

---

# Directors' report and financial statements

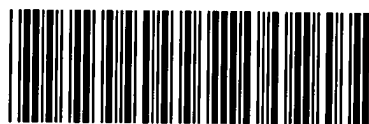
---

## Keypoint Intelligence (UK) Limited

For the year ended: 31 December 2018

Company registration number: 07865522

FRIDAY



\*A8IB7E2H\*

A28

15/11/2019

#40

COMPANIES HOUSE



**mha**

MACINTYRE HUDSON

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**COMPANY INFORMATION**

---

<b>Directors</b>	Gerard Stoia (resigned 14 June 2019) Patrick Albus (appointed 14 June 2019)
<b>Registered number</b>	07865522
<b>Registered office</b>	1st Floor Healthaid House Marlborough Hill Harrow Middlesex HA1 1UD
<b>Independent auditors</b>	MHA MacIntyre Hudson Chartered Accountants & Statutory Auditors Pennant House 1-2 Napier Court Reading RG1 8BW

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

---

**CONTENTS**

---

	Page
<b>Directors' report</b>	<b>1 - 2</b>
<b>Independent auditors' report</b>	<b>3 - 5</b>
<b>Statement of comprehensive income</b>	<b>6</b>
<b>Balance sheet</b>	<b>7</b>
<b>Notes to the financial statements</b>	<b>8 - 14</b>

---

## **KEYPOINT INTELLIGENCE (UK) LIMITED**

---

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018**

---

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

#### **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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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 for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

#### **Director**

The director who served during the year was:

Gerard Stoia (resigned 14 June 2019)

#### **Disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### **Auditors**

The auditors, MHA MacIntyre Hudson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

#### **Small companies note**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

---

**KEYPOINT INTELLIGENCE UK LIMITED**

---

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2018**

---

This report was approved by the board and signed on its behalf.



**Patrick Albus**  
Director

Date: 11/11/19

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**Opinion**

We have audited the financial statements of Keypoint Intelligence (UK) Limited (the 'Company') for the year ended 31 December 2018, which comprise the Statement of comprehensive income, the Balance sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 United Kingdom, including the Financial Reporting Council'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 included in the Annual Report, other than the financial statements and our Auditors' report 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

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

---

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF KEYPOINT INTELLIGENCE (UK) LIMITED (CONTINUED)**

---

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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

**Responsibilities of directors**

As explained more fully in the Directors' responsibilities statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

---

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF KEYPOINT INTELLIGENCE (UK) LIMITED (CONTINUED)**

---

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

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 Auditors' report.

**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 an Auditors' 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.



Jason Mitchell (Senior statutory auditor)

for and on behalf of

**MHA MacIntyre Hudson**

Chartered Accountants  
Statutory Auditors

Pennant House  
1-2 Napier Court

Reading  
RG1 8BW

Date:

13 November 2019



---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2018**

---

	Note	2018 \$	2017 \$
Turnover		2,083,652	1,892,612
<b>Gross profit</b>		<u>2,083,652</u>	<u>1,892,612</u>
Administrative expenses		(1,979,468)	(1,771,746)
<b>Operating profit</b>		<u>104,184</u>	<u>120,866</u>
Tax on profit		(34,912)	(11,822)
<b>Profit for the financial year</b>		<u>69,272</u>	<u>109,044</u>
<b>Other comprehensive income for the year</b>			
Currency translation differences		(25,169)	(17,783)
<b>Other comprehensive income for the year</b>		<u>(25,169)</u>	<u>(17,783)</u>
<b>Total comprehensive income for the year</b>		<u>44,103</u>	<u>91,261</u>

The notes on pages 8 to 14 form part of these financial statements.

**KEYPOINT INTELLIGENCE UK LIMITED**  
**REGISTERED NUMBER: 07865522**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2018**

	Note	2018 \$	2017 \$
<b>Fixed assets</b>			
Tangible assets	4	248,141	307,157
Investments	5	-	613,437
		<u>248,141</u>	<u>920,594</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	6	131,587	152,084
Cash at bank and in hand	7	815,957	16,620
		<u>947,544</u>	<u>168,704</u>
Creditors: amounts falling due within one year	8	(1,048,824)	(1,003,832)
<b>Net current liabilities</b>		<u>(101,280)</u>	<u>(835,128)</u>
<b>Total assets less current liabilities</b>		<u>146,861</u>	<u>85,466</u>
<b>Provisions for liabilities</b>			
Deferred tax	9	(17,292)	-
		<u>(17,292)</u>	<u>-</u>
<b>Net assets</b>		<u><u>129,569</u></u>	<u><u>85,466</u></u>
<b>Capital and reserves</b>			
Called up share capital		15,728	15,728
Profit and loss account		113,841	69,738
		<u><u>129,569</u></u>	<u><u>85,466</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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



**Patrick Albus**  
 Director

Date: 11/11/19

The notes on pages 8 to 14 form part of these financial statements.

---

## KEYPOINT INTELLIGENCE (UK) LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

---

#### 1. General information

Keypoint Intelligence (UK) Limited is a private company limited by shares incorporated in England & Wales under the Companies Act. The registered office and company registration number are presented on the company information page.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

##### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements; as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Keypoint Intelligence Holding Inc. as at 31 December 2017 and these financial statements may be obtained from Keypoint Intelligence Holding Inc., 80 Little Falls Rd, Fairfield, NJ 07004, USA..

---

## KEYPOINT INTELLIGENCE (UK) LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

---

#### 2. Accounting policies (continued)

##### 2.3 Foreign currency translation

###### Functional and presentation currency

The Company's functional currency is GBP. This differs from the presentational currency which is USD. Effective 1 January 2015, the company's presentational currency was changed to USD as the board considered that this is more closely aligned with the operations of the parent company, Keypoint Intelligence Holding Inc.

###### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

##### 2.4 Revenue

Turnover represents fees, exclusive of Value Added Tax, for supporting its parent company's activities generating a net margin in line with the intercompany agreement with the immediate parent company.

##### 2.5 Pensions

###### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

---

## KEYPOINT INTELLIGENCE (UK) LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

---

#### 2. Accounting policies (continued)

##### 2.6 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### 2.7 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	- term of agreement
Laboratory equipment	- 5 years straight line
Furniture and fittings	- 7 years straight line
Computer equipment	- 5 years straight line
Software	- term of agreement

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

---

## KEYPOINT INTELLIGENCE (UK) LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

---

#### 2. Accounting policies (continued)

##### 2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

##### 2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### 2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### 2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

##### 2.12 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

##### 2.13 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

#### 3. Employees

The average monthly number of employees, including directors, during the year was 20 (2017 - 20).

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

---

**4. Tangible fixed assets**

	Leasehold improvements \$	Software \$	Fixtures and fittings \$	Computer equipment \$	Laboratory equipment \$	Total \$
<b>Cost or valuation</b>						
At 1 January 2018	322,038	1,195	591	50,441	26,904	401,169
Additions	-	1,616	-	-	-	1,616
At 31 December 2018	<u>322,038</u>	<u>2,811</u>	<u>591</u>	<u>50,441</u>	<u>26,904</u>	<u>402,785</u>
<b>Depreciation</b>						
At 1 January 2018	56,672	738	359	28,330	7,913	94,012
Charge for the year on owned assets	46,005	347	84	8,815	5,381	60,632
At 31 December 2018	<u>102,677</u>	<u>1,085</u>	<u>443</u>	<u>37,145</u>	<u>13,294</u>	<u>154,644</u>
<b>Net book value</b>						
At 31 December 2018	<u>219,361</u>	<u>1,726</u>	<u>148</u>	<u>13,296</u>	<u>13,610</u>	<u>248,141</u>
At 31 December 2017	<u>265,366</u>	<u>457</u>	<u>232</u>	<u>22,111</u>	<u>18,991</u>	<u>307,157</u>

**5. Fixed asset investments**

	Investments in subsidiary companies \$
At 1 January 2018	613,437
Disposals	(613,437)
At 31 December 2018	<u>-</u>

The investment comprises the company investment in Infotrends Limited. Infotrends Ltd was dissolved during the year.

---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

---

**6. Debtors**

	2018 \$	2017 \$
Amounts owed by group undertakings	70,566	46,841
Other debtors	40,600	43,162
Prepayments and accrued income	20,421	57,673
Deferred taxation	-	4,408
	<u>131,587</u>	<u>152,084</u>

**7. Cash and cash equivalents**

	2018 \$	2017 \$
Cash at bank and in hand	815,957	16,620
	<u>815,957</u>	<u>16,620</u>

**8. Creditors: Amounts falling due within one year**

	2018 \$	2017 \$
Trade creditors	24,896	171,802
Amounts owed to group undertakings	838,341	727,226
Corporation tax	30,907	33,914
Other creditors	12,546	16,666
Accruals and deferred income	142,134	54,224
	<u>1,048,824</u>	<u>1,003,832</u>



---

**KEYPOINT INTELLIGENCE (UK) LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

---

**9. Deferred taxation**

	<b>2018</b> <b>\$</b>
At beginning of year	<b>4,408</b>
Charged to profit or loss	<b>(21,700)</b>
<b>At end of year</b>	<b>(17,292)</b>

The deferred taxation balance is made up as follows:

	<b>2018</b> <b>\$</b>	<b>2017</b> <b>\$</b>
Accelerated capital allowances	<b>(17,292)</b>	<b>(25,577)</b>
General provisions	<b>-</b>	<b>29,985</b>
	<b>(17,292)</b>	<b>4,408</b>

**10. Commitments under operating leases**

At 31 December 2018 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	<b>2018</b> <b>\$</b>	<b>2017</b> <b>\$</b>
Not later than 1 year	<b>48,082</b>	<b>50,845</b>
Later than 1 year and not later than 5 years	<b>192,327</b>	<b>203,381</b>
Later than 5 years	<b>96,163</b>	<b>163,835</b>
	<b>336,572</b>	<b>418,061</b>

**11. Controlling party**

The ultimate parent company, controlling undertaking and head of the smallest and largest group into which the results of the company are consolidated is Keypoint Intelligence Holding Inc., a company incorporated in the state of Delaware, USA.

Copies of consolidated financial statements, which include the company, are available from Keypoint Intelligence Holding Inc., 80 Little Falls Rd, Fairfield, NJ 07004, USA.