Company Registration No. 03212199

Tap2Bill Limited

(formerly Wireless Information Network Limited)

Annual Report and Financial Statements

For the year ended 31 March 2016

Contents

Officers and professional advisers

Directors

Mr Michael Jefferies
Mr Timothy Newmarch

Registered Office

Tempus Court
Bellfield Road
High Wycombe
Buckinghamshire
England
HP13 5HA

Bankers

Barclays Bank Plc
Barclays Corporate
1 Churchill Place
London
E14 5HP

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2016.

This report has been prepared taking advantage of the small companies' exemption in accordance with s414B 'Strategic report: small companies exemption' of the Companies Act 2006.

Results

The principal activity of the Company changed during the financial year from that of a holding company to the provision of mobile billing solutions by acting as the primary intermediary billing platform connecting customers to multiple mobile network operators through a single interface.

The Company's results for the year are set out in the income statement on page 6 showing a loss for the financial year after tax of £538,520 (2015: £nil) which included a provision of £1,183,857 (2015: £nil) against an amount owed by a group undertaking that was reassigned to the Company as part of the transfer of certain direct carrier billing service customers from the immediate parent comany. At 31 March 2016, the Company has net liabilities of £536,092 (2015: net assets of £2,428). The directors do not recommend a dividend for the year.

The Company has chosen to adopt FRS 101 and has taken advantage of the disclosure exemptions allowed under this standard. The Company's parent undertaking, IMImobile Europe Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. There were no material recognition or measurement differences arising on the adoption of FRS 101.

The ultimate parent undertaking, IMImobile PLC, has confirmed that it will provide financial support to the Company to enable it to both meet its liabilities as they fall due and to carry on business without a significant curtailment of operations.

The Company changed its name from Wireless Information Network Limited to Tap2Bill Limited on 18 May 2016.

Future developments

The Company is part of a wider group which, among other activities, licences, ingests, hosts and delivers digital music, videos and other products direct to consumers' mobile phones and computers and which is an expert in digital rights management software ensuring the protection of copyright.

The market for winning new business is attractive and the Company is well positioned to take advantage of the opportunities available to it.

Principal risks and uncertainties

Competitive pressures are a risk to the Company, which could result in losing sales to customers. The business manages this risk by providing innovative, 'best in class' services to its customers. The Company is not reliant on any single customer for the success of the business.

Directors

The directors who served during the year and to the date of these financial statements were as follows:

Mr Michael Jefferies
Mr Timothy Newmarch

Directors' report (continued)

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 101, 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 year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

Disclosure of information to auditors

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent Auditors

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

M Jefferies
CFO
27 April 2017

Independent auditor's report to the members of Tap2Bill Limited

We have audited the financial statements of Tap2Bill Limited (formerly Wireless Information Network Limited) (the "Company") for the year ended 31 March 2016 which comprise of the statement of comprehensive income, statement of changes in equity, the balance sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 March 2016 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Tap2Bill 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; 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 or from the requirement to prepare a Strategic Report.

David Griffin FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

27 April 2017

Statement of comprehensive income

For the year ended 31 March 2016

	Notes	2016 £	2015 £
Revenue	3	2,904,611	-
Cost of sales		(1,310,040)	-
Gross profit		1,594,571	-
Administrative expenses		(2,033,708)	-
Operating loss and loss before tax	4	(439,137)	-
Tax	7	(99,383)	-
Loss after tax for the year and total comprehensive expense		(538,520)	-

The results stated above are all derived from continuing operations.

Statement of Changes in Equity

For the year ended 31 March 2016

	Called-up Share Capital £	Retained Earnings / (Deficit) £	Total Equity £
Balance at 31 March 2014	1	2,427	2,428
Total comprehensive result for the year	-	-	-
Balance at 31 March 2015	1	2,427	2,428
Total comprehensive expense for the year	-	(538,520)	(538,520)
Balance at 31 March 2016	1	(536,093)	(536,092)

Balance sheet

As at 31 March 2016

	Notes	2016 £	2015 £
Current assets			
Cash and cash equivalents		23,579	10,202
Trade and other receivables	8	5,791,720	-
Total current assets		5,815,299	10,202
Current liabilities			
Trade and other payables	9	(6,351,391)	(7,774)
Net current liabilities		(536,092)	2,428
Net liabilities		(536,092)	2,428
Equity			
Called-up share capital	10	1	1
Retained earnings		(536,093)	2,427
Total deficit		(536,092)	2,428

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements of Tap2Bill Limited (formerly Wireless Information Network Limited), registered number 03212199 were approved by the Board of Directors and authorised for issue on 27 April 2017.

Signed on behalf of the Board of Directors

M Jefferies
CFO

Notes to the financial statements

1. Accounting policies

The Company is a limited company incorporated in England & Wales in accordance with the Companies Act 2006. These financial statements are presented in UK Pounds Sterling because that is the currency of the primary economic environment in which the Company operates.

Basis of accounting/statement of compliance

The Company meets the definition of a qualifying entity under FRS 100 (Financial reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure framework' as issued by the Financial Reporting Council.

For all periods up to and including the year ended 31 March 2015 the Company prepared its financial statements in accordance with applicable United Kingdom Generally Accepted Accounting Practice (UK GAAP). These financial statements for the year ended 31 March 2016 are the first the Company has prepared in accordance with FRS 101. There were no material adjustments arising in transition.

The Company has prepared financial statements which comply with FRS 101 applicable for periods beginning on or after 1 April 2014 and the significant accounting policies meeting those requirements are described in the relevant notes.

In preparing these financial statements the Company has started from an opening balance sheet as at 1 April 2014, the Company's date of transition to FRS 101, and made the relevant changes in accounting policies and other restatements required for the first time adoption of FRS 101.

On transition to FRS 101, the Company has applied the requirements of paragraphs 6 to 33 of IFRS 1 'First time adoption of International Financial Reporting Standards' except for the requirement of paragraphs 6 and 21 to present an opening balance sheet at the date of transition, with references to IFRS in IFRS 1 interpreted as reference to EU-adopted IFRS as amended in accordance with paragraph 5(b) of FRS 101.

As permitted by FRS 101, exemptions from applying the following requirements have been adopted:

IFRS 3 'Business Combinations' paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67;

IFRS 7 'Financial Instruments: Disclosures';

IFRS 13 'Fair Value Measurement' paragraphs 91 to 99;

IAS 1 'Presentation of Financial Statements' paragraphs 10(d), 10(f), 38 to 40, 76, 79(d) and 134 to 136;

IAS 7 'Statement of Cash Flows';

IAS 24 'Related Party Disclosures' paragraphs 17 and 18A; and

IAS 36 'Impairment of Assets' paragraphs 130(f)(ii), 130(f)(iii), 134(d) to (f) and 135(c) to (e).

The Company has also taken advantage of the exemption from the requirements in IAS 24 'Related party disclosures' to disclose related party transactions entered into between two or more members of the Group where those party to the transaction are wholly owned by a member of the Group.

The financial statements have been prepared under the historical cost convention and under the going concern assumption.

The principal accounting policies applied in preparation of the Company Financial Statements are set out below.

Notes to the financial statements (continued)

1. Accounting policies (continued)

Going concern

The Company has net current liabilities of £536,092 (2015: net assets of £2,428) and made a loss in the year of £538,520 (2015: £nil). This included a provision of £1,183,857 (2015: £nil) against an amount owed by a group undertaking that was reassigned to the Company as part of the transfer of certain direct carrier billing service customers from the immediate parent company. It is expected that trading in the coming year will be profitable and will return the Company to a positive net asset position.

The directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. In coming to this conclusion, the directors have considered the fact that the ultimate parent undertaking, IMImobile PLC, has confirmed that it will support the Company to meet its obligations as and when they fall due for the foreseeable future.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Notes to the financial statements (continued)

1. Accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be insignificant.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future of cash flows of the investment have been impacted.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the income statement.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade payables

Trade payables are not interest-bearing and are stated at their nominal value.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, VAT and other sales-related taxes. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Billing revenues recognised within turnover relate only to the commission earned on hosting each service and are recognised at the point of delivery to the customer. Pass through revenues collected on behalf of the customers are not recognised within turnover.

Notes to the financial statements (continued)

1. **Accounting policies (continued)**

Foreign currencies

The Company financial statements are presented in UK Pounds Sterling ("the presentational currency" and "the functional currency").

Foreign currency transactions are translated into the presentational currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Costs recharged by other companies in the IMImobile PLC group

The Company is recharged costs borne on its behalf by other group companies. These costs are recharged at an arm's length price.

2. **Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Debtor recoverability

The Company's trade receivables are stated after allowances for bad and doubtful debts based on management's judgement of recoverability on an individual customer basis. The credit worthiness of individual customers is assessed based on their financial strength using available information, communication with the customer and the historic trading relationship.

Taxation including deferred taxation

The Company's tax charge is the sum of total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items. Provisions for tax contingencies require management to make judgements and estimates in relation to tax audit issues and exposures. Tax benefits are not recognised unless it is probable that the tax position will be sustained.

The accounting policies in relation to these items are disclosed in note 1.

3. **Revenue**

All revenue was derived from the Company's principal activities.

In the year ended 31 March 2016 1% of the Company's revenue was generated from markets outside the United Kingdom.

Gross profit recognised in the year ended 31 March 2016 does not include revenues, or costs, where the Company has acted as an agent. Pass through revenues totalling £23,366,140 were received by the Company but not recognised within turnover.

Notes to the financial statements (continued)

4. Operating loss

	2016 £	2015 £
Operating loss is stated after charging/(crediting):		
Provision against amounts owed by group undertakings	1,183,857	-
(Gain) / loss on foreign exchange transactions	(48)	-

Audit fees for the current year have been borne by fellow group undertaking, IMImobile Europe Limited, and it is impractical to allocate a portion to the Company.

Fees paid to the Company's auditors, Deloitte LLP and its associates for services other than the statutory audit of the Company are not disclosed in these financial statements since the consolidated group financial statements of the ultimate parent undertaking, IMImobile PLC, disclose the non-audit fees on a consolidated basis.

5. Directors' remuneration

The directors are considered to be the same as the key management personnel in the Company.

The directors of the Company are remunerated through the fellow group undertaking, IMImobile Europe Limited. It is not practicable to allocate directors remuneration between services to the group and this company.

6. Employee benefits

There were no employees or staff costs borne by the Company in the current and prior year. The Company was recharged £846,658 (2015: £nil) by IMImobile Europe Limited for work performed in relation to the revenue recognised in the Company.

7. Tax

	2016 £	2015 £
UK corporation tax		
Current tax charge	102,946	-
Adjustments in respect of prior periods	(3,563)	-
Tax charge on loss on ordinary activities	99,383	-

Corporation tax is calculated at 20% (2015: 21%) of the estimated taxable profit for the year.

The tax charge for the year can be reconciled to the loss in the income statement as follows:

	2016 £	2015 £
Loss before tax	(439,137)	-
Tax at the UK corporation tax rate of 20% (2015: 21%)	(87,827)	-
Expenses not deductible for tax purposes	236,771	-
Tax effect of Group relief claimed	(45,998)	-
Tax adjusments in respect of previous periods	(3,563)	-
Total tax charged in the income statement	99,383	-

The Finance Act 2015 reduced the UK standard rate of corporation tax from 21% to 20% from 1 April 2015 and 20% to 18% from 1 April 2016. All UK deferred tax assets and liabilities have been recognised at 18% (2015: 20%). A further reduction in the corporation tax rate to 17%, rather than 18%, from 1 April 2020 was announced in the 2016 Budget. However, this further rate change was not substantively enacted at the balance sheet date, so its effect is not reflected in these financial statements.

Notes to the financial statements (continued)

8. Trade and other receivables

	2016 £	2015 £
Trade receivables	37,362	-
Amounts owed by group undertakings	1,805,120	-
Amounts billable not yet invoiced		
- revenue to be collected on behalf of the Company	375,355	-
- pass through revenues collected on behalf of billing customers	2,409,934	-
VAT receivable	1,161,533	-
Other receivables	2,416	
	5,791,720	-

Amounts owed by group undertakings are interest free and repayable on demand.

9. Trade and other payables

	2016 £	2015 £
Trade payables		
- Pass through revenues to be paid to billing customers	3,637,059	-
Amounts owed to group undertakings	5,389	7,774
Accruals and deferred income	2,609,560	-
Tax payable	99,383	-
	6,351,391	7,774

Amounts owed to group undertakings are interest free and repayable on demand.

10. Called-up share capital

	2016 £	2015 £
Allotted, called-up and fully paid Equity shares:		
100 Ordinary shares of 1p each	1	1

11. Ultimate parent undertaking

In the opinion of the directors, the company's immediate parent undertaking is IMImobile Europe Limited, a company incorporated in the United Kingdom. The ultimate parent undertaking is IMImobile PLC, a company incorporated in the United Kingdom, which is the parent undertaking of the smallest and largest Group to consolidate these financial statements. The consolidated financial statements of the group may be obtained by request from IMImobile PLC, Tempus Court, Bellfield Road, High Wycombe, HP13 5HA.