

# Financial Statements

## Brandpath Investments Limited

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For the year ended 30 April 2017



**Registered number: 04419913**

**Brandpath Investments Limited**

## Company Information

<b>Directors</b>	P Jones CBE N Willcox
<b>Company secretary</b>	J Holdgate
<b>Registered number</b>	04419913
<b>Registered office</b>	Network House Third Avenue Globe Park Marlow Buckinghamshire SL7 1EY
<b>Independent auditor</b>	Grant Thornton UK LLP 1020 Eskdale Road Winnersh Wokingham Berkshire RG41 5TS
<b>Bankers</b>	HSBC Fifth Floor Apex Plaza Reading Berkshire RG1 1AX
<b>Solicitors</b>	Osborne Clarke 2 Temple Back East Temple Quay Bristol Avon BS1 6EG

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## **Brandpath Investments Limited**

# **Directors' report**

**For the year ended 30 April 2017**

The directors present their report and the financial statements for the year ended 30 April 2017.

### **Principal activity**

The principal activities of the company are those of a holding company.

### **Directors**

The directors who served during the year were:

P Jones CBE

K Green (appointed 29 November 2016, resigned 31 August 2017)

S Vincent (resigned 31 August 2017)

N Willcox (appointed 7 January 2017)

No directors during the year had a material interest in any contract which was significant in relation to the company's business.

### **Directors' responsibilities statement**

The directors are responsible for preparing the strategic report, 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 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 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 for the company'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 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **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'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's auditor is aware of that information.

**Brandpath Investments Limited**

## **Directors' report (continued)**

**For the year ended 30 April 2017**

### **Results and dividends**

During the year the company generated:

Turnover: £Nil (2016: £Nil)

Operating loss: £3,552,961 (2016: £742,811)

The loss for the year, after taxation, amounted to £3,565,082 (2016: loss £742,811).

The directors are satisfied with the company's financial performance for the year. Further information is provided in the strategic report.

### **Post balance sheet events**

On 2 May 2017, the group underwent a major restructure. As part of the restructure, the company sold its investments in Phones International Group Ltd and Data Select BV for the carrying value in the accounts at 30 April 2017.

Following the restructure, the immediate parent undertaking, the largest and smallest group of undertakings for which publicly available group financial statements will be drawn up, the ultimate parent undertaking and the ultimate controlling party of the company all remain the same.

### **Future developments**

Management has deemed that for the foreseeable future the company will continue to operate in its current form with no significant future developments being planned.

### **Auditor**

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 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.

N Willcox  
Director



Date:

18-1-18

## **Strategic report**

**For the year ended 30 April 2017**

### **Introduction**

The objectives of this report are to provide shareholders and other users of these statements:

- with the appropriate level of background context for these financial statements;
- with an analysis of the company's past performance; and
- insight into the company's main objectives and strategies and the principal risks it faces and how they might affect future prospects.

### **The company's objectives and strategy**

The company's objective is to be recognised as an indispensable partner to our suppliers by offering innovative and class leading solutions and services.

The board seeks to deliver sustainable, responsible and profitable business growth so as to build shareholder value and offer challenging and rewarding careers for the company's employees:

The company has, and continues to strive to enhance close working relationships with all of its partners and to deliver value added solutions in a cost effective, efficient and innovative way.

### **Business review**

The principal activities of the company continue to be that of a holding company.

In regular monitoring of financial reporting, the directors assess the company's development and performance against both prior year and forecast. The forecasts are prepared annually and are reviewed regularly for continuing appropriateness given strategic developments in the business. Key financial performance measures include overheads, profitability and working capital/cash performance.

### **Results and Performance**

During the year the company generated:

Operating Loss: £3,552,961 (2016: £742,811)

The operating loss has increased this year as a result of some of the central management costs previously recognised in other group entities being transferred in to Brandpath Investments Ltd this year; and also due to an impairment in the investment in Phones International Group Limited.

The directors are satisfied with the company's financial performance for the year.

### **Principal risks and uncertainties**

The directors consider that the principal risks and uncertainties facing the company arise from consumer demand, manufacturer supply and competition in the wirelessly connected device market as well as the rapid technological change which is present in this industry. Other risks include E-commerce industry risks such as online fraud and worldwide regulatory requirements and the general economic environment and its impact on consumer spending. In addition, the company is exposed to financial instrument risks which are discussed below.

## **Strategic report (continued)**

**For the year ended 30 April 2017**

### **Financial risk management objectives and policies**

The company uses various financial instruments including loans, cash and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below.

The main risk arising from the company's financial instruments is liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from prior years.

#### ***Liquidity risk***

The company seeks to manage financial risk by ensuring liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

### **Recruitment and employee relations**

The company's performance relies on the selection development and retention of highly talented employees. Wherever possible the company attempts to promote from within in order to develop staff and create opportunities for career development.

Maintaining the quality when hiring is ensured through utilising the company's own tools and skills in the selection and assessment process. The company maintains a preferred supplier list of agencies that can be utilised to cover peaks in the workload. These are carefully selected and their outputs closely monitored to ensure there is no variation in standards.

Recruitment policies are designed to ensure equal opportunity of employment regardless of age, race or sex. Appropriate consideration is given to disabled applicants in offering employment.

Good relations are maintained with employees by regular meetings with their operational teams compatible with the team's particular circumstances. Senior management are kept informed through regular monthly or more frequent meetings as required.

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

**N Willcox**  
Director



Date:

18-1-18

## Independent Auditor's Report to the Members of Brandpath Investments Limited

We have audited the financial statements of Brandpath Investments Limited for the year ended 30 April 2017, which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

### **Respective responsibilities of Directors and Auditor**

As explained more fully in the directors' responsibilities statement set out on page 1, 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 FRC Ethical Standards website at [www.frc.org.uk/auditscopeukprivate](http://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 30 April 2017 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.



## Independent Auditor's Report to the Members of Brandpath Investments Limited (continued)

### **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 those 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 under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

### **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.



Paul Etherington BSc FCA CF (Senior statutory auditor)  
for and on behalf of

**Grant Thornton UK LLP**

Statutory Auditor, Chartered Accountants  
Reading

Date: 22 January 2018

# Statement of comprehensive income

For the year ended 30 April 2017

	Note	2017 £	2016 £
Administrative expenses		(2,710,295)	(742,811)
Exceptional administrative expenses		(842,666)	-
<b>Operating loss</b>		<b>(3,552,961)</b>	<b>(742,811)</b>
Interest payable and expenses	7	(12,121)	-
<b>Loss before tax</b>		<b>(3,565,082)</b>	<b>(742,811)</b>
Tax on loss	8	-	-
<b>Loss for the financial year</b>		<b>(3,565,082)</b>	<b>(742,811)</b>
<b>Total comprehensive income for the year</b>		<b>(3,565,082)</b>	<b>(742,811)</b>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income.

The notes on pages 10 to 18 form part of these financial statements.

## Statement of financial position

As at 30 April 2017

	Note	2017 £	2016 £
<b>Fixed assets</b>			
Investments	10	7,076,745	7,919,411
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	<u>1,506,735</u>	<u>-</u>
		1,506,735	-
Creditors: amounts falling due within one year	12	<u>(5,530,856)</u>	<u>(1,301,705)</u>
<b>Net current liabilities</b>		<u>(4,024,121)</u>	<u>(1,301,705)</u>
<b>Net assets</b>		<u><u>3,052,624</u></u>	<u><u>6,617,706</u></u>
<b>Capital and reserves</b>			
Called up share capital	13	1	1
Profit and loss account	14	<u>3,052,623</u>	<u>6,617,705</u>
		<u><u>3,052,624</u></u>	<u><u>6,617,706</u></u>

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

  
**N Willcox**  
 Director

Date:

18-1-18

The notes on pages 10 to 18 form part of these financial statements.

**Brandpath Investments Limited**

## Statement of changes in equity

For the year ended 30 April 2017

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	£	£	£
At 1 May 2016	1	6,617,705	6,617,706
Loss for the year	-	(3,565,082)	(3,565,082)
At 30 April 2017	<u>1</u>	<u>3,052,623</u>	<u>3,052,624</u>

## Statement of changes in equity

For the year ended 30 April 2016

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	£	£	£
At 1 May 2015	1	7,360,516	7,360,517
Loss for the year	-	(742,811)	(742,811)
At 30 April 2016	<u>1</u>	<u>6,617,705</u>	<u>6,617,706</u>

The notes on pages 10 to 18 form part of these financial statements.

# Notes to the financial statements

For the year ended 30 April 2017

## **1. General information**

Brandpath Investments Limited is private limited company, registered in England and Wales. The registered office and principal place of business is Network house, Third Avenue, Globe Park, Marlow, Buckinghamshire, SL7 1EY.

The principal activities of the company are those of a holding company.

## **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 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 management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

### **2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- The requirements of Section 3 "Financial Statement Presentation", paragraph 17(d);
- The requirements of Section 7 "Statement of Cash Flows";
- The requirements of Section 11 "Basic Financial Instruments", paragraphs 41(b), 41(c), 41(e), 42, 48(a)(iii), 48(a)(iv), 48(b) and 48(c); and
- The requirements of Section 33 "Related Party Disclosures", paragraph 7.

This information is included in the consolidated financial statements of Brandpath Group Limited as at 30 April 2017. These financial statements may be obtained from Companies House.

### **2.3 Associates and joint ventures**

Associates and Joint Ventures are held at cost less impairment.

### **2.4 Going concern**

The directors have reviewed the company's business plan and forecasts for the period of at least 12 months from the date of signing the financial statements.

The company is reliant on funding from other members of the group headed Brandpath Group Limited and the directors of the group have confirmed that they will continue to support the company for a period of at least 12 months from the signing of the financial statements.

### **2.5 Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

## **Notes to the financial statements**

**For the year ended 30 April 2017**

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

#### **2.6 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **2.7 Financial instruments**

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments are measured at amortised cost using the effective interest method.

Financial assets 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.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position 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.

#### **2.8 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### **2.9 Foreign currency translation**

##### **Functional and presentation currency**

The company's functional and presentational currency is GBP.

##### **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 statement of comprehensive income.

## Notes to the financial statements

For the year ended 30 April 2017

### 2. Accounting policies (continued)

#### 2.10 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 payments obligations.

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

#### 2.11 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the company but are presented separately due to their size or incidence.

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

Preparation of the financial statements requires management to make significant judgments and estimates. The items in the financial statements where these judgments and estimates have been made include:

#### Debtors

Management applies judgement in evaluating the recoverability of debtors. This judgement is based on the ageing profile of debtors and historical experience. To the extent that the Directors believe debtors not to be recoverable they have been provided for in the financial statements.

#### Investments

The company considers whether investments held in subsidiaries are impaired each year. Where indicators of impairment are identified the carrying value of the investment is compared to the underlying net assets of the subsidiary and expected future performance and provisions are recognised where required.

#### Deferred tax assets

The company considers whether deferred tax assets should be recognised each year. The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against future taxable profits. Therefore deferred tax assets are not recognised if the company is making a taxable loss.

### 4. Auditor's remuneration

	2017 £	2016 £
Fees payable for the audit of the company's annual financial statements	6,000	5,000

The amount shown above is the auditor's remuneration in respect of the company. The amount was borne by another member of the group headed Brandpath Group Limited.

# Notes to the financial statements

For the year ended 30 April 2017

## 5. Employees

Staff costs were as follows:

	2017 £	2016 £
Wages and salaries	1,673,139	514,925
Social security costs	227,421	66,948
Cost of defined contribution scheme	15,139	2,312
	<u>1,915,699</u>	<u>584,185</u>

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

	2017 No.	2016 No.
Administrative	18	2
Management	5	2
	<u>23</u>	<u>4</u>

## 6. Directors' remuneration

	2017 £	2016 £
Directors' emoluments	220,243	-
	<u>220,243</u>	<u>-</u>

The highest paid director received remuneration of £200,000 (2016: £NIL).

## 7. Interest payable and similar charges

	2017 £	2016 £
Bank interest payable	12,121	-
	<u>12,121</u>	<u>-</u>



# Notes to the financial statements

For the year ended 30 April 2017

## 8. Taxation

There was no tax charge in the year (2016: £Nil).

### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2016: higher than) the standard rate of corporation tax in the UK of 20% (2016: 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	(3,565,082)	(742,811)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016: 20%)	(713,016)	(148,562)
<b>Effects of:</b>		
Expenses not deductible for tax purposes	186,578	-
Other timing differences	452,307	-
Group relief	74,131	148,562
<b>Total tax charge for the year</b>	-	-

### Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 20% to 19% (effective 1 April 2017) and from 19% to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015 and 15 September 2016. These will reduce the company's future current tax charges accordingly.

## 9. Exceptional items

	2017 £	2016 £
Impairment of investments	842,666	-
	842,666	-

## Notes to the financial statements

For the year ended 30 April 2017

### 10. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 May 2016	7,919,411
At 30 April 2017	<u>7,919,411</u>
<b>Impairment</b>	
Charge for the period	<u>842,666</u>
At 30 April 2017	<u>842,666</u>
<b>Net book value</b>	
At 30 April 2017	<u>7,076,745</u>
At 30 April 2016	<u>7,919,411</u>

An impairment charge of £842,666 (2016: £Nil) has been recognised in the year against the investment held in Phones International Group Limited.

## Notes to the financial statements

For the year ended 30 April 2017

### 10. Fixed asset investments (continued)

The following were subsidiary undertakings of the company:

#### Subsidiary undertakings

Name	Principal activity
Phones International Group Limited	Holding company
Data Select Limited*	Sale and distribution of wireless technology products
Newmedia.com Limited *	Inactive
Virtual Phone Shop Limited *	Inactive
Data Select LLC (registered in Qatar)**	Sale and distribution of wireless technology products
PDJ Bidco Limited	Holding company
Expansys Limited ****	Holding company
Expansys UK Limited ***	Re-sale of consumer electronics
Data Select Network Solutions Limited ***	Supplier of SIM cards
Brandpath Support Limited (formerly PJ Media Limited)***	Provision of digital marketing solutions
IQ Qatar (registered in Qatar)*****	Inactive
PJ Interactive SRL (registered in Romania)*****	Provision of digital marketing solutions
Expansys Europe SAS (registered in France)***	Re-sale of consumer electronics
Expansys USA Inc (registered in the United States)***	Re-sale of consumer electronics
Brandpath Commerce Limited ****	Provision of digital marketing solutions
Brandpath BV (formerly Expansys BV) (registered in the Netherlands)***	Re-sale of consumer electronics
Expansys (Hong Kong) Limited (in Hong Kong)***	Re-sale of consumer electronics
RCK Communications Limited (in Hong Kong) •	Provision of marketing activities
RCK (Shenzhen) Limited (registered in China) ••	Re-sale of consumer electronics
Data Select BV (registered in the Netherlands)	Distribution of wireless technology products
Localised Inc (registered in the United States)*****	Provision of digital marketing solutions

\* By virtue of shareholding in Phones International Group Limited

\*\* By virtue of shareholding in Data Select Limited

\*\*\* By virtue of shareholding in Expansys Limited

\*\*\*\* By virtue of shareholding in PDJ Bidco Limited

\*\*\*\*\* By virtue of shareholding in P J Media Limited

• By virtue of shareholding in Expansys (Hong Kong) Limited

•• By virtue of shareholding in RCK Communications Limited

All entities are registered in England and Wales unless otherwise mentioned. The company owns 100% of the ordinary share capital in all cases except Data Select Qatar LLC (49% of ordinary share capital) and PJ Interactive SRL (80% of ordinary share capital). Data Select Qatar LLC is considered to be a subsidiary undertaking as it is controlled by Data Select Limited.

#### Participating interests

The company has one joint venture: Sims 4 U Limited, a private limited company registered in England and Wales. Data Select Network Solutions Limited, a subsidiary company, owns 50% of its ordinary shares. Its principal activity is the provision of SIM cards.

## Notes to the financial statements

For the year ended 30 April 2017

### 11. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	991,910	-
Other debtors	514,825	-
	<u>1,506,735</u>	<u>-</u>

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

	2017 £	2016 £
Trade creditors	357,534	-
Amounts owed to group undertakings	4,635,824	1,301,705
Other creditors	537,498	-
	<u>5,530,856</u>	<u>1,301,705</u>

### 13. Share capital

	2017 £	2016 £
<b>Allotted, called up and fully paid</b>		
10 Ordinary shares of £0.10 each	<u>1</u>	<u>1</u>

### 14. Reserves

Called-up share capital - represents the nominal value of share that have been issued.

Profit and loss account - includes all current and prior period retained profits and losses.

### 15. Contingent liabilities

A group banking arrangement was signed in the year, making an overdraft facility available to Brandpath Investments Limited, Brandpath Commerce Limited, Brandpath UK Limited, PDJ Bidco Limited, and Brandpath Support Limited (formerly PJ Media Limited). As part of this agreement, these entities, Brandpath Group Limited, and Brandpath Software Limited are party to a cross-guarantee, giving HSBC Bank plc a fixed and floating charge over their assets.

At the year-end, the company had a contingent liability of £Nil (2016: £Nil) in respect of this agreement.

## Notes to the financial statements

For the year ended 30 April 2017

### **16. Capital commitments**

There were no capital commitments as at 30 April 2017 or 30 April 2016.

### **17. Pension commitments**

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.

### **18. Related party transactions**

Transactions with other wholly-owned group members have not been disclosed, as this is not required by FRS 102.

### **19. Post balance sheet events**

On 2 May 2017, the group underwent a major restructure. As part of the restructure, the company sold its investments in Phones International Group Ltd and Data Select BV for the carrying value in the accounts at 30 April 2017.

Following the restructure, the immediate parent undertaking, the largest and smallest group of undertakings for which publicly available group financial statements will be drawn up, the ultimate parent undertaking and the ultimate controlling party of the company all remain the same.

### **20. Ultimate controlling party**

The directors consider the immediate parent undertaking of this company to be Brandpath Group Limited, which is registered in England and Wales.

The directors consider the ultimate parent undertaking of this company to be PJ Investment Group Limited, which is registered in Jersey.

The largest and smallest group of undertakings for which group financial statements have been drawn up including this company is that headed by Brandpath Group Limited, whose financial statements are publically available from Companies House.

The ultimate controlling party of the company is P Jones CBE as a result of being the sole shareholder in the ultimate parent company PJ Investment Group Limited.