Registered number: 09959976

VISTRA INTERNATIONAL EXPANSION LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

COMPANY INFORMATION

Directors	P J Cooper P Doyle B A Gowdy A H Norton D Rudge
Company secretary	Accomplish Secretaries Limited
Registered number	09959976
Registered office	Highlands House Basingstoke Road Spencers Wood Reading Berkshire RG7 1NT
Independent auditor	Deloitte LLP 3 Rivergate Temple Quay Bristol BS1 6GD

CONTENTS

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors' responsibilities statement

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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements 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;
- 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 to 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.

Directors

The directors who served during the year were:

P J Cooper
P Doyle
B A Gowdy
A H Norton
D Rudge

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

P Doyle
Director

Date:
28 September 2018

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VISTRA INTERNATIONAL EXPANSION LIMITED

Opinion

We have audited the financial statements of Vistra International Expansion Limited (the 'Company') for the year ended 31 December 2017, which comprise the Profit and Loss Account, the Balance Sheet and the related notes, 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 2017 and of its loss 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 United Kingdom, including the Financial Reporting Council'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.

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VISTRA INTERNATIONAL EXPANSION LIMITED (CONTINUED)

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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has 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 Directors' 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; 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' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 1, 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 TO THE SHAREHOLDERS OF VISTRA INTERNATIONAL EXPANSION LIMITED (CONTINUED)

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 on the Financial Reporting Council's website at: 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.

Andrew Wright

Andrew Wright FCA (Senior Statutory Auditor)

for and on behalf of
Deloitte LLP

Bristol, UK
Date: 28 September 2018

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	Year ended 31 December 2017 £	*Period ended 31 December 2016 £*
Turnover		**10,962,533**	*4,334,889*
Cost of sales		**(7,214,302)**	*(2,581,452)*
Gross profit		**3,748,231**	*1,753,437*
Administrative expenses		**(5,425,367)**	*(2,473,270)*
Other operating income	3	**-**	*1,484*
Operating loss		**(1,677,136)**	*(718,349)*
Income from other fixed asset investments		**802,343**	*-*
Interest payable and similar expenses		**(2,503)**	*(2,334)*
Loss before tax		**(877,296)**	*(720,683)*
Tax on loss	5	**120,779**	*46,544*
Loss for the financial year		**(756,517)**	*(674,139)*

The notes on pages 8 to 21 form part of these financial statements.

VISTRA INTERNATIONAL EXPANSION LIMITED
REGISTERED NUMBER: 09959976

BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note		2017 £		*As restated* *2016* *£*
Fixed assets					
Intangible assets	6		**16,884,793**		*12,533,769*
Tangible assets	7		**106,763**		*105,801*
Investments	8		**1,700**		*-*
			16,993,256		*12,639,570*
Current assets					
Debtors: amounts falling due within one year	9	**4,073,357**		*1,080,426*	
Cash at bank and in hand	10	**908,780**		*206,656*	
		4,982,137		*1,287,082*	
Creditors: amounts falling due within one year	11	**(22,520,686)**		*(13,877,717)*	
Net current liabilities			**(17,538,549)**		*(12,590,635)*
Total assets less current liabilities			**(545,293)**		*48,935*
Provisions for liabilities					
Deferred tax	12	**(885,362)**		*(723,073)*	
			(885,362)		*(723,073)*
Net liabilities			**(1,430,655)**		*(674,138)*
Capital and reserves					
Called up share capital			**1**		*1*
Profit and loss account			**(1,430,656)**		*(674,139)*
			(1,430,655)		*(674,138)*

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

P Doyle
Director

Date:
28 September 2018

The notes on pages 8 to 21 form part of these financial statements.

1. General information

Vistra International Expansion Limited (the Company) is a company incorporated in the United Kingdom under the Companies Act.

The Company is a private Company limited by shares and is registered in England and Wales. The Company's registered office is Highlands House, Basingstoke Road, Spencers Wood, Reading, Berkshire, RG7 1NT.

The principal activity of the Company was that of global corporate service provider of administration, accounting, payroll and taxation services to corporate clients.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Exemption from preparing consolidated financial statements

The Company, and the Group headed by it, qualify as small as set out in section 383 of the Companies Act 2006 and the parent and Group are considered eligible for the exemption to prepare consolidated accounts.

2.3 Going concern

The financial statements have been prepared on a going concern basis of accounting.

Earnings before income taxes, depreciation and amortisation for the year was £1,425,244 (2016: £697,341). EBITDA is a better performance indicator of the financial strength and profitability of the Company given the large non cash adjustments (depreciation and amortisation) in the year. Cash generation was positive for 2017 and 2016 and supports the continuation of the business.

Forecasts have been prepared which project future profitability and positive cashflow.

The directors have received a letter confirming continued financial support from Vistra Reading Holdings Limited, its immediate parent company.

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and Loss Account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Profit and Loss Account within 'other operating income'.

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

2. Accounting policies (continued)

2.7 Finance costs

Finance costs are charged to the Profit and Loss Account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.9 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2. Accounting policies (continued)

2.10 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Profit and Loss Account over its useful economic life.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Goodwill	-	10	years
Brand name & customer relationships	-	10	years

2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Short-term leasehold property	-	remaining term of the lease
Fixtures and fittings	-	3 years
Computer equipment	-	3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Profit and Loss Account.

2.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2. Accounting policies (continued)

2.13 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.14 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.15 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.16 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Profit and Loss Account in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2.17 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

3. Other operating income

	Year ended 31 December 2017 £	*Period ended 31 December 2016 £*
Sundry income	-	*1,484*
	-	*1,484*

4. Employees

The average monthly number of employees, including directors, during the year was 21 *(2016 - 5)*.

5. Taxation

	Year ended 31 December 2017 £	*Period ended 31 December 2016 £*
Corporation tax		
Current tax on profits for the year	-	*33,797*
	-	*33,797*
Total current tax	-	*33,797*
Deferred tax		
Origination and reversal of timing differences	**(120,779)**	*(80,341)*
Total deferred tax	**(120,779)**	*(80,341)*
Taxation on loss on ordinary activities	**(120,779)**	*(46,544)*

5. Taxation (continued)

Factors affecting tax charge for the year/period

The tax assessed for the year/period is the same as *(2016 - the same as)* the standard rate of corporation tax in the UK of 19.25% *(2016 - 20%)* as set out below:

	Year ended 31 December 2017 £	*Period ended 31 December 2016 £*
Loss on ordinary activities before tax	**(877,296)**	*(720,683)*
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 - 20%)	**(168,879)**	*(144,137)*
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	**432,154**	*197,911*
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	**35,567**	*1,383*
Capital allowances for year/period in excess of depreciation	**4,649**	*2,997*
Short term timing difference leading to an increase (decrease) in taxation	**(120,779)**	-
Dividends from UK companies	**(154,451)**	-
Other differences leading to an increase (decrease) in the tax charge	**1,310**	*479*
Group relief	**(150,350)**	*(105,177)*
Total tax charge for the year/period	**(120,779)**	*(46,544)*

Factors that may affect future tax charges

Future changes to the UK corporation tax system were announced in the Finance Act (no. 1) 2015. These include legislation to reduce the main rate to 19% frin 1 April 2017 and to 18% from 1 April 2020. These changes were substantially enacted on 18 November 2015. Following on from this a further change to the UK corporation tax system was announced in the Finance Act 2016. These include legislation to further reduce the main rate to 17% from 1 April 2020 instead of the 18% previously announced. This was substantially enacted on 15 September 2016.

6. Intangible assets

	Brand name & customer relationships £	Goodwill £	Total £
Cost			
At 1 January 2017 (as previously stated)	4,413,263	8,709,732	13,122,995
Prior Year Adjustment	-	803,414	803,414
At 1 January 2017 (as restated)	4,413,263	9,513,146	13,926,409
Additions	1,551,055	5,044,930	6,595,985
At 31 December 2017	5,964,318	14,558,076	20,522,394
Amortisation			
At 1 January 2017 (as previously stated)	441,326	870,973	1,312,299
Prior Year Adjustment	-	80,341	80,341
At 1 January 2017 (as restated)	441,326	951,314	1,392,640
Charge for the year	657,746	1,587,215	2,244,961
At 31 December 2017	1,099,072	2,538,529	3,637,601
Net book value			
At 31 December 2017	4,865,246	12,019,547	16,884,793
At 31 December 2016 (as restated)	*3,971,937*	*8,561,832*	*12,533,769*

7. Tangible fixed assets

	Short-term leasehold property £	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation				
At 1 January 2017	-	53,260	77,925	131,185
Additions	19,413	4,598	34,530	58,541
At 31 December 2017	19,413	57,858	112,455	189,726
Depreciation				
At 1 January 2017	-	9,808	15,576	25,384
Charge for the year on owned assets	1,108	22,564	33,907	57,579
At 31 December 2017	1,108	32,372	49,483	82,963
Net book value				
At 31 December 2017	18,305	25,486	62,972	106,763
At 31 December 2016	*-*	*43,452*	*62,349*	*105,801*

The net book value of land and buildings may be further analysed as follows:

	2017 £	*2016 £*
Short leasehold	18,305	-
	18,305	-

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
Additions	1,700
At 31 December 2017	1,700
Net book value	
At 31 December 2017	1,700
At 31 December 2016	-

Subsidiary undertakings

The following was a subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
USA2Europe Limited	Ordinary	100 %	Provision of global services

The aggregate of the share capital and reserves as at 31 December 2017 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
USA2Europe Limited	57,965	284,926
	57,965	284,926

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

9. Debtors

	2017 £	2016 £
Trade debtors	1,266,794	825,681
Amounts owed by group undertakings	1,934,832	161,095
Other debtors	83,896	5
Called up share capital not paid	1	1
Prepayments and accrued income	787,834	93,644
	4,073,357	1,080,426

Amounts owed by group undertakings are in respect of trade receivables payable under normal commercial terms.

10. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	908,780	206,656
	908,780	206,656

11. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	360,766	141,749
Amounts owed to group undertakings repayable on demand	21,709,917	13,597,857
Corporation tax	5,838	33,797
Other taxation and social security	568	5,806
Obligations under finance lease and hire purchase contracts	18,374	26,854
Other creditors	135,569	-
Accruals and deferred income	289,654	71,654
	22,520,686	13,877,717

12. Deferred taxation

	2017 £	*As restated* *2016* *£*
At beginning of year	**(723,073)**	-
Charged to profit or loss	**120,779**	*(723,073)*
Arising on business combinations	**(283,068)**	-
At end of year	**(885,362)**	*(723,073)*

The provision for deferred taxation is made up as follows:

	2017 £	*2016* *£*
Other timing differences	**(885,362)**	*(723,073)*
	(885,362)	*(723,073)*

Deferred tax of £120,779 is expected to reverse in the next year.

13. Business combinations

On 1 January 2017 the Company acquired 100% of the issued share capital of USA2Europe Limited, an associated company with the same beneficial owner as the Company.

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value £
Tangible	2,559	2,559
	2,559	2,559
Debtors	1,562,320	1,562,320
Cash at bank and in hand	118,185	118,185
Total assets	1,683,064	1,683,064
Creditors due within one year	(879,021)	(879,021)
Deferred tax on differences between fair value and tax bases	(283,068)	(283,068)
Total identifiable net assets	520,975	520,975
Goodwill and brand name & customer relationships		6,525,539
Total purchase consideration		7,046,514

Consideration

	£
Cash	7,046,514
Total purchase consideration	7,046,514

Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	7,046,514
Net cash outflow on acquistion	7,046,514

From the date of acquisition the trade and assets of USA2Europe were hived into Vistra International Expansion Limited.

14. Prior period adjustment

Deferred tax

The prior period has been adjusted to recognise a deferred tax liability on the fair value measurement of the brand name and customer relationships of £803,414, resulting in an increase in goodwill of £803,414 As the relevant asset was amortised in the period there was then a release of deferred tax of £80,341 as a credit to the profit or loss account, which was offset by the higher amortisation charge of £80,341 on the increased goodwill balance, meaning there was no net impact to the recognised loss for the period.

15. Commitments under operating leases

At 31 December 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2017	*2016*
	£	**£**
Not later than 1 year	**212,065**	*189,221*
Later than 1 year and not later than 5 years	**75,297**	*53,206*
	287,362	*242,427*

16. Related party transactions

£49,213 (2016: £2,976 creditor) is included in debtors in respect of operating expenses recharged to Nortons Assurance Limited, an associate.

17. Controlling party

Vistra Reading Holdings Limited, a company registered in England and Wales, is the immediate parent company. The Company's ultimate parent undertaking is Vistra Group Holdings (BVI) III Limited, a Company incorporated under the laws of the British Virgin Islands and whose registered office is located at Craigmuir Chambers, P.O. Box 4714, Road Town, Tortola, VG1110, British Virgin Islands.