

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Financial Statements

31 December 2018



FERGUSON MAIDMENT & CO

Chartered accountant & statutory auditor

8th Floor
167 Fleet Street
London
EC4A 2EA

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Financial Statements

Year ended 31 December 2018

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AMERGERIS GLOBAL MARKETS (UK) LIMITED

Officers and Professional Advisers

The board of directors

Dr Remko Van Ekelén
Mr Robertus Veelenturf
Ms Carol Smit

Company secretary

Amicorp (UK) Secretaries Limited

Registered office

3rd Floor,
5 Lloyds Avenue
London
England
EC3N 3AE

Auditor

Ferguson Maidment & Co
Chartered accountant & statutory auditor
8th Floor
167 Fleet Street
London
EC4A 2EA

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Directors' Report

Year ended 31 December 2018

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

Directors

The directors who served the company during the year were as follows:

Dr Remko Van Ekelén
Mr Robertus Veelenturf
Ms Carol Smit

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 24 April 2019 and signed on behalf of the board by:



Ms Carol Smit
Director

Registered office:
3rd Floor,
5 Lloyds Avenue
London
England
EC3N 3AE

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Directors' Responsibilities Statement

Year ended 31 December 2018

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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;
- 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.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Independent Auditor's Report to the Member of AMERGERIS GLOBAL MARKETS (UK) LIMITED

Year ended 31 December 2018

Opinion

We have audited the financial statements of AMERGERIS GLOBAL MARKETS (UK) LIMITED (the 'company') for the year ended 31 December 2018 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity 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 FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's member, 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 member 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Independent Auditor's Report to the Member of AMERGERIS GLOBAL MARKETS (UK) LIMITED *(continued)*

Year ended 31 December 2018

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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 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 take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Independent Auditor's Report to the Member of AMERGERIS GLOBAL MARKETS (UK) LIMITED *(continued)*

Year ended 31 December 2018

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.

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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

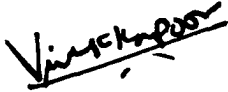
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Independent Auditor's Report to the Member of AMERGERIS GLOBAL MARKETS (UK) LIMITED *(continued)*

Year ended 31 December 2018

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



VIVEK KAPOOR (Senior Statutory Auditor)

For and on behalf of
Ferguson Maidment & Co
Chartered accountant & statutory auditor
8th Floor
167 Fleet Street
London
EC4A 2EA

24 April 2019

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Statement of Comprehensive Income

Year ended 31 December 2018

	Note	2018 £	2017 £
Turnover	4	158,745	–
Gross profit		<u>158,745</u>	<u>–</u>
Distribution costs		7,839	–
Administrative expenses		<u>139,886</u>	<u>36,115</u>
Operating profit/(loss)	5	11,020	(36,115)
Profit/(loss) before taxation		<u>11,020</u>	<u>(36,115)</u>
Tax on profit/(loss)		–	–
Profit/(loss) for the financial year and total comprehensive income		<u>11,020</u>	<u>(36,115)</u>

All the activities of the company are from continuing operations.

The notes on pages 11 to 14 form part of these financial statements.

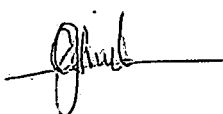
AMERGERIS GLOBAL MARKETS (UK) LIMITED

Statement of Financial Position

31 December 2018

	Note	2018 £	£	2017 £
Current assets				
Debtors	9	52,506		–
Investments	10	43,093		2
Cash at bank and in hand		16,334		74,662
		<u>111,933</u>		<u>74,664</u>
Creditors: amounts falling due within one year	11	<u>56,341</u>		<u>30,092</u>
Net current assets			<u>55,592</u>	<u>44,572</u>
Total assets less current liabilities			<u>55,592</u>	<u>44,572</u>
Net assets			<u>55,592</u>	<u>44,572</u>
Capital and reserves				
Called up share capital	13		87	87
Share premium account	14		80,600	80,600
Profit and loss account	14		(25,095)	(36,115)
Shareholder funds			<u>55,592</u>	<u>44,572</u>

These financial statements were approved by the board of directors and authorised for issue on 24 April 2019, and are signed on behalf of the board by:



Ms Carol Smit
Director

Company registration number: 10013784

The notes on pages 11 to 14 form part of these financial statements.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Statement of Changes in Equity

Year ended 31 December 2018

	Called up share capital £	Share premium account £	Profit and loss account £	Total £
At 1 January 2017	1	—	—	1
Loss for the year	—	—	(36,115)	(36,115)
Total comprehensive income for the year	—	—	(36,115)	(36,115)
Issue of shares	86	80,600	—	80,686
Total investments by and distributions to owners	86	80,600	—	80,686
At 31 December 2017	87	80,600	(36,115)	44,572
Profit for the year	—	—	11,020	11,020
Total comprehensive income for the year	—	—	11,020	11,020
At 31 December 2018	87	80,600	(25,095)	55,592

The notes on pages 11 to 14 form part of these financial statements.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Notes to the Financial Statements *(continued)*

Year ended 31 December 2018

3. Accounting policies *(continued)*

Financial instruments *(continued)*

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

4. Turnover

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating profit

Operating profit or loss is stated after charging/crediting:

	2018	2017
	£	£
Foreign exchange differences	<u>(1,870)</u>	<u>6,024</u>

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Notes to the Financial Statements *(continued)*

Year ended 31 December 2018

6. Auditor's remuneration

	2018	2017
	£	£
Fees payable for the audit of the financial statements	<u>2,500</u>	<u>2,000</u>

7. Staff costs

The average number of persons employed by the company during the year, including the directors, amounted to:

	2018	2017
	No.	No.
Management staff	<u>2</u>	<u>1</u>

The aggregate payroll costs incurred during the year, relating to the above, were:

	2018	2017
	£	£
Wages and salaries	108,000	18,000
Social security costs	6,568	–
Other pension costs	<u>4,002</u>	<u>–</u>
	<u>118,570</u>	<u>18,000</u>

8. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services was:

	2018	2017
	£	£
Remuneration	<u>24,000</u>	<u>18,000</u>

9. Debtors

	2018	2017
	£	£
Trade debtors	7,439	–
Amounts owed by group undertakings	<u>45,067</u>	<u>–</u>
	<u>52,506</u>	<u>–</u>

10. Investments

	2018	2017
	£	£
Investments in group undertakings	1	2
Other investments	<u>43,092</u>	<u>–</u>
	<u>43,093</u>	<u>2</u>

On 10th November 2017, the company acquired a controlling interest in the share capital of Arphan SCC PLC, a company incorporated in Malta. Due to the subsidiary's retained losses, and a net liability position, the investment has been accounted for at a nominal value of £1.

AMERGERIS GLOBAL MARKETS (UK) LIMITED

Notes to the Financial Statements *(continued)*

Year ended 31 December 2018

11. Creditors: amounts falling due within one year

	2018	2017
	£	£
Amounts owed to group undertakings	46,357	27,692
Accruals and deferred income	3,000	2,400
Social security and other taxes	6,836	—
Other creditors	148	—
	<u>56,341</u>	<u>30,092</u>

12. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £4,002 (2017: £Nil).

13. Called up share capital

Issued, called up and fully paid

	2018		2017	
	No.	£	No.	£
Ordinary shares of €1 each	<u>100</u>	<u>87</u>	<u>100</u>	<u>87</u>

14. Reserves

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs. Profit and loss account - This reserve records retained earnings and accumulated losses.

15. Related party transactions

During the year, salary costs amounting to £70,999 were recharged to group companies.

As at 31 December, amounts due (to) / from group companies were as follows:

Amergeris Wealth Management (Switzerland) AG	£(46,357)
Amergeris Wealth Management (Barbados) Ltd	£14,200
Amergeris Wealth Management (Cayman) Ltd	£14,200
Amergeris Management Services Limited	£14,200
Amergeris GlobalListings and Exchange Services Ltd	£2,467

16. Controlling party

The company is a wholly owned subsidiary of Amergeris Wealth Management Group AG, a company incorporated in Switzerland.