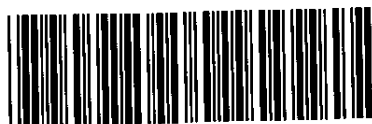


**Smartmatic UK Limited**  
**Directors' report and financial statements**  
**Registered number 07236594**  
**31 December 2017**

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COMPANIES HOUSE

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## **Directors' report**

The directors present their directors' report and financial statements of Smartmatic UK Limited (the 'Company') for the period ended 31 December 2017.

The directors have taken advantage of the exemption available from preparing a Strategic report as the Company qualifies as a small company and is part of a larger group producing consolidated financial statements.

### **Principal activity**

The principal activity of the Company is to be an entrepreneur of new developments.

### **Business Review**

The results for the year show a loss before tax of £341,160 (2016: profit of £3,756,150) and at the reporting date the Company has net assets of £2,205,830 (2016: £2,546,990). The loss for the year was incurred as a result of a reduction in a loan receivable from related parties, which lead to a significant reduction in interest income (2017: £295,578, 2016: £3,893,441).

In 2016 the Company transferred its share premium to retained earnings in order to facilitate the payment of a dividend.

### **Dividends**

The directors do not propose the payment of a dividend (2016: £25,879,645).

### **Political and charitable contributions**

The Company has not made any political donations during the period.

### **Directors**

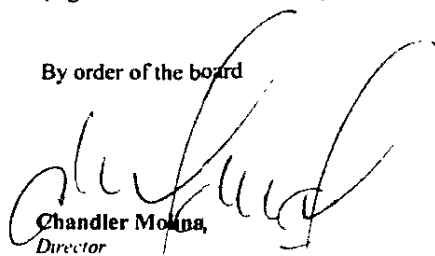
The directors who held office during the period were as follows:

Chandler Molina  
Victor Ramirez

### **Auditor**

The directors have claimed exemption under section 479A of the Companies Act 2006, from the need to have these financial statements audited. A statement of guarantee by a parent undertaking, SGO Corporation Limited (registered number 07477910), has been filed at Companies House.

By order of the board



Chandler Molina,  
Director

88 Baker Street  
London  
W1U 6TQ

21 September 2018

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**Profit and Loss Account**  
*for the year ended 31 December 2017*

	Note	2017 £	2016 £
Administration expenses		(635,628)	(23,113)
<b>Operating loss</b>		<b>(635,628)</b>	<b>(23,113)</b>
Interest receivable and similar income	3	295,578	3,893,441
Interest payable and similar charges	4	(1,110)	(114,178)
<b>(Loss)/Profit before taxation</b>		<b>(341,160)</b>	<b>3,756,150</b>
Tax on (loss)/ profit	5	-	-
<b>(Loss)/Profit for the financial year</b>		<b>(341,160)</b>	<b>3,756,150</b>

The notes on pages 6 to 12 form part of these financial statements.

**Balance Sheet**  
*as at 31 December 2017*

	Note	2017 £	2016 £
<b>Non-current assets</b>			
Intangibles	6	1,408,603	711,775
		<hr/>	<hr/>
		1,408,603	711,775
<b>Current assets</b>			
Cash at bank and in hand		33,055	17,294
Debtors	7	3,988,896	4,429,072
		<hr/>	<hr/>
		4,021,951	4,446,366
<b>Creditors: amounts falling due within one year</b>	8	(3,224,724)	(2,611,151)
		<hr/>	<hr/>
<b>Net current assets</b>		797,227	1,835,215
		<hr/>	<hr/>
<b>Net assets</b>		2,205,830	2,546,990
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	9	2	2
Share based payment reserve		9,795	9,795
Profit and loss account		2,196,033	2,537,193
		<hr/>	<hr/>
<b>Shareholders' funds</b>		2,205,830	2,546,990
		<hr/>	<hr/>

The notes on pages 6 to 12 form part of these financial statements.

For the year ending 31 December 2017 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These financial statements were approved by the board of directors on 21 September 2018 and were signed on its behalf by:

  
 Chandler Molina  
 Director

88 Baker Street  
 London  
 W1U 6TQ

**Statement of Changes in Equity**  
*for year ended 31 December 2017*

	Called up Share capital	Share Premium account	Share based payment reserve	Profit and loss account
	£	£	£	£
Balance at 31 December 2015	2	25,879,645	-	(1,218,957)
Profit for the year	-	-	-	3,756,150
Capital reduction	-	(25,879,645)	-	25,879,645
Dividend Paid	-	-	-	(25,879,645)
Share based payment expense	-	-	9,795	-
Balance at 31 December 2016	2	-	9,795	2,537,193
Loss for the year	-	-	-	(341,160)
Balance at 31 December 2017	2	-	9,795	2,196,033

The notes on pages 6 to 12 form part of these financial statements.

## **Notes**

*(forming part of the financial statements)*

### **1 Accounting policies**

Smartmatic UK Limited (the 'Company') is a company incorporated, registered and domiciled in England in the UK. The financial statements are presented in Pounds Sterling to the nearest Pound.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemption has been taken.

The Company's ultimate parent undertaking, SGO Corporation N.V. includes the Company in its consolidated financial statements. The smallest group into which the accounts of the company are consolidated is SGO Corporation Limited. Copies of these consolidated accounts may be obtained from its registered office at 88 Baker Street, London, W1U 6TQ.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

### ***Going concern***

The Company is reliant on financial support from SGO Corporation Limited, the Company's ultimate parent undertaking. SGO Corporation Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that this support will continue for 12 months more from the date of approval of these financial statements.

### ***Foreign currencies***

Transactions in foreign currencies are translated to the Company's functional currency (Pounds Sterling) at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.



## **Notes (continued)**

### ***Trade and other debtors***

Trade and other debtors are stated at their nominal amount less impairment losses.

### ***Trade and other creditors***

Trade and other creditors are stated at amortised cost.

### ***Taxation***

Tax on the profit or loss for the year comprises current and deferred tax.

The tax currently payable is based on taxable profits for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### ***Intangible assets***

#### ***Intangible assets***

Intangible assets represent the carrying value of software. Carrying value is equal to cost less accumulated amortisation and impairment.

Software which is not integral to a related item of hardware are also recognised as intangible assets. Capitalised internal-use software include external direct costs of materials and services consumed in the development or purchase, use of dedicated contractors, and payroll and related costs for employees who are directly associated with or who devote substantial time to the project. Capitalisation of these costs ceases when the project is substantially complete and ready for its internal purpose. These costs are amortised over their expected useful life deemed to be three to five years once the asset is put into use.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

### ***Research and development***

Research is expense as the costs are incurred. Where the expenditure reaches the requirements for IAS 38 for development the amounts are capitalised as an intangible asset.

### ***Significant Accounting Estimates and Judgements***

The following are the critical judgments and key sources of estimation uncertainty, apart from those that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements:

a. Recoverability of intangible assets

Management review recoverability annually based upon the development of associated projects.

**2 Staff numbers and costs**

The average number of people (including directors) employed by the company during the period was 2. There were no payroll costs in the period and all directors are paid by other companies within the SGO Corporation N.V. Group.

No apportionments were made for the services and management have determined none would be required as the amount of the two directors would not be significant.

Auditor's remuneration with respect to the preparation of the financial statements was £1,000 (2016: £1,000).

**3 Interest receivable and similar income**

	2017 £	2016 £
Interest receivable and similar income	-	489,135
Currency translation differences on loan to SGO Corporation Limited	295,578	3,404,306
	<u>295,578</u>	<u>3,893,441</u>

Interest receivable is in respect of loan of \$40,659,704 to SGO Corporation Limited, a fellow subsidiary of the Smartmatic International Group. The loan was advanced on 5 October 2011 and incurred annual interest at 1.3%. On 5<sup>th</sup> October 2016, this loan was translated into GBP and incurred annual interest at 0%. The balance of the loan at year end was £4,369,653.84.

**4 Interest payable and similar charges**

	2017 £	2016 £
Interest payable and similar charges	1,110	114,178
	<u>1,110</u>	<u>114,178</u>

**5 Tax on loss on ordinary activities**

	2017 £	2016 £
Current tax		
UK corporation tax	-	-
	<u>-</u>	<u>-</u>

The income tax expense for the year can be reconciled to the accounting profit as follows:

**Notes (continued)**

<b>5</b>	<b>Tax on loss on ordinary activities</b>	<b>2017</b>	<b>2016</b>
		<b>£</b>	<b>£</b>
	<i>Current tax reconciliation</i>		
	(Loss)/profit on ordinary activities before tax	(341,160)	3,756,150
		<hr/>	<hr/>
	Current tax at 19.25% (2016: 20%)	(65,673)	751,230
	<i>Effects of:</i>		
	Non-taxable income	65,673	(680,861)
	Expenses not deductible for tax purposes	-	265
	Previously unrecognised tax losses utilised in the current year	-	(70,634)
		<hr/>	<hr/>
	Total current tax charge (see above)	-	-
		<hr/>	<hr/>

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

The Company has unrecognised tax losses of £821,375 (2016: £nil). These have not been recognised as there is insufficient evidence that the assets will be recovered.

**6 Intangible assets**

	<b>Total</b>
	<b>£</b>
<b>Cost</b>	
Balance at 1 January 2016	-
Balance at 31 December 2016 and 1 January 2017	711,775
 <b>Additions</b>	 696,828
 <b>Balance at 31 December 2017</b>	 <b>1,408,603</b>
 <b>Amortisation and impairment</b>	
Balance at 1 January 2016	-
Balance at 31 December 2017 and 1 January 2015	-
 <b>Amortisation for the year</b>	 -
Balance at 31 December 2016	-
 <b>Net book value</b>	
At 1 January 2017	711,755
At 31 December 2016 and 1 January 2017	711,755
 <b>At 31 December 2017</b>	 <b><u>1,408,603</u></b>
Additions will begin to be amortised once the related assets become ready for use.	

**7 Debtors**

	2017 £	2016 £
Prepayments	7,904	19,139
Amounts owed by group undertakings	3,980,992	4,409,933
	<hr/>	<hr/>
	3,988,896	4,429,072
	<hr/>	<hr/>

Amounts owed by group undertakings includes a loan of £4,369,654 (2016: £4,383,258) made to SGO Corporation Limited, the parent company. The loan was agreed on October 5, 2011 for one year and incurred interest at 1.3% per annum. On 5 October 2012, 5 October 2013 and 5 October 2014 the company agreed to extend the loan agreement with SGO Corporation Limited for one more year, maintaining all the original terms of the agreement. The agreement was further extended on 5 October 2015 for a period of 12 months ending on 5 October 2016. On 5<sup>th</sup> October 2016 the loan was translated into GBP and a 0% interest rate was agreed. The loan was subsequently partially repaid as part of the dividend payment to the parent.

No payments are owed by SGO Corporation N.V (2016: £nil).

**8 Creditors: amounts falling due within one year**

	2017 £	2016 £
Trade Creditors	7,408	22,936
Amounts owed to group undertakings	3,208,822	2,581,715
Accruals	8,494	6,500
	<hr/>	<hr/>
	3,224,724	2,611,151
	<hr/>	<hr/>

Amounts owed to group undertaking are unsecured, interest free and repayable on demand.

£530,000 of intercompany balances are due to SGO Limited (2016: £nil)/

£21,000 of intercompany balances are due to SGO Corporation N.V (2016: £28,000).

**9 Called up share capital**

	2017 £	2016 £
<i>Allotted, called up and fully paid</i>		
2 Ordinary shares of £1 each	2	2
	<hr/>	<hr/>

**Notes (continued)**

**10 Ultimate parent undertaking**

The company is a wholly owned subsidiary of SGO Corporation Ltd., a company incorporated in England, in the UK.

The smallest group into which the accounts of the company are consolidated is SGO Corporation Limited. Copies of these consolidated accounts may obtain from its registered office at 88 Baker Street, London, W1U 6TQ.

The Company's ultimate parent is SGO Corporation N.V. The registered address is Schottegatweg Oost 44, Curacao.