Blancco Finance Limited (formerly Regenersis Finance Limited)

Annual report and financial statements

Registered number 8974802

For the year ended 30 June 2016

Contents

Strategic Report

The Strategic report is prepared in accordance with The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Fair review of the company's business

The Company acts as an intermediate holding company for the Blanco Technology Group Plc.

Principal risks and uncertainties

Group risks are managed at group level, rather than on an individual business unit level. For this reason, the company's director believes that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Blancco Technology Group, which include those of the Company, are discussed in the Group's annual report which does not form part of this report.

Results and dividends

The profit and loss account is set out on page 6 and shows the profit for the year. The profit for the year after tax was €1,370,194 (*2015*: €1,827,193).

€Nil dividends were received or paid during the year (*2015*: €Nil).

Position of the Company's business at the end of the year

The closing equity shareholder's funds at 30 June 2016 are €35,489,678 (*2015*: €34,119,484). The Company has net current assets of €35,143,578 (*2015*: €33,773,384) due to amounts owed by group undertakings of €35,145,483 (*2015*: €33,774,242).

Key performance indicators

The Blancco Technology Group manages its operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the company is neither necessary nor appropriate for an understanding of the development, performance or position of the business of the company.

On behalf of the board

M Toye
Director

6th Floor
60 Gracechurch Street
London
United Kingdom
EC3V 0HR

30 March 2017

Directors' report

The Directors presents their report together with audited financial statements for the year ended 30 June 2016.

Directors

The director who served during the year was as follows:

J Dhody (Resigned 31 October 2016)

On 31 October 2016, Keith Butcher was appointed as a director of the Company. On 13 March 2017, Keith Butcher resigned as a director of the Company and also on that date, Simon Herrick was appointed as a director of the Company. On 13 March 2017 Matias-Leandro Iglesias Toye was appointed as a director of the Company.

Political and charitable contributions

The company made no political or charitable contributions during the year..

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirms that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board

M Toye
Director

6th Floor
60 Gracechurch Street
London
United Kingdom
EC3V 0HR

30 March 2017

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 period. 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 FRS101 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 judgments 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; 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. He has 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.

KPMG

KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Independent auditor's report to the members of Blancco Finance Limited (formerly Regenersis Finance Limited)

We have audited the financial statements of Blancco Finance Limited (formerly Regenersis Finance Limited) for the year ended 30 June 2016 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Annual Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Blancco Finance Limited (formerly Regenersis Finance Limited) *(continued)*

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.

S. Smith

Stuart Smith (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

31 March 2017

Profit and loss account

	Note	For the year ended 30 June 2016 €	For the period 2 April 2014 to 30 June 2015 €
Administrative expenses		**(175,773)**	(1,285)
Operating loss	*2*	**(175,773)**	(1,285)
Interest receivable and similar income	*3*	**1,545,967**	1,828,211
Profit on ordinary activities before taxation		**1,370,194**	1,826,926
Tax credit on profit on ordinary activities	*8*	-	267
Profit for the year being total comprehensive income		**1,370,194**	1,827,193

All of the activities of the Company are classed as continuing.

The Company has no recognised gains or losses other than the results for the current year as set out above.

Notes from page 9 to page 13 form part of the financial statements.

Balance sheet
at 30 June 2016

	Note	2016 €	2015 €
Fixed assets			
Investments	5	**346,100**	346,100
Current assets			
Debtors	6	**35,145,580**	33,774,846
Cash and cash equivalents		**32**	15
		35,145,612	33,774,861
Creditors: Amounts falling due within one year	7	**(2,034)**	(1,477)
Net current assets		**35,143,578**	33,773,384
Net assets: being total assets less current liabilities		**35,489,678**	34,119,484
Capital and reserves			
Called up share capital	9	**30,211,292**	30,211,292
Share premium		**2,080,999**	2,080,999
Profit and loss account		**3,197,387**	1,827,193
Shareholders' funds		**35,489,678**	34,119,484

Notes from page 9 to page 13 form part of the financial statements.

These financial statements were approved by the board of directors on 30 March 2017 and were signed on its behalf by:

M Toye
Director

Company registered number: 8974802

Statement of changes in equity

	Called up share capital €	Share premium €	Profit and loss account €	Total €
Balance at incorporation	-	-	-	-
Issue of share capital (25,048,284 Ordinary shares of £1 each)	30,211,292	2,080,999	-	32,292,291
Profit for the period being total comprehensive income	-	-	1,827,193	1,827,193
Balance at 30 June 2015	**30,211,292**	**2,080,999**	**1,827,193**	**34,119,484**
Profit for the year being total comprehensive income	-	-	1,370,194	1,370,194
Balance at 30 June 2016	**30,211,292**	**2,080,999**	**3,197,387**	**35,489,678**

Notes

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements:

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101) and the Companies Act 2006 (the "Act"). FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. These are the first financial statements of the Company prepared in accordance with FRS 101. The Company's date of transition to FRS 101 is 2 April 2014.

FRS 101 sets out amendments to EU-adopted IFRS that are necessary to achieve compliance with the Act and related Regulations.

In these financial statements, the Company has applied the exemptions 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 of the ultimate parent undertaking.
- Disclosures in respect of compensation of key management personnel
- Certain disclosures required by IFRS 13 "Fair Value Measurement" and the disclosures required by IFRS 7 "Financial Instrument disclosures"
- Prior year disclosure of the intangible and tangible asset reconciliations

The transition to FRS101 has not had an impact on profit for the prior year or net assets at the date of transition or the start of the year.

The financial statements have been prepared under the historical cost convention and on a going concern basis.

As the majority of the Company's transactions are denominated in Euros it has been decided that Euros should be the functional and presentational currency of the Company.

Going concern

The Company is currently in a net asset position and forecast to remain in this position for the foreseeable future. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Investments

Investments are included at cost less any amounts provided against their carrying value for impairment.

Impairment charges are recognised to the extent that the carrying value exceeds the recoverable amount in the period in which the impairment is identified.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Notes *(continued)*

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

2 Operating loss

	2016	2015
	€	€
Operating loss is stated after charging/(crediting):		
Foreign exchange (gains)/losses	(55)	50
Auditor's remuneration	-	-

Fees paid to the company's auditors, KPMG LLP and its associates for other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the Company's parent, Blancco Technology Group Plc, are required to disclose non-audit fees on a consolidated basis. The audit fee was borne by another Group company.

3 Interest receivable and similar income

	2016	2015
	€	€
Interest receivable from group undertakings	1,545,967	1,828,211

4 Director's remuneration

No director received any remuneration during the period for their service to the Company which is incremental to their role as director for the Group.

Emoluments of the directors are borne by other Companies within the Blancco Technology Group and no recharge is made to the Company in respect of these emoluments.

5 Investments

	Shares in subsidiary undertakings
	€
Cost	
At 30 June 2015 and 30 June 2016	346,100
Impairment	
At 30 June 2015 and 30 June 2016	-
Net book value	
At 30 June 2015 and 30 June 2016	**346,100**

Notes *(continued)*

Investments *(continued)*

The company's subsidiary undertakings are as follows. All of the subsidiary undertakings reside at the following address, Schiphol Boulevard 127, Schiphol 1118 BG, Netherlands, their registered address:

Company name	Principal activity of the company	Ownership percentage as at 30 June 2016	Country of incorporation
Held directly by the company			
Blancco Cooperaticf WA	Holding Company	100%	Netherlands
Held indirectly by the company			
Blancco Finance BV	Holding Company	100%	Netherlands
Blancco Finance US BV	Holding Company	100%	Netherlands

6 Debtors

	2016	2015
	€	€
Amounts owed by group undertakings	**35,145,483**	33,774,242
Other debtors	**97**	99
Corporation tax	-	267
Other taxation and social security	-	238
	35,145,580	33,774,846

Amounts owed to group undertakings are repayable on demand and interest is charged at one month Euribor rate plus 2.5%.

7 Creditors

	2016	2015
	€	€
Amounts owed to group undertakings	**2,034**	1,477

Notes *(continued)*

8 Tax on profit of ordinary activities

Analysis of credit in year

	2016 €	2015 €
UK Corporation tax		
Current tax	-	(267)
Total current tax credit	-	(267)
Tax on profit on ordinary activities	-	(267)

Factors affecting the tax charge for the current year

The total tax charge for the year is lower (*2015:* lower) than the standard rate of corporation tax in the UK of 20% (*2015:* 20.8%).The differences are explained below:

	2016 €	2015 €
Current tax reconciliation		
Profit on ordinary activities before tax	**1,370,194**	1,826,926
Current tax at rate of 20% (*2015*: 20.8%)	**274,039**	380,001
Effects of:		
Income not taxable	**(309,193)**	(380,268)
Unrecognised losses	**35,154**	-
Total taxation (see above)	-	(267)

A deferred tax asset of €35,154 (*2015:*€nil) has not been recognised in respect of losses amounting to €175,773 (*2015:* €nil).

Factors that may affect future tax charges

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015.

An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the company's future current tax charge.

Notes *(continued)*

9 Share capital

	2016	2015
	€	€
Allotted, called up and fully paid:		
25,048,284 Ordinary shares of £1	**30,211,292**	30,211,292

10 Guarantees

The Company has guaranteed, via fixed and floating charges over the whole of its property, undertaking and assets, the bank borrowings of other companies in the Blancco Technology Group Plc. At 30 June 2016, the liability covered by this guarantee amounted to €4,447,400 (2015: €6,472,200).

11 Related Party Transactions

As a wholly owned subsidiary of Blancco Technology Group Plc, the Company is exempt from the requirements of IAS 24 to disclose transactions with other members of the group headed by Blancco Technology Group Plc.

12 Ultimate parent company

The director considers that the ultimate parent undertaking of this Company is Blancco Technology Group Plc, which is registered in England and Wales.

The financial statements of the company are included within the group financial statements of Blancco Technology Group Plc but no other Group financial statements.

Copies of the Group financial statements may be obtained from the registered office:

6th Floor
60 Gracechurch Street
London
United Kingdom
EC3V 0HR