Registered Number: 08414429

Aurajoki Romania Limited

Annual Report and Financial Statements

For the year ended 30 June 2018

WEDNESDAY



Directors and company information

Directors

K Kaye

Auditor

BDO LLP Statutory Auditor 55 Baker Street London United Kingdom W1U 7EU

Bankers

The Royal Bank of Scotland Corporate Banking East Midlands PO Box 7895 6th Floor Cumberland Place Nottingham United Kingdom NG1 7ZS

Solicitors

Eversheds 1 Royal Standard Place Nottingham United Kingdom NG1 6FZ

Registered Office

Unit 1 Castle Marina Road Nottingham United Kingdom NG7 1TN

Strategic Report for the year ended 30 June 2018

The directors present their Strategic Report for Aurajoki Romania Limited (the "Company") for the year ended 30 June 2018. The Company's name was changed from DF Romania Holdings Limited following the acquisition of its immediate parent company by Aurajoki Holdings UK Limited.

Principal activities

The principal activity of the Company is that of a holding and administration company for its trading subsidiaries; Aurajoki Sub SRL, Express Credit Amanet SRL and Express Exchange SRL.

Business review

During the year the Company continued to provide finance to a subsidiary company through an intercompany loan facility upon which RON 60,364,000 was outstanding as at 30 June 2018 (2017: RON 58,294,000). The balance represents RON 42,500,000 principal outstanding (2017: 42,500,000) and interest accrued on this facility of RON 17,864,000 (2017: 15,794,000).

In addition there is also a loan due from Aurajoki Holdings UK Ltd, a fellow group company, of RON 5,000,000 at 30 June 2018 due within one year (2017: RON 5,000,000 due from Dollar Financial U.K. Limited a former fellow group company).

The profit for the year, after tax, amounted to RON 2,204,000 (2017: RON 2,614,000).

Key performance indicators (KPIs)

As the Company is not a trading company, there are no KPIs used by management to review its performance.

Principal risks and uncertainties

The main risks arising from the Company's activities are liquidity risk and credit risk which are primarily attributable to its intercompany loan receivables.

Credit risk

Credit risk is the risk of financial loss to the Company due to a counterparty's failure to honour its financial obligations and arises as the Company provides loans to other group companies. The Company mitigates the risk by assessing the likelihood of the borrower defaulting, taking in to account a variety of factors such as the financial position of the potential borrower, and refusing to lend if the risk of default is too high.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient resources to meet its financial obligations as they fall due.

Strategic Report for the year ended 30 June 2018 (continued)

Future developments

The directors expect the general level of activity to remain consistent as present in the forthcoming year. This is as a result of there being no expected changes to the level of finance provided.

On behalf of the Board

K Kaye Director

Date: 5 MARCH WIM

Address of registered office: Unit 1 Castle Marina Road Nottingham United Kingdom NG7 1TN

Directors Report

The directors present their Annual Report together with the audited financial statements of Aurajoki Romania Limited (the "Company") for the year ended 30 June 2018.

Directors

The directors who served the Company during the year and up to the date of this report are as follows:

S Cohen

(resigned 27 February 2018)

T Deakin

(appointed 27 February 2018, resigned 1 December 2018)

K Kaye

The directors have no declarable interest in the shares of the Company or of any other group company.

Disclosure of information to the auditor

Each person who is a director at the date of approval of this report confirms 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 he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

A resolution to re-appoint BDO LLP as auditor of the Company will be proposed at the Company's Annual General Meeting.

Financial risk management objectives and policies

Details of the Company's credit risk management can be found in the Strategic Report on page 2 and form part of this report by cross-reference.

In addition to credit risk, the Company also considers liquidity risk, which is the risk that financial assets cannot be transformed into cash quickly enough to meet financial liabilities as they fall due. The Company mitigates this risk by ensuring, as far as practicably possible, financial liabilities are not incurred.

Directors Indemnities

Qualifying third party indemnity provisions for the benefit of the directors were in force during the year under review and remain in force at the date of approval of the Directors report and financial statements.

Dividends

The directors do not recommend a dividend.

Going concern

After considering the Company is a non-trading holding company with no liabilities, net assets of RON 79,498,000, and that the directors do not anticipate any changes in the activities of the Company in the 12 months following the date of this report, the directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly the directors have adopted the going concern basis in preparing the finanial statements

Director's report (continued)

Future developments

Details of future developments can be found in the Strategic Report on page 3 and form part of this report by cross-reference.

Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12. The Company's shareholders have been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The Company also intends to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the Company by shareholders holding in aggregate 5% or more of the total allocated shares in the Company. They should be served no later than 30 June 2019.

On behalf of the Board

K Kaye Director

Date: 5 MARCH WICH

Address of registered office:

Unit 1 Castle Marina Road Nottingham United Kingdom NG7 1TN

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' report and the Annual Report and 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) including FRS 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 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; and
- 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.

Independent auditor's report

Opinion

We have audited the financial statements of Aurajoki Romania Limited ("the Company") for the year ended 30 June 2018 which comprise the statement of comprehensive income, balance sheet, statement of changes in equity 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 30 June 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 Auditor's 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 included in the annual report, other than the financial statements and our auditor's report 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.

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Independent auditor's report

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.

Opinions 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

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 Strategic report and Director's report.

We have nothing to report in respect of the following matters in relation to which 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

Responsibilities of Directors

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, and for such internal control as the Directors determine is 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.

Independent auditor's report

Auditor's 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 an auditor's report 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 at the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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 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.

Bower

Daniel Taylor (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
55 Baker Street
London
W1U 7EU

Date: 6 March 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of comprehensive income

For the year ended 30 June 2018

		2018	2017
	Note	RON '000	RON '000
Administrative expenses		(51)	
Operating loss		(51)	-
Interest due from fellow group companies		2,255	2,614
Profit before taxation		2,204	2,614
Tax	4	<u>-</u>	
Profit and total comprehensive income for the financial year, attributable to the equity shareholders of the Company		2,204	2,614

All amounts relate to continuing activities.

Balance sheet

As at 30 June 2018

	Note	2018 RON '000	2017 RON '000
Non-current assets			
Investments	5	14,000	14,000
		14,000	14,000
Current assets			
Debtors due within one year	6	65,549	63,294
Current Liabilities			
Creditors: amounts falling due within one year	8	(51)	
Net assets less Current liabilities		79,498	77,294
Called up share capital and reserves			
Called up share capital	7	40,994	40,994
Share premium		20,507	20,507
Retained earnings		17,997	15,793
Shareholders' funds		79,498	77,294

These financial statements were approved and authorised for issue by the Board of Directors on the date shown below and were signed on its behalf by:

K Kaye Director

Date: 5 MARCU 7019

Statement of changes in equity

For the year ended 30 June 2018

	Called Up Share capital RON '000	Share Premium RON '000	Retained Earnings account RON '000	Total shareholders' funds RON '000
At 1 July 2016	40,994	20,507	13,179	74,680
Profit for the year	- _		2,614	2,614
Balance as at 1 July 2017	40,994	20,507	15,793	77,294
Profit for the year	_ 		2,204	2,204
At 30 June 2018	40,994	20,507	17,997	79,498

Notes to the financial statements

As at 30 June 2018

1. Significant accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of preparation

Aurajoki Romania Limited is a private company limited by shares and incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council.

Interest receivable

The revenue of the Company represents interest receivable and similar charges. Interest income and similar charges are recognised using the effective interest rate (EIR), which is the rate that exactly discounts estimated cash receipts through the expected life of the financial asset to its net carrying amount. For the Company the EIR is the same as the contractual rate.

Functional currency

The functional currency has been determined as Romanian New Leu (RON). This reflects the economic effects of the underlying transactions, events and conditions that were relevant to the entity upon incorporation and include the currency that dividend and interest income will be generated in and the currency that any interest cost will be paid in based on the subsidiary and intercompany loan structure planned at incorporation. The amounts presented in the financial statements are rounded to the nearest thousand.

Group financial statements

The Company has taken advantage of the exemption to not prepare group financial statements for its group under section 401 of the Companies Act 2006 on the grounds that:

- the Company and all of its subsidiaries are included in the group financial statements of Aurajoki Holdings UK Limited drawn up to 30 June 2018; and
- that the group financial statements of Aurajoki Holdings UK Limited are drawn up in a manner equivalent to group financial statements drawn up in accordance with the provisions of the Seventh Directive.

Consequently, the financial statements only contain information about Aurajoki Romania Limited as an individual company and do not contain group financial information as the parent of a group. These financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

Going concern

After considering the Company is a non-trading holding company with shareholder's funds of RON 79,498,000, and that the directors do not anticipate any changes in the activities of the Company in the 12 months following the date of this report, the directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly the directors have adopted the going concern basis in preparing the financial statements.

Statement of cash flows

The Company is exempt from the requirements of section 7 of FRS102 and therefore has not prepared a cash flow statement because its results are included within the group financial statements of its parent undertaking, Aurajoki Holdings UK Limited. These financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

As at 30 June 2018

1. Significant accounting policies (continued)

Investments

Investments held as fixed assets are stated at cost, less any provision for permanent diminution in value.

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Financial Instruments

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

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

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet all of the conditions under section 11 of FRS102 are subsequently measured at amortised cost using the effective interest method.

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet all of the conditions under section 11 of FRS102 are measured at the undiscounted amount of the cash or other consideration expected to be paid or received.

Impairment of financial assets

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

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Tax

The charge for tax is based on the result for the year and takes into consideration timing differences arising as a result of different treatments of certain items for tax and accounting purposes.

As at 30 June 2018

1. Significant accounting policies (continued)

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for deferred tax that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Critical accounting judgements and key sources of estimation uncertainty

The directors believe there are no critical judgements or key sources of estimation uncertainty in applying the Company's accounting policies.

3. Operating profit

The Company's fee for auditing of the financial statements of RON 25,000 (2017- RON nil) payable to BDO LLP. Non-audit services provided to the Company are RON nil for the current year as well as for the previous year.

There are no employees of the Company except for the directors. The directors of the Company are remunerated by other companies within the Aurajoki Holdings UK Limited group. The directors consider that the level of their qualifying services provided to the Company is inconsequential to its wider role within the group in the year ended 30 June 2018.

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As at 30 June 2018

4. Tax

- (a) The tax charge for the current year is nil.
- (b) Factors affecting the current tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	2018	2017
	RON '000	RON '000
Profit on ordinary activities before tax	2,204	2,614
Profit on ordinary activities multiplied by effective rate of corporation		
tax in the UK of 19% (2017: 19.75%)	419	516
Effects of:		
Transfer pricing adjustments	-	87
Group relief received for no payment	(419)	(603)
Total tax on profit for the year (note 4(a))	-	_

(c) There is no provided or unprovided deferred tax as at 30 June 2018 and 30 June 2017.

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the rates enacted at the balance sheet date now standing at 19% from 1 April 2017 and 17% from 1 April 2020.

As at 30 June 2018

5. Investments

Shares in subsidiary undertaking RON '000

Cost and net book value:

At 1 July 2017

14,000

At 30 June 2018

14,000

Details of the subsidiary undertakings held as at 30 June 2018 are:

Name of

Nature of

Country of

Share

Address

company

business

Incorporation

Holding

133 Calea Şerban Voda, Central Business

Aurajoki Sub SRL Holding Company Romania 99.99%

Park, Building A, Section A.2.16, 2nd floor,

District 4, Bucharest, Romania

Details of the other subsidiaries, where the shares are not held directly by DF Romania Holdings Limited, but rather are held by Aurajoki Sub SRL which is a subsidiary of the Company, are:

Name of company

Nature of business

Express Exchange S.R.L.

Pawnbroker

Express Credit Amanet S.R.L.

Money transfers and foreign exchange

services

All holdings are of ordinary shares and are 100% holdings, including 100% voting rights, unless otherwise stated. All companies are incorporated in Romania.

6. Debtors due within one year

2018

2017

RON '000

RON '000

Amounts due from group undertakings

65,549

63,294

Within amounts due from group undertakings, as at 30 June 2018, there is a loan due from DF Aurajoki Sub SRL of RON 42,500,000 plus accrued interest, with a carrying value at that date of RON 60,364,000 (2017: RON 58,294,000). The applicable interest rate is 4.25% and maturity date of June 2019.

In addition there is also a loan due from Aurajoki Holdings UK Ltd, a fellow group company, of RON 5,000,000 at 30 June 2018 plus accrued interest, with a carrying value at that date of RON 5,185,000 due within one year (2017: RON 5,000,000 due from Dollar Financial U.K. Limited a former fellow group company). The applicable interest rate is 9% and is now repayable on demand.

As at 30 June 2018

7. Called up share capital and reserves

Allotted, called-up and fully-paid:

	2018 RON '000	2017 RON '000
8,000,100 ordinary shares of RON 5.124 each	40,994	40,994

The Company's other reserves are as follows:

- The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.
- The retained earnings reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

8. Creditors: amounts falling due within one year

	2018 RON'000	2017 RON'000
Amounts due to fellow group companies Accruals and deferred income	26 25_	- _
	51	

9. Related party transactions

The Company is a wholly owned subsidiary of Aurajoki Holdings UK Limited, the group financial statements of which are publicly available.

Accordingly, the Company has taken advantage of the exemption in section 33 of FRS 102 from disclosing transactions with 100% members or investees of the Aurajoki Holdings UK Limited group.

10. Financial instruments

The Company manages its capital to ensure that the Company has sufficient capital resources to continue as a going concern.

The Company's activities expose it to a number of financial risks and uncertainties; primarily liquidity risk and credit risk which are attributable to its intercompany loan receivables.

Carrying values by categories of financial instrument as at 30 June are as follows:

Financial assets – loans and receivables	2018	2017
	RON '000	RON '000
Amounts due from group undertakings	65,549	63,294

As at 30 June 2018

11. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Aurajoki Europe Limited, a company incorporated in the United Kingdom.

The largest and smallest group for which financial statements are drawn up which incorporate the financial statements of the Company is that headed by Aurajoki Holdings UK Limited, a company incorporated in England and Wales. Copies of the group financial statements, which include the results of the Company, are available from Companies House, Crown Way, Cardiff CF14 3UZ.