ClickandBuy International Limited

Registered in England and Wales
No. 5661160

REPORT AND ACCOUNTS

FOR THE YEAR ENDED
31 December 2009

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Report of the Directors

The Directors submit their report together with the Financial Statements for the year ended 31 December 2009 The comparatives are for the 12-month period from 1 January to 31 December 2008

Principal activity

ClickandBuy International Limited incorporated 22 December 2005, is a Financial Services Authority ("FSA") licensed electronic money ("e-money") issuer The Company was granted a licence to issue e-money by the FSA in the United Kingdom on 29 November 2006 and was subsequently granted permission to issue e-money in 30 other EEA states under the rules governing Cross Border Services e-money is issued into an electronic wallet which is subsequently used by individuals for internet–based purchases of goods, digital content or services

The ClickandBuy system is a full-service e-payment and billing system, with more than 14,000 well known merchants using the solution

By accepting payments through ClickandBuy, merchants can offer more than 40 different payment methods to customers across Europe on a single contract and system In addition to this are multiple currency capabilities, language support and local payments knowledge, which means that ClickandBuy represents a strong combination of global reach and local capability in the world of internet payments

Business Review and Future developments

During the reporting period Firstgate Holding AG, the parent company of ClickandBuy International Limited, entered into discussions with an existing shareholder of Firstgate Holding AG, Deutsche Telekom AG (DTAG), regarding DTAG's potential acquisition of all remaining shares in Firstgate Holding AG DTAG is one of the largest providers of telecommunications and broadband services in Europe, and have identified potential synergies between their current operations and those offered by the ClickandBuy system

Following these discussions, an agreement for DTAG to acquire all remaining shares in Firstgate Holding AG from existing shareholders was concluded on 23 March 2010, with a planned completion date of 1 April 2010

The new ownership of Firstgate Holding AG marks a significant change which has not been seen in the Company's history to-date It is expected that DTAG will take full advantage of the strength of the ClickandBuy licensing and brand in Europe, as well as the sizable customer base, to complement and expand its existing online payment capabilities into new and exciting areas

Principle risks and uncertainties

The principal risks associated with the business are certain types of attempted fraud and potential breeches of data security Fraud risk is mitigated by a dedicated anti-fraud/anti-money laundering department utilising highly skilled fraud managers and fraud detection technologies Some of these have been developed in-house by ClickandBuy, while others have been sourced externally Data integrity is maintained through regular, independent auditing of the Company's IT policies and practices – including its physical locations, as well as industry standard certification such as PCI-DSS As would be expected from a secure online payments organisation, ClickandBuy also makes use of secure internet connections and encryption technologies wherever necessary to protect information which is passed to or from its systems A recent addition to the portfolio has been the implementation of daily 3rd party scanning of the ClickandBuy environment

Results and dividends

The profit for the period on ordinary activities after taxation amounted to EUR 2,194,879 (EUR 539,979 profit for the 12 month period from 1 January to 31 December 2008)

The Directors do not recommend the payment of a final dividend (EUR Nil for period to 31 December 2008)

Directors and their interests

The Directors who served throughout the year were

Mr Charles Frankl
Mr Michael Grodd
Mr Frank Brinker
Mr Nicholas Drew

Directors' responsibilities statement

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union 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, International Accounting Standard 1 requires that directors

- properly select and apply accounting policies,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern

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

Statement of going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out above The financial position of the Company, its cash flows, liquidity position and borrowing facilities are set out in the financial statements The Company's objectives, policies and processes for managing its capital are described in note 20 to the financial statements

Details of the Company's financial risk management objectives, its financial instruments and hedging activities, and its exposures to credit risk, market risk and liquidity risk are set out in note 21 to the financial statements

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future Accordingly they continue to adopt the going concern basis in preparing the Annual Report and Accounts

Auditors

In the case of each of the persons who are Directors of the Company at the date when this report was approved

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- each of the Directors has taken all steps that he ought to have taken as director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

In accordance with Sections 485 and 487 of the Companies Act 2006, Deloitte LLP is deemed to have been re-appointed as auditors of the Company

By Order of the Board

Charles Frankl

31 March 2010

ClickandBuy International Limited

Registered Office Address
Lincoln House,
137-143 Hammersmith Road,
London W14 0QL

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CLICKANDBUY INTERNATIONAL LIMITED

We have audited the financial statements of ClickandBuy International Limited for the year ended 31 December 2009 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 23 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 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 members 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 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 (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

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 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Separate opinion in relation to IFRSs as issued by the IASB

As explained in Note 1 to the financial statements, the Company in addition to applying IFRSs as adopted by the European Union, has also applied IFRSs as issued by the International Accounting Standards Board (IASB)

In our opinion the financial statements comply with IFRSs as issued by the IASB

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

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

Manbhinder Rana (Senior Statutory Auditor)

for and on behalf of **Deloitte LLP**
Chartered Accountants and Statutory Auditors
London, United Kingdom
31|3|2010

Statement of Comprehensive Income
For the year ended 31 December 2009

	Notes	Year ended 31 December 2009 EUR	Restated (note 1) Year ended 31 December 2008 EUR
Revenue	2	25,397,441	20,723,605
Cost of Sales		(22,987,321)	(17,772,820)
Gross Profit		**2,410,120**	**2,950,785**
Operating expenses		(418,369)	218,311
Administrative expenses		(1,570,572)	(1,401,687)
Impairment loss	5	-	(452)
Profit (Loss) on foreign exchange		454,717	(1,348,067)
Operating Profit		**875,896**	**418,890**
Financial income	6	66,657	121,089
Profit before tax		**942,553**	**539,979**
Tax	7, 8	1,252,326	-
Profit attributable to equity shareholders		**2,194,879**	**539,979**
Other comprehensive income		-	-
Total comprehensive income		**2,194,879**	**539,979**

Statement of Changes in Equity
For the year ended 31 December 2009

	Share Capital and Share Premium Reserves EUR	Retained Losses EUR	Total EUR
Balance at 1 January 2008	**5,951,287**	**(5,869,780)**	**81,507**
Total comprehensive income for the period	-	539,979	539,979
Increase in share capital in February 2008	661,550	-	661,550
Increase in share premium reserves in February 2008	2,646,203	-	2,646,203
Balance at 31 December 2008	**9,259,040**	**(5,329,801)**	**3,929,239**
Total comprehensive income for the period	-	**2,194,879**	**2,194,879**
Balance at 31 December 2009	**9,259,040**	**(3,134,922)**	**6,124,118**

ClickandBuy International Limited

Balance Sheet
As at 31 December 2009

	Notes	31 December 2009 EUR	31 December 2008 EUR
Non-current assets			
Intangible assets	9	431,995	537,614
Tangible assets	10	563,615	75,587
Deferred tax assets	7, 8	1,252,326	-
Total non-current assets		**2,247,936**	**613,201**
Current assets			
Receivables and other assets	11	21,745,721	21,688,661
Cash		15,826,496	18,489,861
Total current assets		**37,572,217**	**40,178,522**
Current Liabilities			
Trade and other payables	12	(30,832,899)	(35,559,353)
Other accruals	13	(1,557,121)	(835,408)
Total current liabilities		**(32,390,020)**	**(36,394,761)**
Net current assets		**5,182,197**	**3,783,761**
Non-current liabilities			
Loans	14	(1,306,015)	(467,723)
Total non-current liabilities		**(1,306,015)**	**(467,723)**
Net assets		**6,124,118**	**3,929,239**
Equity			
Share capital	15	1,852,997	1,852,997
Share premium reserves		7,406,043	7,406,043
Retained Losses	16	(3,134,922)	(5,329,801)
Total equity attributable to equity holders of the Company		**6,124,118**	**3,929,239**

The Financial Statements for ClickandBuy International Limited (Company No 5661160) were approved by the board of Directors and authorised for issue 31 March 2010 They were signed on its behalf by

Director

Charles Fränkl

Cash Flow Statement
For the year ended 31 December 2009

	Notes	31 December 2009 EUR	31 December 2008 EUR
Net cash flow from operating activities	17	**(2,856,828)**	**(6,819,655)**
Investing activities			
Purchase of intangible assets		(82,650)	-
Purchase of tangible assets		(562,179)	-
Decrease / (Increase) of financial assets		-	9,613
Net cash flow (used in) investing activities		**(644,829)**	**9,613**
Financing activities			
Issue of ordinary share capital		-	661,550
Issue of capital reserves		-	2,646,203
Increase / (Decrease) of loans payable		838,292	(150,216)
Net cash flow from financing activities		**838,292**	**3,157,537**
Net increase / (decrease) in cash		**(2,663,365)**	**(3,652,505)**
Cash at the beginning of the year		18,489,861	22,142,366
Cash at the end of the year		**15,826,496**	**18,489,861**

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

1. Accounting Policies

The principal accounting policies applied in the preparation of the Financial Statements are set out below These policies have been consistently applied throughout the period, unless otherwise stated

Basis of preparation

The Financial Statements comprising the 12-month-period from 1 January to 31 December 2009 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union that are effective at the Company's reporting date The Company, in addition to complying with its legal obligation to comply with IFRSs as adopted for use in the European Union, has also complied with the IFRSs as issued by the International Accounting Standards Board The Financial Statements have been prepared under the historical cost convention and in accordance with UK Company Law, and on the going concern basis as disclosed in the Directors' statement of going concern set out in the Report of the Directors The comparatives are for the 12-month-period from 1 January to 31 December 2008

The following new (N) and revised or amended (R) Standards and Interpretations issued by the IASB and IFRIC are effective as of the current period These are

- IAS 1 (R) Presentation of Financial Statements
- IAS 23 (R) Borrowing Costs
- IAS 32 (R) Financial Instruments Presentation
- IFRS 2 (R) Share-based payments
- IFRS 7 (R) Financial Instruments Disclosures
- IFRS 8 (N) Operating Segments
- IFRIC 13 (N) Customer Loyalty Programmes
- IFRIC 15 (N) Agreements for the Construction of Real Estates
- IFRIC 16 (N) Hedges of a Net Investment in a Foreign Operation

The adoption of these new and revised or amended Standards and Interpretations has not led to any changes in the financial statements except that IAS 1 (R) has changed the format and content of the income statement (now statement of comprehensive income) and statement of changes in equity to disclose other and total comprehensive income, while the balance sheet and cash flow statement have remained unchanged

The Company has not yet adopted the following new or revised IFRS or IFRIC interpretations, which have been issued but which are not yet effective for the Company

- IFRS 9 (N) Financial Instruments Classification and Measurement
- IFRIC 17 (N) Distributions of Non-cash Assets to Owners
- IFRIC 18 (N) Transfers of Assets from Customers
- IFRIC 19 (N) Extinguishing Financial Liabilities with Equity Instruments
- IFRS 1 (R) First-time adoption of International Financial Reporting Standards
- IFRS 2 (R) Share-based payments
- IFRS 3 (R) Business Combinations
- IAS 24 (R) Related Party Disclosures

- IAS 27 (R) Consolidated and Separate Financial Statements
- IAS 32 (R) Financial Instruments Presentation
- IAS 39 (R) Financial Instruments Recognition and Measurement
- IFRIC 14 (R) IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The future application of these standards and interpretations is unlikely to have any material effect on the net asset position, cash flows or profitability of the Company

Foreign currencies

The Financial Statements of the Company are presented in Euros, which is the currency of the primary economic environment in which the Company operates (its functional currency). In preparing the Financial Statements, foreign exchange differences arise on transactions in currencies other than the Company's functional currency, Exchange differences arising on the settlement of monetary and non-monetary items, and on the retranslation of monetary and non-monetary items, are included in the income statement for the period

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes

Restatement

The directors are of the view that interest income and expense related to the Company's deposit taking activities as an electronic money institution should be presented as operational items Accordingly, and to align with group accounting policy in this area, the directors have changed the Company's accounting policy such that interest income and expense related to the Company's deposit taking activities are presented as part of revenue and cost of sales, respectively, instead of being included within financial income The effect of restating the comparatives has been to increase revenue by EUR 661,801, increase cost of sales by EUR 31,250 and reduce financial income by EUR 630,551, with no overall net effect on profit for the year

Intangible assets

Intangible assets are recognised if they arise from contracted or other legal rights or if they are capable of being separated or divided from the Company and sold, transferred, licensed, rented or exchanged The value of such intangible assets is amortised on a straight-line basis over the useful economic life of the assets in question, which for the brand licence is 5 years

Tangible assets

Assets are stated at cost less depreciation, Depreciation is provided on all tangible fixed assets at a rate calculated to write off the cost or valuation, less the estimated residual values of each asset on a straight-line basis over their expected useful lives as follows

- computer hardware over 3 to 7 years,
- fixtures over 4 years,
- office equipment over 4 to 5 years, and
- office interiors over 8 years

Financial Assets

The Company classifies its financial assets as loans and receivables Management determines the classification of its investments at initial recognition, Loans and receivables are non-derivative financial assets with fixed or determinable payments and which are not classified as available for sale They arise when the entity provides money or services directly to a customer with no intention of trading the loan Loans and receivables are initially recognised at fair value including direct and incremental transaction costs They are subsequently valued at amortised cost, using the effective interest method They are derecognised when the rights to receive cash flows have expired or the Company has transferred substantially all of the risks and rewards of ownership

At each balance sheet date, the Company assess whether, as a result of one or more events occurring after initial recognition, there is objective evidence that a financial asset or group of financial assets classified as available for sale or loans and receivables have become impaired Evidence of impairment may include indications that the borrower or group of borrowers have defaulted or are experiencing significant financial difficulty

Financial liabilities

Financial liabilities are initially recognised when the entity becomes contractually bound to transfer economic benefits in the future and are measured at amortised cost Financial liabilities are only derecognised once the liability has been extinguished A liability is only extinguished when either the liability is discharged by payment, or there is a legal release (by law or by the creditor)

Taxation

Income tax payable on profits is recognised as an expense in the period in which profits arise The tax effects of income tax losses available to carry forward are recognised as an asset when it is probable that future taxable profits will be available, against which these losses can be utilised

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised Such assets are not recognised if the temporary difference arises from the initial recognition of other assets (other than in a business combination) and liabilities in a transaction that affects neither the tax profit nor the accounting profit

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised Deferred tax is charged or credited in the income statement

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Retirement benefits

The Company operates a defined contribution scheme for UK-based employees The amount charged to the Profit and Loss Account equals the contributions accrued and payable in the year

2. Revenue

Sales are made up as follows

	Year ended 31 December 2009 EUR	Restated (note 1) Year ended 31 December 2008 EUR
Commissions and fees	16,496,682	15,407,878
End-user fees	6,727,996	3,909,940
Interest income - customer/operational funds	294,556	661,801
Other revenues	1,878,207	628,549
Intercompany Sales	-	115,437
Total Sales	**25,397,441**	**20,723,605**

Revenue has been restated to include interest income related to the Company's deposit taking activities as an electronic money institution (see note 1)

3 Auditors' Remuneration

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Fees payable to the Company's auditors for the audit of the Company's annual accounts	97,794	65,000
Total audit fees	**97,794**	**65,000**
Fees for VAT advice	11,398	17,000
Total non-audit fees	**11,398**	**17,000**

The accrued liabilities for audit fees comprise the ordinary fees on the usual basis and extra fees regarding additional costs expected to be incurred in expediting the audit due to the current discussions with an investor to acquire the parent company of ClickandBuy International Limited, refer to note 23

4. Staff costs

The average number of employees (including the managing director) in 2009 has been 15 (in 2008 10) The aggregate remuneration comprised

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Wages and salaries	738,720	520,336
Social Security costs	71,047	45,931
Other pension costs	14,825	12,809
Total	**824,592**	**579,076**

The aggregate remuneration received by directors for the year was EUR 340,603 (2008 EUR 173,377) The remuneration of the highest paid Director was

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Short-term benefits	138,201	83,529
Other long-term benefits	9,576	9,576
Total	**147,777**	**93,105**

Other long-term benefits relate to payments to a defined contribution pension plan

5. Impairment loss

This amount represents the write-off of amounts owed by customers which are not recoverable

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Impairment loss related to end-users	-	452
Recoveries	-	-
Net charges	-	452
Total	**-**	**452**

6. Net financial income

The item is made up as follows

	Year ended 31 December 2009 EUR	Restated (note1) Year ended 31 December 2008 EUR
Other financial income	113,756	160,109
Other financial expenses	(47,099)	(39,020)
Total	**66,657**	**121,089**

Other financial income comprises only bank interest Other financial expenses mainly cover interest due to affiliated companies of EUR 39,128 (EUR 31,459 for the period to 31 December 2008)

Other financial income has been restated to exclude interest income and expense related to the Company's activities as an electronic money institution (note 1)

7. Taxes

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
UK corporation tax – current year	-	-
UK corporation tax – prior year	-	-
Deferred tax expense (income) – current year	-	-
Deferred tax expense (income) – prior year	(1,252,326)	-
	(1,252,326)	**-**

Corporation tax is calculated at 28 0% (prior period 28 5%) of the estimated assessable profit for the year
The charge for the year can be reconciled to the profit per the income statement as follows

	Period ending	**Period ending**

	31 December 2009 EUR	31 December 2008 EUR
Profit before tax:	**942,553**	**539,978**
Corporate income tax rate applied	28 0%	28 5%
Corporation income tax calculated	263,915	153,894
Effect of expenses that are not deductible in determining income	50,400	51,300
Effect of unused tax losses and other temporary differences not recognised as deferred tax assets	-	(205,194)
Effect of unused tax losses and other temporary effects not recognised as deferred tax assets in previous years	(314,315)	-
Effect of previously unrecognised and unused tax losses now recognised as deferred tax assets	(1,252,326)	-
Effect on deferred tax balances due to the change in income tax rates	-	-
Total	**(1,252,326)**	**-**

8. Deferred Taxes

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Deferred tax assets b/d from previous years	-	-
Deferred tax assets recognised in the period	1,252,326	-
Deferred tax assets at the end of the year	**1,252,326**	**-**

ClickandBuy International Limited had not recognised a deferred tax asset in prior years due to a history of losses Following two profitable years and positive expectations for the foreseeable future, the Company now expects to be able to utilise its tax losses carried forward and has therefore recognised a deferred tax asset in respect of the remaining balance of tax losses carried forward from previous years as a deferred tax asset in 2009

9. Intangible assets

Intangible assets moved as follows

	Customer Rights EUR	Other intangibles EUR	Total EUR
Cost			
At 1 January 2009	922,934	-	922,934
Additions	-	82,650	82,650
At 31 December 2009	922,934	82,650	1,005,584
Amortisation			
At 1 January 2009	(385,320)	-	(385,320)
Charge for the year	(181,113)	(7,156)	(188,269)
At 31 December 2009	(566,433)	(7,156)	(573,589)
Net book value			
At 31 December 2009	**356,501**	**75,494**	**431,995**
At 31 December 2008	**537,614**	**-**	**537,614**

10. Tangible assets

Tangible assets changes as follows

	Fixtures EUR	Computer Hardware EUR	Office Interiors EUR	Office Equipment EUR	Total EUR
Cost					
At 1 January 2009	61,413	37,041	35,806	5,951	140,211
Additions	227	561,952	-	-	562,179
At 31 December 2009	61,640	598,993	35,806	5,951	702,390
Depreciation					
At 1 January 2009	(21,941)	(19,180)	(18,663)	(4,840)	(64,624)
Charge for the year	(7,636)	(58,607)	(7,620)	(288)	(74,151)
At 31 December 2009	(29,577)	(77,787)	(26,283)	5,128)	(138,775)
Net book value					
At 31 December 2009	**32,063**	**521,206**	**9,523**	**823**	**563,615**
At 31 December 2008	**39,472**	**17,861**	**17,143**	**1,111**	**75,587**

11. Receivables and other assets

	31 December 2009 EUR	31 December 2008 EUR
Trade receivables	9,830,429	12,541,509
Receivables due from affiliated companies	8,987,043	8,053,432
Other assets	2,928,249	1,093,720
Total	**21,745,721**	**21,688,661**

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value

12. Trade and other payables

	31 December 2009 EUR	31 December 2008 EUR
Trade payables	24,672,918	24,661,701
Payables due to affiliated companies	5,381,712	10,349,155
Other liabilities	778,269	548,497
Total	**30,832,899**	**35,559,353**

The Directors consider that the carrying amount of trade and other payables approximates to their fair value

13. Other accruals

Other accruals comprise of

	31 December 2009 EUR	31 December 2008 EUR
Unpaid invoices	253,750	94,000
Audit fees	97,794	65,000
Staff bonuses	24,000	56,633
Sundry other accruals	1,181,577	619,775
Total	**1,557,121**	**835,408**

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

14. Related party transactions

The following schedules show the balances due from and to related parties as of 31 December 2009 and 2008

Amounts due from Group Companies	31 December 2009 EUR	31 December 2008 EUR
ClickandBuy Services AG	6,073,235	4,832,153
ClickandBuy International AG	2,179,971	2,015,753
Firstgate SAS FR	555,922	555,922
ClickandBuy Marketing AG	177,915	547,445
Firstgate Holding AG	-	102,159
Total	**8,987,043**	**8,053,432**

Amounts due to Group Companies	31 December 2009 EUR	31 December 2008 EUR
Loans by Firstgate Holding AG	(1,306,015)	(467,723)
Intercompany Accounts		
ClickandBuy International AG	(2,692,898)	(7,145,899)
ClickandBuy Marketing AG	(1,769,603)	(2,324,213)
ClickandBuy Marketing Inc	(566,933)	(512,691)
Firstgate SAS FR	(313,169)	(313,169)
Firstgate Holding AG	(39,109)	(53,183)
Total	**(5,381,712)**	**(10,349,155)**

The loans owed to Firstgate Holding AG, Zug/Switzerland amount to EUR 1,306,015 in total, comprising two loans of EUR 800,000 and GBP 455,338 Both loans are subject to an interest rate of 6% p a Accumulated interest charged by and not yet paid to Firstgate Holding AG, Zug/Switzerland, amounts to EUR 39,109

According to the underlying loan agreements these loans have become due as of 31 January 2009 and 31 March 2009 respectively, but, since they have been subordinated to all other liabilities, they can only be redeemed if permission to do so is granted by the FSA

Furthermore, Firstgate Holding AG has expressed its intention, that it will not ask ClickandBuy International Ltd to redeem these loans before 30 April 2011

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

15. Share capital

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Issued, called up and fully paid:		
1,301,000 ordinary share at EUR 1 42 each	1,852,997	1,852,997

16. Retained Losses

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Balance at the beginning of the period	(5,329,801)	(5,869,780)
Profit for the period	2,194,879	539,979
Balance at the end of the period	**(3,134,922)**	**(5,329,801)**

17. Notes to the cash flow statement

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Profit before tax	942,553	539,979
Amortisation and depreciation on intangible and tangible assets	262,420	209,999
Operating cash flows before movements in working capital	1,204,973	749,978
Increase in other accruals	721,713	300,604
Decrease (Increase) in trade receivables	2,711,080	(5,435,516)
(Increase) in accounts due from affiliated companies	(933,611)	(5,669,164)
(Increase) in other receivables	(1,834,529)	(756,856)
Increase in trade payables	11,217	4,618,368
(Decrease) in accounts due to affiliated companies	(4,967,443)	(924,574)
Increase in other payables	229,772	297,505
Cash generated by operations	(4,061,801)	(7,569,633)
Net cash flow from operating activities	**(2,856,828)**	**(6,819,655)**

Cash and cash equivalents comprise balances on current accounts and call money at banks

18. Parent company and controlling party

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

The Company's immediate and ultimate parent company is Firstgate Holding AG, a company incorporated in Zug, Switzerland

Copies of all sets of group accounts, which include the results of the Company, are available from Firstgate Holding AG, Artherstrasse 23a, 6300 Zug, Switzerland.

19. The Directors

The Directors as at 31 December 2009 are Charles Fränkl, Michael Grodd, Frank Brinker and Nicholas Drew Charles Fränkl, Michael Grodd and Frank Brinker are also executives of other entities of the Firstgate Holding Group The Company's contribution towards Director's salaries is made up as follows

	Percentage Contribution	Amount 2009 EUR	Amount 2008 EUR
Charles Fränkl	25%	77,357	6,572
Michael Grodd	25%	69,088	15,738
Frank Brinker	25%	46,981	57,962

The salaries of Charles Fränkl, Michael Grodd and Frank Brinker are paid by ClickandBuy International AG, Zug, and ClickandBuy Marketing AG, Zug. The salary of Nicholas Drew was paid by ClickandBuy International Limited

The Directors had no other transactions with the Company during the year (2008 – none)

20. Capital risk management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance

The capital structure of the Company consists of debt, which includes the borrowings disclosed in note 14, cash and equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings as disclosed in notes 15 and 16

Capital requirements exist for the Company as a regulated e-money issuer within the United Kingdom The Company's capital position is reported to its regulator on a regular basis The Company maintained a fully compliant capital position during the reporting period The Company's regulator possesses the ability to impose restrictions or special measures upon a firm not meeting its obligations

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

Gearing Ratio

The Company's capital structure is reviewed on a monthly basis as part of a wider funding review and in line with capital adequacy obligations as an FSA regulated firm A gearing ratio of approximately 11 6% (this is equivalent to 11 6% debt/equity ratio) is targeted across several companies in order to maintain the wider group credit rating

The debt/equity ratio at the year end is as follows

	Year ended 31 December 2009 EUR '000	Year ended 31 December 2008 EUR '000
Loans payable	1,306	468
Net debt	1,306	468
Equity	6,124	3,929
Net debt to equity ratio	**21.3%**	**11.9%**

Debt is defined as long-term loans payable, as detailed in note 14

Equity includes all capital and reserves of the Company attributable to the equity holder of the Company

21. Financial risk management

The Company's risk management focuses on the major areas of credit risk, liquidity risk and market risk Risk management is carried out by the central risk management function of the Firstgate Group

The loans from the parent company, Firstgate Holding AG, are overdue However, since these loans have been subordinated to all other liabilities, they can only be redeemed if permission to do so is granted by the FSA Neither the Company nor Firstgate Holding AG intend to redeem these loans in the next twelve months

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of customers to meet their obligations

The Company's principal financial assets are bank balances and cash, trade and other receivables and amounts owed by other members of the Group For trade and other receivables, refer to note 11 and for amounts owed by other members of the Group refer to note 14

The credit risk on liquid funds is limited because bank balances are held on current accounts or as call money with zone A banking institutions only which can be withdrawn on a daily basis
Trade receivables from third parties comprise receivables from end-user customers corresponding to trade payables due to internet merchants Risks concerning these receivables are balanced by corresponding trade payables accordingly, with the exception of

payment guarantees given to individual merchant customers in certain markets In most cases the credit risk to the Company is therefore limited to the potential loss of its commission of about 2 5% on average in respect of non-performing receivables

Liquidity risk

Liquidity risk is the potential that, although remaining solvent, the Company does not have sufficient liquid financial resources to enable it to meet its obligations as they fall due, or can secure them only at excessive cost

The following tables detail the Company's remaining maturity for its financial liabilities

At 31 December 2009	On demand	Up to 3 months	3-12 months	1-5 years and over 5 years	Total
	EUR	EUR	EUR	EUR	EUR
Trade accounts payable	24,672,918	-	-	-	24,672,918
Amounts due to affiliated companies	5,381,712	-	-	-	5,381,712
Loans from group companies	1,306,015	-	-	-	1,306,015
Other liabilities	778,269	-	-	-	778,269
Total	**32,138,914**	**-**	**-**	**-**	**32,138,914**

At 31 December 2008	On demand	Up to 3 months	3-12 months	1-5 years and over 5 years	Total
	EUR	EUR	EUR	EUR	EUR
Trade accounts payable	24,661,701	-	-	-	24,661,701
Amounts due to affiliated companies	10,349,155	-	-	-	10,349,155
Loans from group companies	-	467,723	-	-	467,723
Other liabilities	548,497	-	-	-	548,497
Total	**35,559,353**	**467,723**	**-**	**-**	**36,027,076**

Market risk

Market risk is defined as the risk of loss as a result of adverse changes in risk factors including foreign exchange rates

The majority of market risk arises as a result of foreign exchange rates The Company's income is exposed to movements in the foreign exchange rate on balances held with banks to fund the transactions between internet merchants and end user customers

Sensitivity analysis

A movement of +/- 1000 basis points in foreign exchange rates, when applied to statistical models, will have the following impact on the profit and equity in the Financial Statements

Risk factor	CHF 31 December 2009 EUR '000	GBP 31 December 2009 EUR '000	USD 31 December 2009 EUR '000
Gains (Losses) resulting from a rise of 10% in relation to the EUR	167	(168)	5
Gains (Losses) resulting from a fall of 10% in relation to the EUR	(167)	168	(5)

Risk factor	CHF 31 December 2008 EUR '000	GBP 31 December 2008 EUR '000	USD 31 December 2008 EUR '000
Gains (Losses) resulting from a rise of 10% in relation to the EUR	368	433	135
Gains (Losses) resulting from a fall of 10% in relation to the EUR	(368)	(433)	(135)

22. Operating Leases

The following schedule shows the minimum lease payments due

	Year ended 31 December 2009 EUR	Year ended 31 December 2008 EUR
Within one year	145,692	42,208
Within 2 and 5 years	134,708	-
Balance at the end of the period	**280,400**	**42,208**

ClickandBuy International Limited

Notes to the Financial Statements for the year ended 31 December 2009

23. Post Balance Sheet Events

As of 1 March 2010 Mr Oliver Kinne was appointed as managing director of the Company

On 23 March 2010 Deutsche Telekom AG (DTAG) agreed to acquire 78 68% of the shares in Firstgate Holding AG, the parent company of ClickandBuy International Limited, to take DTAG's shareholding to 100%, with a planned completion date of 1 April 2010