

i-design group limited

**Directors' report and financial
statements**

Registered number SC324540

31 December 2017

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Company information

Directors	Ana Stewart – Resigned 7 April 2017 Ian Sunter – Resigned 31 March 2017 Steven Rathgaber - Resigned 24 May 2017 James Vincent – Appointed 24 May 2017 Jana Hile – Appointed 31 March 2017 Mohammed Kasmani – Appointed 31 March 2017
Auditor	KPMG LLP Botanic House 100 Hills Road Cambridge CB2 1AR
Solicitors	CMS Cameron McKenna Nabarro Olswang LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2EN
Bankers	Bank of Scotland 2 West Marketgait Dundee DD1 1QN
Registered office	30 City Quay Camperdown Street Dundee DD1 3JA

Directors' report

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

Principal activities

The Company's principal purpose is to hold shares in i-design multimedia limited.

Business review

Business risks and uncertainties

Given the nature of the Company's principal activity, the directors do not believe that it is exposed to any significant risks and uncertainties.

Future of the business

The Company will continue as a holding company for the foreseeable future.

Financial instruments

It is the Company's policy to minimise the use of complex financial instruments.

Policy on payment of payables

It is the Company's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction. There were no trade payables at the year-end or the previous year-end equating to nil days based on the average daily amount invoiced by suppliers to the Company during the year.

Environmental policy

The Company acknowledges the importance of environmental matters and where possible uses environmentally friendly policies in all its offices such as recycling and energy efficient practices.

Going concern

The Company has no ongoing operations and will therefore have no short term need of cash resources. The directors have therefore adopted the going concern basis in preparing these financial statements.

The directors believe that should financial support be required from the ultimate parent company that this support would be provided.

Directors

The directors at the date of this report are shown on page 2.

Dividend

An interim dividend of £nil was paid in respect of the year ended 31 December 2017 (2016: £nil). No final dividend is proposed (2016: £nil).

Political contributions

The Company made no political donations or incurred any political expenditure during the current or prior year.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm 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 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.

Directors' report *(continued)*

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.

By order of the board



Jana Hile
Director

30 City Quay
Camperdown Street
Dundee
DD1 3JA

17th October 2018

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Botanic House
100 Hills Road
Cambridge
CB2 1AR
United Kingdom

Independent auditor's report to the members of i-design group limited

Opinion

We have audited the financial statements of i-design group limited for the year ended 31 December 2017, which comprise the Profit and Loss Account, the Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

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 result for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of i-design group limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Kelly Dunn (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Botanic House
100 Hills Road
Cambridge
CB2 1AR
Date 18 October 2018

Profit and Loss Account
for year ended 31 December 2017

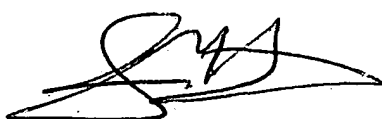
The Company has not traded during the year or the preceding financial year. During these periods, the Company received no income and incurred no expenditure and therefore made neither a profit nor loss.

Balance Sheet
at 31 December 2017

	<i>Note</i>	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Investment	3		3,913,135		3,913,135
			<hr/>		<hr/>
Current assets					
Debtors	4	80,540		5,750,401	
		<hr/>		<hr/>	
		80,540		5,750,401	
Creditors: amounts falling due within one year	5	(310,039)		(5,979,900)	
		<hr/>		<hr/>	
Net current liabilities			(229,499)		(229,499)
			<hr/>		<hr/>
Net assets			3,683,636		3,683,636
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	6		1,423,544		1,423,544
Share premium account			2,253,012		2,253,012
Profit and loss account			7,080		7,080
			<hr/>		<hr/>
Shareholders' funds			3,683,636		3,683,636
			<hr/>		<hr/>

The notes on pages 10 to 12 form part of these financial statements.

These financial statements were approved by the board of directors on 17 October 2018 and were signed on its behalf by:



Jana Hile
Director

Company registered number: SC324540

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

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
Balance at 1 January 2016	1,423,544	2,253,012	7,080	3,683,636
Balance at 31 December 2016	1,423,544	2,253,012	7,080	3,683,636
Balance at 31 December 2017	1,423,544	2,253,012	7,080	3,683,636

The notes on pages 10 to 12 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

i-design group limited (the "Company") is a private company incorporated, domiciled and registered in Scotland in the UK. The registered number is SC324540 and the registered address is 30 City Quay, Camperdown Street, Dundee, DD1 3JA.

The Company is exempt by virtue of s400 subject to the small companies regime of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities) ("Section 1A of FRS 102") as issued in August 2014. The amendments to Section 1A of FRS 102 issued in July 2016 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

The Company's ultimate parent undertaking, Cardtronics plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Cardtronics plc are available to the public and may be obtained from <http://ir.cardtronics.com/annuals-proxies.cfm>. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosure:

- Cash Flow Statement and related notes.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The directors do not consider there to be any judgements which have been made in the application of these accounting policies that have significant effect on the financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis and include the results of the Company's operations as indicated in the Directors' report, all of which are continuing.

1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 3. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, with financial support available from the ultimate parent company should this support be required. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Foreign currency

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

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Notes (continued)

1 Accounting policies (continued)

1.4 Basic financial instruments (continued)

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

1.5 Expenses and auditor's remuneration

The Company's audit fee of £2,500 (2016: £2,500) was borne by another group company.

2 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	Number of employees 2017	Number of employees 2016
Directors	2	3

None of the directors received remuneration from the Company.

3 Fixed asset investments

	Shares in group undertakings £
<i>Cost and net book value</i>	
At beginning and end of year	3,913,135

The Company owns 100% (2016: 100%) of the ordinary share capital of i-design multimedia limited, a company incorporated in Scotland whose principal activity is in the field of advertising software for the banking industry. The registered address of i-design multimedia limited is 30 City Quay, Camperdown Street, Dundee, DD1 3JA.

Notes (continued)

4 Debtors

	2017 £	2016 £
Amounts owed from group undertakings	80,540	5,750,401
	<u>80,540</u>	<u>5,750,401</u>

5 Creditors: amounts falling due within one year

	2017 £	2016 £
Amounts owed to subsidiary undertaking	310,039	5,979,900
	<u>310,039</u>	<u>5,979,900</u>

6 Capital and reserves

Share capital

	2017 £	2016 £
<i>Allotted, called up and fully paid</i> 14,235,437 (2016: 14,235,437) ordinary shares of 10p each	1,423,544	1,423,544
	<u>1,423,544</u>	<u>1,423,544</u>

Dividends

After the balance sheet date total dividends of £nil (2016: £nil) were proposed by the directors.

7 Related parties

The Company has taken advantage of the exemption, permitted by FRS 102 section 33.1A, not to disclose transactions with other group companies on the grounds that it is a wholly owned subsidiary and consolidated financial statements are prepared which are publicly available.

8 Ultimate parent company and parent company of larger group

The Company is an immediate subsidiary undertaking of Cardtronics Creative UK Limited, a company incorporated in the UK and registered in England. The ultimate controlling party is Cardtronics plc, a company incorporated in the UK and registered in England.

The largest group in which the results of the Company are consolidated is that headed by Cardtronics plc, Building 4, Trident Place, Hatfield, Hertfordshire, AL10 9UL. No other group financial statements include the results of the Company. The consolidated financial statements of the ultimate parent Company's financial statements are available to the public and may be obtained from <http://ir.cardtronics.com/annuals-proxies.cfm>.

9 Subsequent events

There were no significant events subsequent to the balance sheet date.