

**REGISTERED NUMBER: 06974245 (England and Wales)**

REPORT OF THE DIRECTORS AND  
AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018  
FOR  
IMPROVE DIGITAL LIMITED

Alliotts  
Friary Court  
13-21 High Street  
Guildford  
Surrey  
GU1 3DL

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for the Year Ended 31 December 2018

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IMPROVE DIGITAL LIMITED

COMPANY INFORMATION  
for the Year Ended 31 December 2018

<b>DIRECTORS:</b>	Mr S R V Moesman Mr U Akpinar
<b>SECRETARY:</b>	Vistra Company Secretaries Limited
<b>REGISTERED OFFICE:</b>	76 - 78 Charlotte Street London W1T 4QS
<b>REGISTERED NUMBER:</b>	06974245 (England and Wales)
<b>AUDITORS:</b>	Alliotts Friary Court 13-21 High Street Guildford Surrey GU1 3DL

**REPORT OF THE DIRECTORS**  
for the Year Ended 31 December 2018

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of sales and marketing support to the parent company via a transfer pricing agreement.

**DIRECTORS**

Mr S R V Moesman has held office during the whole of the period from 1 January 2018 to the date of this report.

Other changes in directors holding office are as follows:

Mr J H Brinks - resigned 19 May 2018

Mr U Akpinar - appointed 19 May 2018

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Alliotts, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**ON BEHALF OF THE BOARD:**

Mr U Akpinar - Director

27 September 2019

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
IMPROVE DIGITAL LIMITED

**Opinion**

We have audited the financial statements of Improve Digital Limited (the 'company') for the year ended 31 December 2018 which comprise the Income statement, Balance sheet and Notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit 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.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the directors, but does not include the financial statements and our Report of the auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**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 Report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the directors has been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
IMPROVE DIGITAL LIMITED

**Matters on which we are required to report by exception**

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 Report of the directors.

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic report or in preparing the Report of the directors.

**Responsibilities of directors**

As explained more fully in the Statement of directors' responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the auditors.

**Use of our report**

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 a Report of the auditors 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.

Christopher Cairns FCA (Senior Statutory Auditor)  
for and on behalf of Alliotts  
Friary Court  
13-21 High Street  
Guildford  
Surrey  
GU1 3DL

27 September 2019

INCOME STATEMENT  
for the Year Ended 31 December 2018

Notes	31/12/18 £	31/12/17 £
<b>TURNOVER</b>	1,043,574	1,195,356
Administrative expenses	<u>(974,606)</u> 68,968	<u>(1,160,538)</u> 34,818
Other operating income	<u>1,755</u>	<u>-</u>
<b>OPERATING PROFIT and PROFIT BEFORE TAXATION</b>	70,723	34,818
Tax on profit	<u>-</u>	<u>(6,084)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<u><u>70,723</u></u>	<u><u>28,734</u></u>

The notes form part of these financial statements

BALANCE SHEET  
31 December 2018

	Notes	31/12/18 £	31/12/17 £
<b>FIXED ASSETS</b>			
Intangible assets	6	812,692	627,510
Tangible assets	7	<u>20,198</u>	<u>26,335</u>
		<u>832,890</u>	<u>653,845</u>
<b>CURRENT ASSETS</b>			
Debtors	8	69,358	73,375
Cash at bank and in hand		<u>19,701</u>	<u>36,502</u>
		89,059	109,877
<b>CREDITORS</b>			
Amounts falling due within one year	9	<u>(722,089)</u>	<u>(634,585)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(633,030)</u>	<u>(524,708)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>199,860</u>	<u>129,137</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital		2	2
Retained earnings		<u>199,858</u>	<u>129,135</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>199,860</u>	<u>129,137</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 27 September 2019 and were signed on its behalf by:

Mr U Akpınar - Director

NOTES TO THE FINANCIAL STATEMENTS  
for the Year Ended 31 December 2018

1. **STATUTORY INFORMATION**

Improve Digital Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. **ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

**Turnover**

Turnover represents expenses recharged to the dutch holding company. During the year 100% of the company's turnover was derived from within Europe (2017: 100%).

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.  
Computer equipment - Straight line over 5 years

**Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Basic financial liabilities

Basic financial liabilities, including creditors, and loans from fellow group companies are initially recognised at transaction price.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are initially recognised at transaction price.

**Research and development**

Development expenditure is deferred to the extent that its recovery can reasonably be regarded as assured. Such deferred development costs are amortised in five years.

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2018

**2. ACCOUNTING POLICIES - continued****Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result. The foreign exchange rates used during the year are as follows:

Year end Euro to Sterling rate: £1 = €1.12

**Intercompany loans**

Intercompany loans are measured at amortised cost. The interest charge is recognised systematically over the life of the loan and represent the present value of the future payments discounted at a market rate of interest.

**Financial instruments**

The entity's financial instruments include basic financial instruments and consist of trade and other debtors and trade and other creditors. Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. Trade and other creditors are also recognised initially at transaction price plus attributable transaction costs. Cash and cash equivalents comprise of cash at bank.

**3. EMPLOYEES AND DIRECTORS**

	31/12/18	31/12/17
	£	£
Wages and salaries	488,517	483,254
Social security costs	111,039	125,927
Other pension costs	-	6,981
	<u>599,556</u>	<u>616,162</u>

The average number of employees during the year was as follows:

31/12/18	31/12/17
14	14

**4. OPERATING PROFIT**

The operating profit is stated after charging:

	31/12/18	31/12/17
	£	£
Depreciation - owned assets	6,266	5,715
Development costs amortisation	<u>234,515</u>	<u>338,407</u>

**5. DIRECTORS REMUNERATION**

All director remuneration has been borne by the parent company as the directors are also directors of that company. The directors' services to the company do not occupy a significant amount of their time and as such the directors do not consider that they have received any remuneration for their incidental services to the company for the year ended 31 December 2017 and the year ended 31 December 2018.

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2018

## 6. INTANGIBLE FIXED ASSETS

	Other intangible assets £
<b>COST</b>	
At 1 January 2018	1,367,872
Additions	416,620
Exchange differences	6,708
At 31 December 2018	<u>1,791,200</u>
<b>AMORTISATION</b>	
At 1 January 2018	740,362
Charge for year	234,515
Exchange differences	3,631
At 31 December 2018	<u>978,508</u>
<b>NET BOOK VALUE</b>	
At 31 December 2018	<u>812,692</u>
At 31 December 2017	<u>627,510</u>

## 7. TANGIBLE FIXED ASSETS

	Plant and machinery etc £
<b>COST</b>	
At 1 January 2018	36,887
Exchange differences	181
At 31 December 2018	<u>37,068</u>
<b>DEPRECIATION</b>	
At 1 January 2018	10,552
Charge for year	6,266
Exchange differences	52
At 31 December 2018	<u>16,870</u>
<b>NET BOOK VALUE</b>	
At 31 December 2018	<u>20,198</u>
At 31 December 2017	<u>26,335</u>

## 8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31/12/18 £	31/12/17 £
VAT	947	2,376
Prepayments	<u>68,411</u>	<u>70,999</u>
	<u>69,358</u>	<u>73,375</u>

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 20189. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31/12/18	31/12/17
	£	£
Trade creditors	15,766	4,388
Amounts owed to group undertakings	426,058	524,824
Tax	14,263	14,249
Social security and other taxes	24,159	32,875
Other creditors	1,327	3,071
Accruals and deferred income	160,950	-
Accrued expenses	79,566	55,178
	<u>722,089</u>	<u>634,585</u>

10. **RELATED PARTY DISCLOSURES**

Improve Digital B.V. is the smallest and largest group of undertakings for which group accounts are drawn up.  
The address of Improve Digital B.V. is 76-78 Charlotte Street, London W1T 4QS.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.