

**REGISTERED NUMBER: 05839778 (England and Wales)**

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018  
FOR  
TELEPO LIMITED**



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**for the Year Ended 31 December 2018**

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**TELEPO LIMITED**

**COMPANY INFORMATION**  
for the Year Ended 31 December 2018

**DIRECTORS:**

Mr M Bitzinger  
Mr G J Hiscock

**SECRETARY:**

Vistra Company Secretaries Limited

**REGISTERED OFFICE:**

Suite 1, 3rd Floor  
11-12 St. James's Square  
London  
SW1Y 4LB

**REGISTERED NUMBER:**

05839778 (England and Wales)

**AUDITORS:**

Ernst & Young LLP  
Counterslip  
Bristol  
BS1 6BX

**REPORT OF THE DIRECTORS**  
for the Year Ended 31 December 2018

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

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of a holding company.

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2018 (2017 £Nil)

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

Mr M Bitzinger

Mr G J Hiscock

**DIRECTORS QUALIFYING THIRD PARTY INDEMNITY PROVISION**

During and up to date of approval of the financial statements, the company had in place third party indemnity provision for the benefit of the directors of the company.

**GOING CONCERN**

Telepo Limited is a small holding company with no operational business and very low costs and the accounts for the company have therefore been prepared on a going concern basis.

The directors have analysed the statutory accounts for 2018, the financial and liquidity situation for the company. The process carried out by the directors have been proportionate in nature and depth taking into account the size, level of financial risk and complexity of the company and its operations.

The directors have not found any material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern for at least twelve months from the date of signing the financial statements for the year ended 31 December 2018.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each 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.

REPORT OF THE DIRECTORS  
for the Year Ended 31 December 2018

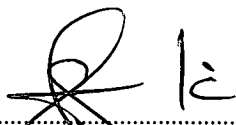
**AUDITORS**

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**SMALL COMPANY EXEMPTIONS**

In preparing the directors' report, the directors have taken advantage of the exemptions available under S417 of the Companies Act 2006 in so far as it relates small companies.

**ON BEHALF OF THE BOARD:**



.....  
Mr G S Hiscock Director

Date: 24th 23, 2019

## REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TELEPO LIMITED

### Opinion

We have audited the financial statements of Telepo Limited (the 'company') for the year ended 31 December 2018 which comprise the Income statement, Balance sheet and Notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its 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.

### 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 Auditors' 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.

### Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the directors, but does not include the financial statements and our Report of the auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the directors has been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
TELEPO LIMITED

**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 Report of the directors.

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 from the requirement to prepare a Strategic report.

**Responsibilities of directors**

As explained more fully in the Statement of directors' responsibilities set out on page two, 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 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.

**Auditors' 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 a Report of the auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the auditors.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the auditors 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.

*Ernst & Young LLP*

Jane Barwell (Senior Statutory auditor)  
for and on behalf of Ernst & Young LLP  
Counterslip  
Bristol  
BS1 6BX

Date: *27 September 2019*

TELEPO LIMITED (REGISTERED NUMBER: 05839778)

INCOME STATEMENT  
for the Year Ended 31 December 2018

|   | Notes | 31/12/18<br>€ | 31/12/17<br>€ |
|---|-------|---------------|---------------|
| <b>TURNOVER</b>                             |       | -             | -             |
| Administrative expenses                     |       | (7,266)       | (5,961)       |
|   |       | (7,266)       | (5,961)       |
| Other operating income                      | 3     | 53,282,919    | -             |
| <b>OPERATING PROFIT/(LOSS)</b>              |       | 53,275,653    | (5,961)       |
| Interest receivable and similar income      |       | 462,607       | -             |
| <b>PROFIT/(LOSS) BEFORE TAXATION</b>        |       | 53,738,260    | (5,961)       |
| Tax on profit/(loss)                        |       | -             | -             |
| <b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b> |       | 53,738,260    | (5,961)       |

TELEPO LIMITED (REGISTERED NUMBER: 05839778)

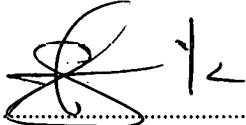
BALANCE SHEET  
31 December 2018

|  | Notes | 31/12/18<br>€     | 31/12/17<br>€     |
|--|-------|-------------------|-------------------|
| <b>FIXED ASSETS</b>                          |       |                   |                   |
| Investments                                  | 5     | -                 | 16,108,116        |
| <b>CURRENT ASSETS</b>                        |       |                   |                   |
| Debtors                                      | 6     | 69,853,642        | -                 |
| Cash at bank                                 |       | 316               | 521               |
|  |       | <u>69,853,958</u> | <u>521</u>        |
| <b>CREDITORS</b>                             |       |                   |                   |
| Amounts falling due within one year          | 7     | (95,314)          | (88,253)          |
| <b>NET CURRENT ASSETS/(LIABILITIES)</b>      |       | <u>69,758,644</u> | <u>(87,732)</u>   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       | <u>69,758,644</u> | <u>16,020,384</u> |
| <b>CAPITAL AND RESERVES</b>                  |       |                   |                   |
| Called up share capital                      |       | 3,861             | 3,861             |
| Share premium                                |       | 17,286,888        | 17,286,888        |
| Retained earnings                            |       | 52,467,895        | (1,270,365)       |
| <b>SHAREHOLDERS' FUNDS</b>                   |       | <u>69,758,644</u> | <u>16,020,384</u> |

BALANCE SHEET - continued  
31 December 2018

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on *Sept 23, 2019* and were signed on its behalf by:

A handwritten signature in black ink, appearing to be 'G J Hiscock', written over a dotted line.

Mr G J Hiscock - Director

NOTES TO THE FINANCIAL STATEMENTS  
for the Year Ended 31 December 2018

1. **STATUTORY INFORMATION**

Telepo Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Euro (€).

2. **ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

**Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Classification of financial liabilities**

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

**Basic financial liabilities**

Basic financial liabilities, including creditors, and loans from fellow group companies are initially recognised at transaction price.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are initially recognised at transaction price.

Cash and cash equivalents comprise of cash at bank.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into euro at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into euro at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**Going concern**

Telepo Limited is a small holding company with no operational business and very low costs. The accounts for the company have therefore been prepared on a going concern basis.

The directors have analysed the statutory accounts for 2018, the financial and liquidity situation for the company. The process carried out by the directors have been proportionate in nature and depth taking into account the size, level of financial risk and complexity of the company and its operations

The directors have not found any material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern for at least twelve months from the date of signing the financial statements for the year ended 31 December 2018.

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2018

**2. ACCOUNTING POLICIES - continued****Investments**

Investments in subsidiary undertakings are stated at purchase cost of acquisition (including any incidental cost of acquisition) together with the amount of any loans advanced to those undertakings.

Where, in the opinion of the directors, there has been a diminution in the value of the investments. No provisions are made and charged to the profit and loss account during the year.

The investment was disposed of during the year in exchange for a promissory note amounting to \$79,416,652.

**3. OTHER OPERATING INCOME**

During the year, the company disposed the 100% Subsidiary, Telepo AB Ltd, and included the profit for €53,282,919 in profit and loss accounts.

The company accrued interest receivable €462,607 from the promissory note of MLN UK HOLDCO LTD for the year.

**4. EMPLOYEES AND DIRECTORS**

During the year there were no employees (2017: Nil).

**5. FIXED ASSET INVESTMENTS**

|                       | Other<br>investments<br>€ |
|-----------------------|---------------------------|
| <b>COST</b>           |                           |
| At 1 January 2018     | 16,108,116                |
| Disposals             | (16,108,116)              |
|                       | <hr/>                     |
| At 31 December 2018   | -                         |
|                       | <hr/>                     |
| <b>NET BOOK VALUE</b> |                           |
| At 31 December 2018   | -                         |
|                       | <hr/>                     |
| At 31 December 2017   | 16,108,116                |
|                       | <hr/>                     |

**6. DEBTORS**

|   | 31/12/18<br>€ | 31/12/17<br>€ |
|---|---------------|---------------|
| Amounts falling due within one year:          |               |               |
| Amounts owed by group undertakings            | 462,607       | -             |
|   | <hr/>         | <hr/>         |
| Amounts falling due after more than one year: |               |               |
| Amounts owed by group undertakings            | 69,391,035    | -             |
|   | <hr/>         | <hr/>         |
| Aggregate amounts                             | 69,853,642    | -             |
|   | <hr/>         | <hr/>         |

The amounts owed by group undertakings, MLN UK HOLDCO LTD, is from the Promisory Note repayable on November 30. 2025 with an annual interest rate of 8%

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2018

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | 31/12/18      | 31/12/17      |
|------------------------------------|---------------|---------------|
|                                    | €             | €             |
| Trade creditors                    | 6,656         | 6,752         |
| Amounts owed to group undertakings | 88,658        | 81,501        |
|                                    | <u>95,314</u> | <u>88,253</u> |

The amounts owed to group undertakings are unsecured, interest free and repayable on demand.

**8. RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

**9. ULTIMATE CONTROLLING PARTY**

The immediate controlling party is Mitel Europe Ltd (UK).

The company's immediate parent undertaking is Mitel Europe Ltd (UK). The ultimate parent undertaking and controlling party is Mitel Networks Corporation, a company incorporated in Canada. Copies of its group financial statements, which include the company, are publically available from 350 Legget Dr. Kanata, ON K2K 2W7