Financial Statements eMerchantPay Limited

For the year ended 31 August 2012

Registered number: 05153270

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Company Information

Directors

S R Dickson

A R Goslar (appointed 1 May 2012)

J Reynisson

Company secretary

A Robinson

Company number

05153270

Registered office

29 Howard Street North Shields Tyne and Wear NI 30 IAR

Auditor

Grant Thornton UK LLP

Chartered Accountants & Statutory Auditor

1020 Eskdale Road IQ Winnersh Wokingham Berkshire RG41 5TS

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Directors' Report For the year ended 31 August 2012

The directors present their report and the consolidated financial statements for the year ended 31 August 2012

Principal activities

The group's principal activity is to act as a Payment Services Provider providing payment solutions to e-commerce merchants

Business review and future developments

Whilst financially eMerchantPay Limited has remained consistent year over year the business behind this is developing. Specific market sectors are being focussed on and the portfolio mix is changing with a greater number of direct merchants as opposed to sponsored merchants. Additionally the Company has continued to significantly add to the number of alternative payment solutions in a number of geographies that it offers to its merchants.

In the year eMerchantPay Limited became principal members of Visa Europe and MasterCard Worldwide and in the following financial year will begin directly acquiring card payments, in a new operating division, for its own merchants and those of other Payment Services Providers

During the current year and in the following year a number of contracts that eMerchantPay Limited and its subsidiary companies hold are being renegotiated in the name of more suited member of the overall group of companies. eMerchantPay Limited and its subsidiaries will then be appropriately charged for its consumption of those services.

Directors' responsibilities statement

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

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law the directors have elected to prepare the consolidated 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 consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these consolidated financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently.
- make judgments and estimates that are reasonable and prudent,
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group and enable them to ensure that the consolidated financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results

The profit for the year, after taxation, amounted to \$1,333,065 (2011 - \$1,112,901)

Directors' Report For the year ended 31 August 2012

Directors

The directors who served during the year were

S R Dickson A R Goshr (appointed 1 May 2012) J Reynisson

Charitable contributions

Donations to charitable organisations amounted to \$1 700 (2011 \$Nil)

Provision 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 that director is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any
 information needed by the company and the group's auditor in connection with preparing its report and to
 establish that the company and the group's auditor is aware of that information

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LI P will be decined to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board on 12 April 2013 and signed on its behalf

S R Dickson

Director



Independent Auditor's Report to the Members of eMerchantPay Limited

We have audited the financial statements of eMerchantPay Limited for the year ended 31 August 2012, which comprise the Consolidated Profit and loss account, the Consolidated and Company Balance sheets, the Consolidated Cash flow statement and the related notes. 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).

This report is made solely to the company's inembers, 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 inembers 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 inembers 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 (APB's). Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

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 August 2012 and of the group's profit 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 eMerchantPay Limited

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 by the parent company, or returns adequate for our audit
 have not been received from branches not visited by us, or
- the parent company 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

Nicholas Watson (Senior statutory auditor)

Grant Thomas UK LLP

for and on behalf of Grant Thornton UK LLP Chartered Accountants Statutory Auditor Reading

18 April 2013

Consolidated Profit and Loss Account For the year ended 31 August 2012

	Note	2012 \$	2011 Restated \$
Turnover	1	13,247,459	13,329,750
Cost of sales		(2,517,177)	(1,592,716)
Gross profit		10,730,282	11,737,034
Administrative expenses	-	(8,957,586)	(8,565,878)
Diminution in value of investment	5	•	(1,216,915)
Total administrative expenses	L	(8,957,586)	(9,782,793)
Operating profit	2	1,772,696	1,954,241
Interest receivable and similar income		432	1,889
Interest payable and similar charges	4	(53)	(149)
Profit on ordinary activities before taxation		1,773,075	1,955,981
I ax on profit on ordinary activities	6	(440,010)	(843,080)
Profit for the sinancial year	13	1,333,065	1,112,901

All amounts relate to continuing operations

Consolidated Statement of Total Recognised Gains and Losses For the year ended 31 August 2012

		2012	2011 Restated
	Note	\$	\$
Profit for the financial year		1,333,065	1,112,901
Total recognised gains and losses relating to the year		1,333,065	1.112.901
Prior year adjustment	18	28,968	
Total recognised gains and losses since last financial statements		1,362,033	

Consolidated Balance Sheet As at 31 August 2012

	Note	\$	2012 \$	\$	2011 Restated \$
Fixed assets					
Investments	7		933,676		265,000
Current assets					
Debtors	9	7,901,653		6,658,598	
Cash at bank		2,340,081		4,019,059	
		10,241,734		10,677,657	
Creditors, amounts falling due within one year	10	(5,145,879)		(6,248,607)	
Net current assets			5,095,855		4,429,050
Total assets less current liabilities			6,029,531		4,694,050
Provisions for liabilities					
Deferred tax	11		(2,416)		-
Net assets			6,027,115		4,694,050
Capital and reserves					
Called up share capital	12		2		2
Profit and loss account	13		6,027,113		4,694,048
Shareholders' funds	14		6,027,115		4,694,050

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 April 2013

S R Dickson Director

Company Balance Sheet As at 31 August 2012

Note	\$	2012 \$	\$	2011 Restated \$
7		933,680		265,004
9	13,739,496		5,498,719	
	2,262,899		3,586,070	
	16,002,395		9,084,789	
10	(16,219,700)		(9,935,206)	
		(217,305)		(850,417)
	•	716,375		(585,413)
	•			
12		2		2
13		716,373		(585,415)
14		716,375		(585,413)
	7 9 10	7 9 13,739,496 2,262,899 16,002,395 10 (16,219,700)	Note \$ \$ 7 933,680 9 13,739,496	Note \$ \$ 7 933,680 9 13,739,496 5,498,719 2,262,899 3,586,070 16,002,395 9,084,789 10 (16,219,700) (9,935,206) (217,305) 716,375 12 2 13 716,373

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 April 2013

S R Dickson Director

Consolidated Cash Flow Statement For the year ended 31 August 2012

	Note	2012 \$	2011 Restated \$
Net cash flow from operating activities	15	(171,471)	2,245,989
Returns on investments and servicing of finance	16	379	1,741
Taxation		(839,210)	(1,300,159)
Capital expenditure and financial investment	16	(668,676)	(534,669)
(Decrease)/Increase in cash in the year		(1,678,978)	412,902

Reconciliation of Net Cash Flow to Movement in Net Funds/Debt

For the year ended 31 August 2012

	2012 \$	2011 Restated \$
(Decrease)/Increase in cash in the year	(1,678,978)	412,902
Movement in net debt in the year	(1,678,978)	412,902
Net funds at 1 September 2011	4,019,059	3,606,157
Net funds at 31 August 2012	2,340,081	4,019,059

Notes to the Financial Statements

For the year ended 31 August 2012

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Basis of consolidation

The financial statements consolidate the accounts of eMerchantPav Limited and all of its subsidiary undertakings ('subsidiaries')

1.3 Turnover

Turnover comprises revenue recognised by the Group in respect of services supplied during the year, exclusive of Value Added Tax and trade discounts

1.4 Investments

- Subsidiary undertakings Investments in subsidiaries are valued at cost less provision for impairment
- (ii) Other investments
 Investments held as fixed assets are shown at cost less provision for impairment

1.5 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.6 Foreign currencies

Monetary assets and habilities denominated in foreign currencies are translated into dollars at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into dollars at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss account

During the year, the directors believed that due to the nature of the business and given that a significant proportion of the Group and Company's income is derived in US Dollars, the financial statements should be presented in US Dollars. As a result, the presentational currency has been changed from British pounds to US Dollars. The prior year balances have therefore also been restated.

Notes to the Financial Statements

For the year ended 31 August 2012

Accounting Policies (continued)

17 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial habilities are included in the profit and loss account. I mance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

18 Prior year adjustments

The 2012 financial statements are restated for a change in presentational currency for the Group and to take into account a prior year adjustment. In previous years, the Group's functional currency has been US Dollars but the directors have elected to prepare accounts presented in pounds sterling. In 2012 the Group's presentational currency has been changed to US dollars to match the functional currency.

Furthermore, the directors note that subsidiary undertaking EMPPay Lamited had been excluded in error from the consolidated financial statements in the prior year. The comparative figures have therefore been restated to reflect the fact that EMPPay Lamited should have been consolidated in prior year. The impact on Group opening reserves at 1 September 2010 is an increase of \$46,183, the impact on 2011 Group profit is a decrease of \$17,215, with the impact on Group opening reserves at 1 September 2011 is an increase of \$28,968. There is no impact on the parent company financial statements.

2. Operating profit

The operating profit is stated after charging

	2012	2011
	\$	\$
Auditor's remuneration	38,529	17,948
I oss on foreign exchange	17,947	205,367

During the year, no director received any emoluments (2011 - \$NIL). Emoluments relating to the directors are borne by the group undertakings.

Consultancy fees of \$15 603 were paid to A R Goslar during the year

Auditors fees for the company were \$22,132 (2011 - \$9,790)

Notes to the Financial Statements

For the year ended 31 August 2012

3. Staff costs

Staff costs were as follows

		2012	2011
		\$	\$
	Wages and salaries	-	64,413
	The average monthly number of employees, including the	directors, during the year was as t	follows
		2012	2011
		No	No
		3	2
		11 - 11 - 11 - 11 - 11 - 11 - 11 - 11 	
4,	Interest payable		
		2012	2011
		\$	\$
	On bank loans and overdrafts	53	149
5.	Exceptional Items		
		2012	2011
		\$	\$
	Diminution in value of investment	-	1,216,915

At the year-ended 31 August 2011, the investment in European American Capital Group Limited was fully written down to £ml. The diminution in the value of the investment was \$1,216,915

Notes to the Financial Statements For the year ended 31 August 2012

6. Taxation

	2012 \$	2011 \$
Analysis of tax charge in the year	•	·
Current tax (see note below)		
UK corporation tax charge on profit for the year Adjustments in respect of prior periods	450,896 (13,302)	843,080 -
Total current tax	437,594	843,080
Deferred tax		
Origination and reversal of timing differences I ffect of tax rate change on opening balance	2,072 344	-
Total deferred tax (see note 11)	2,416	-
Tax on profit on ordinary activities	440,010	843,080

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 25 16% (2011 - 27 167%). The differences are explained below:

	2012	2011
Profit on ordinary activities before tax	1,773,075	1,955,981
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25 16% (2011 - 27 167%)	443,993	535,918
Effects of		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	3,807	332,966
Utilisation of tax losses	(1,802)	-
Adjustments to tax charge in respect of prior periods	(3,970)	-
Current tax (prior period) exchange difference arising on movement between opening and closing spot rates	(3,678)	-
Current tax (current period) exchange difference arising on movement between opening and closing spot rates	3,432	-
Other differences leading to an increase (decrease) in the tax charge	108	5,948
Group relief claimed by eMerchantpay Limited	(4,296)	
Marginal relief	•	(31,752)
Current tax charge for the year (see note above)	437,594	843,080

Notes to the Financial Statements

For the year ended 31 August 2012

7. Fixed asset investments

Group			Security deposits \$
Cost or valuation			
At 1 September 2011 Additions			265,000 668,676
At 31 August 2012		-	933,676
Net book value		_	
At 31 August 2012		_	933,676
At 31 August 2011		=	265,000
	Investments	_	
	in subsidiary companies	Security deposits	Total
Company	\$	\$	\$
Cost			
At 1 September 2011			
(restated) Additions	4	265,000	265,004
Additions	-	668,676	668,676
At 31 August 2012	4	933,676	933,680
Net book value			
At 31 August 2012 (restated)	4	933,676	933,680
At 31 August 2011	4	265,000	265,004
			

Details of the principal subsidiaries can be found under note number 8

8. Principal subsidiaries

Company name	Country	Percentage Shareholding	Description
Interconsult International	England & Wales	100%	Cost centre for group
LMPPay Limited	1 ngland & Wales	100%	Provides payment solutions to small merchants

Notes to the Financial Statements For the year ended 31 August 2012

9. De	ebtors
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9.	Debtors				
			Group		Company
		2012	2011	2012	2011
		\$	\$	\$	\$
	Trade debtors	1,546,452	990,469	1,546,444	272,667
	Amounts owed by related parties	6,136,131	5,241,689	11,992,177	4,992,168
	Other debtors	219,070	426,440	200,875	233,884
		7,901,653	6,658,598	13,739,496	5,498,719
10.	Creditors:				
	Amounts falling due within one year	•			
			Group		Company
		2012	2011	2012	2011
		\$	\$	\$	\$
	Trade creditors	391,445	209,704	220,980	81,393
	Amounts owed to related parties	4,219,547	5,153,951	15,504,986	9,730,046
	Corporation tax	441,464	843,080	434,670	114,543
	Other creditors	11,861	19,562	2	-
	Accruals and deferred income	81,562	22,310	59,062	9,224
		5,145,879	6,248,607	16,219,700	9,935,206
11.	Deferred taxation				
			Group		Company
		2012	2011	2012	2011
		\$	\$	\$	\$
	At beginning of year	_	_	•	_
	Charge for the year	2,416	_	-	_
	At end of year	2,416	<u>.</u>	-	-
	The provision for deferred taxation is ma	de up as follows			
			Group		Company
		2012	2011	2012	2011
		2012 \$	2011 \$	<i>2</i> 012 \$	2011
	r	·	•	4	•
	Firming differences	2,416		-	

Notes to the Financial Statements For the year ended 31 August 2012

12.	Share capital		
		2012	2011
		\$	\$
	Allotted, called up and fully paid		
	1 Ordinary share of £1	2	2
13.	Reserves		
			Profit and loss account
	Group		\$
	At 1 September 2011		4,694,048
	Profit for the year		1,333,065
	At 31 August 2012		6,027,113
			Profit and
			loss account
	Company		\$
	At 1 September 2011		(585,415)
	Profit for the year		1,301,788
	At 31 August 2012		716,373

Notes to the Financial Statements For the year ended 31 August 2012

14. Reconciliation of movement in shareholders' funds

Group	2012 \$	2011 \$
Opening shareholders' funds Prior year adjustment (note 1 8)	4,694,050	3,534,966 46,183
Opening sharcholders' funds as restated		3.581.149
Profit for the year Prior year adjustment (note 1.8) Profit for the year as restated	1,333,065	1,130,116 (17,215) 1,112,901
Closing shareholders' funds	6,027,115	4,694,050
Company	2012 \$	2011 \$
Opening shareholders' (deficit)/funds Profit/(loss) for the year	(585,413) 1,301,788	237,670 (823,083)
Closing shareholders' funds/(deficit)	716,375	(585,413)

The 2011 financial statements were presented in pounds sterling, with the 2012 financial statements presented in the Group's functional currency, US dollars. The 2011 Group opening shareholders' funds as originally stated was £2,154,237, which has been translated at a rate of \$1 6409/£1 to arrive at the US dollar opening reserves as shown above. The 2011 Group profit for the year as originally stated was £692,606, which has been translated at a rate of \$1 6317/£1 to arrive at the US dollar profit of \$1,130,116 shown above.

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own Profit and loss account

15. Net cash flow from operating activities

	2012	2011
	\$	\$
Operating profit	1,772,696	1,954,241
l'aceptional items	-	1,216,915
Increase in debtors	(1,243,053)	(3,950,499)
(Decrease)/increase in creditors	(701,114)	3,025,332
Net cash (outflow)/inflow from operating activities		
	<u>(171,471)</u>	2.245.989

Notes to the Financial Statements

For the year ended 31 August 2012

16. Analysis of cash flows for headings netted in cash flow statement

	Amilyon of continues for headings nation in case now statement					
			2012 \$	2011 \$		
	Returns on investments and servicing of fina	nce				
	Interest received		432	1,741		
	Interest paid		(53)	-		
	Net cash inflow from returns on investments	and servicing of				
	finance	-	379	1,741		
			2012	2011		
			\$	\$		
	Capital expenditure and financial investmen	t				
	(Increase)/Decrease in security deposits		(668,676)	(734,443)		
	Additions in Investments		-	199,774		
	Net cash outflow from capital expenditure	=	(668,676)	(534,669)		
17.	Analysis of changes in net debt					
		1 September 2011	Cash flow	31 August 2012		
		\$	\$	\$		
	Cash at bank and in hand	4,019,059	(1,678,978)	2,340,081		
	Net funds	4,019,059	(1,678,978)	2,340,081		

Notes to the Financial Statements For the year ended 31 August 2012

18. Related party transactions

As a wholly owned subsidiary of the Group headed by eMerchantPay Group Limited, the Company has taken advantage of the exemption as provided by Financial Reporting Standard No 8 'Related Party Disclosures' not to disclose transactions with other wholly owned members of the Group

19. Ultimate parent undertaking and controlling party

The directors consider that the immediate and ultimate parent undertaking of this group is eMerchantPav Group Limited, a company incorporated in Jersey, by virtue of its controlling stake over it. The largest and smallest Group of which the company is a member and for which Group financial statements are drawn up is headed by eMerchantPay Group Limited Copies of the financial statements of eMerchantPay Group Limited are available from Centenary House, La Grande Route De St. Pierre, St. Peter, Jersey JE3 7AY

The ultimate controlling party is Jonas Reynisson