**

	Note	2017 £	2016 £
<b>Capital and reserves</b>			
Called up share capital	11	1,376,398	1,376,398
Other reserves		6,000	6,000
Profit and loss account		(795,611)	(924,400)
<b>Total equity</b>		<b>586,787</b>	<b>457,998</b>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the 'small companies' regime within Part 15 of the Companies Act 2006 and in accordance with Section 1A of Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies' regime. The profit and loss account and directors' report have not been filed.

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



**E J Oliver**  
Director

Date: 3/4/18

# **ESECLENDING (EUROPE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **1. General information**

eSecLending (Europe) Limited is a private company limited by shares incorporated in England. The address of its registered office and principal place of business is 25 Old Broad Street, London, EC2N 1HQ.

The financial statements are presented in Sterling (£).

### **2. Accounting policies**

#### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ('FRS 102') and the Companies Act 2006.

The following principal accounting policies have been applied:

#### **2.2 Going concern**

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date these financial statements were approved. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

#### **2.3 Revenue recognition**

Revenue from contracts to provide sales and marketing services to related companies is recognised in the period in which the services are provided. Revenue is recognised to the extent that it is probable that the company will receive the consideration due under the contract and the amount of revenue can be measured reliably. Revenue is measured as the fair value of the consideration received or receivable, excluding value added tax.

#### **2.4 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.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

# **ESECLENDING (EUROPE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **2. Accounting policies (continued)**

#### **2.4 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.

Depreciation is provided on the following basis:

Leasehold Property	- 10%
Fixtures & fittings	- 20%
Office equipment	- 20%
Other fixed assets	- 20%

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 profit and loss account.

#### **2.5 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.

#### **2.6 Financial instruments**

The company has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

The company's policies for its major classes of financial assets and financial liabilities are set out below.

##### **Financial assets**

Basic financial assets, including trade and other debtors, cash and bank balances and intercompany working capital balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

# **ESECLENDING (EUROPE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **2. Accounting policies (continued)**

#### **Financial instruments (continued)**

##### **Financial liabilities**

Basic financial liabilities, including trade and other creditors are initially recognised at transaction price. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

##### **Impairment of financial assets**

Financial assets 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 profit and loss account.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between the asset's carrying amount and the best estimate of the amount the company would receive for the asset if it were to be sold at the reporting date.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If the 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.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

##### **Derecognition of financial assets and financial liabilities**

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### **Offsetting of financial assets and financial liabilities**

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.



# **ESECLENDING (EUROPE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 DECEMBER 2017**

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## **2. Accounting policies (continued)**

### **2.7 Foreign currency translation**

#### **Functional and presentational currency**

The company's functional and presentational currency is Sterling (£).

#### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the profit and loss account within 'other operating income'.

### **2.8 Operating leases**

Rentals paid under operating leases are charged to the profit and loss account 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.

### **2.9 Pensions**

#### **Defined contribution pension plan**

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

The contributions are recognised as an expense in the profit and loss account 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 company in independently administered funds.

### **2.10 Interest income**

Interest income is recognised in the profit and loss account using the effective interest method.

### **2.11 Share capital**

Ordinary shares are classified as equity.

# **ESECLENDING (EUROPE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 DECEMBER 2017**

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## **2. Accounting policies (continued)**

### **2.12 Provisions for liabilities**

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the profit and loss account in the year that the company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet.

### **2.13 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, 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.

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years.

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 operates and generates income.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

# ESECLENDING (EUROPE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

### 3. Employees

The average monthly number of employees, including directors, during the year was 15 (2016: 16).

### 4. Tangible fixed assets

	Leasehold property £	Fixtures & fittings £	Computer equipment £	Other fixed assets £	Total £
<b>Cost or valuation</b>					
At 1 January 2017	135,885	73,874	149,324	833	359,916
Additions	-	751	5,398	-	6,149
Disposals	-	(2,214)	-	(833)	(3,047)
At 31 December 2017	135,885	72,411	154,722	-	363,018
<b>Depreciation</b>					
At 1 January 2017	13,029	64,366	89,444	69	166,908
Charge for the year on owned assets	12,816	2,547	17,620	109	33,092
Disposals	-	(2,167)	-	(178)	(2,345)
At 31 December 2017	25,845	64,746	107,064	-	197,655
<b>Net book value</b>					
At 31 December 2017	110,040	7,665	47,658	-	165,363
At 31 December 2016	122,856	9,508	59,880	764	193,008

# ESECLENDING (EUROPE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

### 5. Fixed asset investments

	Other fixed asset investments £
<b>Cost or valuation</b>	
At 1 January 2017	16,504
At 31 December 2017	16,504
<b>Net book value</b>	
At 31 December 2017	16,504
At 31 December 2016	16,504

### 6. Debtors

	2017 £	2016 £
<b>Due after more than one year</b>		
Other debtors	104,237	104,237
	104,237	104,237
<b>Due within one year</b>		
Other debtors	651,796	709,314
Prepayments and accrued income	113,809	115,824
	869,842	929,375

# ESECLENDING (EUROPE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

### 7. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	41,486	74,248
Corporation tax	38,775	37,509
Other taxation and social security	50,359	47,473
Other creditors	105,915	322,808
Accruals and deferred income	93,791	52,322
	<u>330,326</u>	<u>534,360</u>

### 8. Creditors: Amounts falling due after more than one year

	2017 £	2016 £
Accruals and deferred income	<u>137,939</u>	<u>161,341</u>

### 9. Deferred taxation

	2017 £
At beginning of year	(21,922)
Charged to profit or loss	2,573
At end of year	<u>(19,349)</u>

The provision for deferred taxation is made up as follows:

	2017 £	2016 £
Accelerated capital allowances	<u>(19,349)</u>	<u>(21,922)</u>

# ESECLENDING (EUROPE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

### 10. Provisions

	Provision for dilapidations £
At 1 January 2017	2,400
Charged to profit or loss	2,400
<b>At 31 December 2017</b>	<b>4,800</b>

### 11. Share capital

	2017 £	2016 £
<b>Allotted, called up and fully paid</b>		
1,376,398 Ordinary share shares of £1 each	<b>1,376,398</b>	1,376,398

### 12. Commitments under operating leases

At 31 December 2017 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £	2016 £
Not later than 1 year	<b>173,728</b>	173,728
Later than 1 year and not later than 5 years	<b>694,912</b>	694,912
Later than 5 years	<b>492,229</b>	665,957
	<b>1,360,869</b>	1,534,597

**ESECLENDING (EUROPE) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**

**13. Related party transactions**

The company has taken advantage of the exemption contained in FRS 102 section 33 "Related Party Disclosures" from disclosing transactions with entities which are a wholly owned part of the group.

Transactions with other related parties are as follows:

Name (relationship)	Transaction	Amount		Amount due (to)/from related parties	
		2017	2016	2017	2016
		£	£	£	£
Securities Finance Trust Company (common influence)	Sales	2,663,452	3,127,190	619,356	665,202

The parent undertaking of the Securities Finance Trust Company, eSec Inc, has also entered into a guarantee in respect of the lease obligation.

**14. Ultimate parent undertaking and controlling party**

The smallest group for which consolidated financial statements are drawn up is headed by eSecLending UK Holdings LLC whose registered office is in the United States of America. eSec Inc. (US), the immediate parent undertaking of Securities Finance Trust Company, owns a call option on all of the shares of eSecLending (Europe) Limited.

**15. Auditor's information**

The auditor's report on the financial statements for the year ended 31 December 2017 was unqualified.

The audit report was signed on 18 April 2018 by Simon Mayston (Senior statutory auditor) on behalf of Blick Rothenberg Audit LLP.