

OS IN01

Registration of an overseas company opening a  
UK establishment



Companies House

A fee is payable with this form  
Please see 'How to pay' on the last page.

☒ What this form is for  
You may use this form to register a  
UK establishment.

☒ What this form is NOT for  
You cannot use this form to  
the details of an existing  
officer or establishment.



\*R8XCX4A0\*

RC2 24/01/2020 #1  
COMPANIES HOUSE  
\*A8WN500A\*  
A09 14/01/2020 #178  
COMPANIES HOUSE  
\*L8L6QGLM\*  
LD2 27/12/2019 #26  
COMPANIES HOUSE

Part 1 Overseas company details (Name)

FCO 37059

A1 Corporate name of overseas company

Corporate name<sup>1</sup>

HOMESURE LIMITED

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ Filling in this form

Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

- <sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated.

A2 Alternative name of overseas company \*

Please show the alternative name that the company will use to do business  
in the UK.

Alternative name  
(if applicable) <sup>2</sup>

- <sup>2</sup> A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK.

A3 Overseas company name restrictions<sup>3</sup>

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

<sup>3</sup> Overseas company name  
restrictions

A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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**Part 2 Overseas company details****B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment.❶

→ No Go to **Section B2**.→ Yes Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment  
registration numberB R        **B2 Credit or financial institution**

Is the company a credit or financial institution?❷

☐ Yes  
☒ No

❷ Please tick one box.

**B3 Company details**

If the company is registered in its country of incorporation, please enter the details below.

Legal form❸

LIMITED COMPANY

Country of  
incorporation \*

IRELAND

Identity of register  
in which it is  
registered❹

COMPANIES REGISTRATION OFFICE

Registration number in  
that register4 1 9 1 1 3    

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

**B4 EEA or non-EEA member state**

Was the company formed outside the EEA?

→ Yes Complete **Sections B5 and B6**.→ No Go to **Section B6**.**B5 Governing law and accounting requirements**

Please give the law under which the company is incorporated.

Governing law❺

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to **Part 3**.

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

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Please give the period for which the company is required to prepare accounts by parent law.

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months		
--------	--	--

**B6**

### Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.<sup>①</sup>

☒ Yes.

Please indicate what documents have been disclosed.

☒ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

<sup>①</sup> Please tick the appropriate box(es).

## Part 3 Constitution

C1

### Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. <sup>①</sup>
- ☐ I enclose a certified translation, if applicable. <sup>②</sup>

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

### EEA or non-EEA member state

Was the company formed outside the EEA?

- **Yes** Go to **Section C3**.
- **No** Go to **Part 4 'Officers of the company'**.

C3

### Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
  - Objects of the Company
  - Amount of issued share capital
- **Yes** Go to **Part 4 'Officers of the company'**
- **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

### Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. <sup>③</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

Please give the objects of the company and the amount of issued share capital.

Objects of the company <sup>④</sup>

Amount of issued share capital <sup>⑤</sup>

③ This address will appear on the public record.

④ Please give a brief description of the company's business.

⑤ Please specify the amount of shares issued and the value.

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## Registration of an overseas company opening a UK establishment

### Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.  
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

#### Continuation pages

Please use a continuation page if you need to enter more officer details.

### Secretary

#### D1 Secretary details<sup>①</sup>

Use this section to list all the secretaries of the company.  
Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s) COLM  
Surname DALY  
Former name(s)<sup>②</sup>

#### ① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

#### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### D2 Secretary's service address<sup>③</sup>

Building name/number 41  
Street HAZEL AVENUE  
Post town BLACKROCK  
County/Region CO. DUBLIN  
Postcode  
Country

#### ③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

#### D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority  
☐ Limited<sup>④</sup>  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone  
☐ Jointly<sup>⑤</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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### Corporate secretary

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b>	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

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E5

### Corporate secretary's authority

	<p>Please enter the extent of your authority as corporate secretary. Please tick one box.</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly	<p></p> <p></p> <p></p>	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>

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## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	ANDREW	
Surname	COLLINS	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	IRISH	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div>	
Business occupation (if any) <sup>⑤</sup>	DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	2	
Street	CARBONE HILL	
	NORTHAW	
Post town	POTTERS BAR	
County/Region	HERTFORDSHIRE	
Postcode	E N 6 4 P L	
Country	ENGLAND	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable	<div></div> <div>Are you authorised to act alone or jointly? Please tick one box.</div> <div> <input checked="" type="checkbox"/> Alone  <input type="checkbox"/> Jointly <sup>⑧</sup> </div>	
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>	

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**



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## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	SIMON	
Surname	MURPHY	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	IRISH	
Month/year of birth <sup>④</sup>	X X m1 m2 y1 y9 y7 y2	
Business occupation (if any) <sup>⑤</sup>	DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	7	
Street	QUARRENDON STREET	
	FULHAM	
Post town	LONDON	
County/Region	ENGLAND	
Postcode	S W 6 3 S T	
Country		

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

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## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	DARREN	
Surname	BYRNE	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	IRELAND	
Nationality	IRISH	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div>	
Business occupation (if any) <sup>⑤</sup>	DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	WOODHAVEN	
Street	BARNACULLIA	
Post town		
County/Region	DUBLIN 18	
Postcode	<div>D</div> <div>1</div> <div>8</div> <div>A</div> <div>9</div> <div>C</div> <div>2</div>	
Country	IRELAND	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

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## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	COLM	
Surname	DALY	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	IRELAND	
Nationality	IRISH	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>0</div> <div>5</div> <div>1</div> <div>9</div> <div>7</div> <div>4</div>	
Business occupation (if any) <sup>⑤</sup>	DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	41	
Street	HAZEL AVENUE	
Post town	BLACKROCK	
County/Region	CO. DUBLIN	
Postcode	<div>A</div> <div>9</div> <div>4</div> <div>F</div> <div>8</div> <div>K</div> <div>8</div> <div></div>	
Country	IRELAND	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable	<div></div> <div></div>	
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>	

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

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### Corporate director

<b>G1</b>	<b>Corporate director details ①</b>	
	Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	

<b>G3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		

<b>G4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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<b>G5</b>	<b>Corporate director's authority</b>	
	Please enter the extent of your authority as corporate director. Please tick one box.	<b>❶</b> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.  <b>❷</b> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input type="checkbox"/> Limited <b>❶</b> <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.  <input type="checkbox"/> Alone <input type="checkbox"/> Jointly <b>❷</b>	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Registration of an overseas company opening a UK establishment

**Part 5 UK establishment details****H1 Documents previously delivered - constitution**

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.  
 → **Yes** Please enter the UK establishment number below and then go to **Section H2**.

UK establishment  
registration number

B R

**H2 Documents previously delivered – accounting documents**

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.  
 → **Yes** Please enter the UK establishment number below and then go to **Section H3**.

UK establishment  
registration number

B R

**H3 Delivery of accounts and reports**

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. <sup>①</sup>

- ☒ In respect of this establishment. Please go to **Section H4**.  
☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

<sup>①</sup> Please tick the appropriate box.

UK establishment  
registration number

B R

**H4 Particulars of UK establishment <sup>①</sup>**

You **must** enter the name and address of the UK establishment.

Name of establishment HOMESECURE

Building name/number 7

Street QUARRENDON STREET

Post town FULHAM

County/Region LONDON

Postcode S W 6 3 S T

Country ENGLAND

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened <sup>d</sup>1 <sup>d</sup>2 <sup>m</sup>1 <sup>m</sup>2 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>9

Business carried on at the UK establishment ALARM MONITORING AND MAINTENANCE

<sup>①</sup> **Address**  
This is the address that will appear on the public record.

**Part 6 Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

**J1 Permanent representative's details**

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

**Continuation pages**

Please use a continuation page if you need to enter more details.

Full forename(s) SIMON

Surname MURPHY

**J2 Permanent representative's service address <sup>1</sup>**

Building name/number 7

Street QUARRENDON STREET

FULHAM

Post town LONDON

County/Region

Postcode

S W 3 S T

Country ENGLAND

**<sup>1</sup> Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**J3 Permanent representative's authority**

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

- ☐ Limited <sup>2</sup>  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☒ Alone  
☐ Jointly <sup>3</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

<sup>2</sup> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

<sup>3</sup> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box.

## K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

#### Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

SIMON

Surname

MURPHY

## K2

### Service address of person authorised to accept service ①

Building name/number

7

Street

QUARRENDON STREET

FULHAM

Post town

LONDON

County/Region

Postcode

S W 6 3 S T

Country

ENGLAND

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.



# OS IN01

Registration of an overseas company opening a UK establishment

## Part 8

## Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

*John Daly*

X

This form may be signed by:  
Director, Secretary, Permanent representative.

# OS IN01

Registration of an overseas company opening a UK establishment



## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name  
**DARREN BYRNE**

Company name  
**HOMESURE LIMITED**

Address  
**THE EDEN CENTRE  
GRANGE ROAD**

Post town  
**RATHFARNHAM**

County/Region  
**DUBLIN 16**

Postcode  
**D16H01**

Country  
**IRELAND**

DX  
**N/A**

Telephone  
**+353 86 2353646**



## Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



## Important information

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.**



## How to pay

**A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'**



## Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

### England and Wales:

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

### Scotland:

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

### Northern Ireland:

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

### Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



## Further information

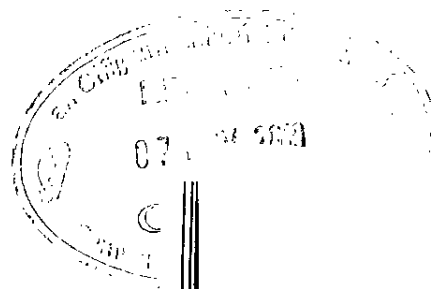
For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

*Entered as free copy*  
*Yannex Byrns*  
*Director 19/12/19*

"X"

**COMPANIES ACT 2014  
CONSTITUTION  
OF  
HOMESECURE LIMITED**



1. The name of the Company is: **HOMESECURE LIMITED.**
2. The Company is a private Company limited by shares, registered under Part 2 of the Companies Act 2014 (the "Act").
3. The liability of the members is limited.
4. The authorised share capital of the Company is €100,250, divided in 20,000,000 Ordinary Shares of €0.001 each, 20,000,000 A Ordinary Shares of €0.001 each, 20,000,000 B Ordinary Shares of €0.001 each, 20,000,000 C Ordinary Shares of €0.001 each, and 20,000,000 D Ordinary Shares of €0.001 each and 250 E Ordinary Shares of €1.00 each.

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**Definitions**

5. In this Constitution, the following words shall, unless otherwise stated, have the following meanings:

**"A Ordinary Shares"**, the A Ordinary Shares of €0.001 each in the capital of the Company;

**"Assets"**; the aggregate undertaking and assets of the Company and its subsidiaries and subsidiary undertakings;

**"Asset Sale"**, the making of one or more agreements (whether conditional or not) for the disposal (whether by sale, transfer, lease, underlease or otherwise) of the whole or a substantial part of the aggregate undertaking and assets of the Company and its subsidiaries and subsidiary undertakings or of all or substantially all of the Company and its subsidiaries and subsidiary undertakings for which purposes, a "substantial part" or "substantially all" means a proportion representing or accounting for 50% or more of the total consolidated assets or gross consolidated turnover of the entities concerned as determined by reference to the latest available audited consolidated accounts of the Company (or, if no such accounts are available, as shall be settled by the Directors for the time being on a basis acknowledged in writing by the Auditors as being fair and reasonable) excluding for the avoidance of doubt any disposal of assets to a wholly owned subsidiary of the Company;

**"B Ordinary Shares"**, the B Ordinary Shares of €0.001 each in the capital of the Company;

**"Board"**, the board of directors of the Company, as such board may be constituted from time to time;

**"C Ordinary Shares"**, the C Ordinary Shares of €0.001 each in the capital of the Company;

**"Change of Control"**, the acquisition (whether by purchase, transfer, renunciation or otherwise but not for the avoidance of doubt by way of allotment) by any person (a "Buyer") of any interest in any shares in the Company if, upon completion of that acquisition, the Buyer, together with persons acting in concert or connected therewith, would have control (as that word is defined in Section 432 of the Taxes Consolidation Act 1997) of the equity share capital of the Company;

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**"Company"**, HomeSecure Limited;

**"D Ordinary Shares"**, the D Ordinary Shares of €0.001 each in the capital of the Company;

**"Directors"**, the directors of the Company from time to time;

**"Dissolution"**, a dissolution, liquidation or winding up of the Company;

**"E Ordinary Shares"**, the E Ordinary Shares of €1.00 each in the capital of the Company;

**"E Shareholders"**, the holders of the E Ordinary Shares;

**"Exit Proceeds"**, in the case of a Realisation or a Dissolution, the proceeds received by the Company or the shareholders of the Company (as appropriate) on the occurrence of such event;

**"Fair Value"**, the price determined in accordance with the provisions of Articles 28-33;

**"Ordinary Shares"**, the Ordinary Shares of €0.001 each in the capital of the Company;

**"Realisation"**, a Share Sale or an Asset Sale;

**"Sale Price"**, sale price per Share offered in accordance with Article 19;

**"Shares"**, the Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares in the share capital of the Company;

**"Share Sale"**, the making of one or more agreements (whether conditional or not) for the disposal, transfer, purchase or renunciation of any part of the share capital of the Company giving rise to a Change of Control and for the purposes of this definition "disposal" shall mean a sale, transfer, assignment or other disposition whereby a person ceases to be the absolute beneficial owner of the share in question or voting rights attached thereto or an agreement to enter into such disposal or the grant of a right to compel entry into such an agreement;

**"Trigger Event"**, has the meaning given to it in Article 18;

**"Trigger Date"**, the date on which the Trigger Event occurs;

**"Valuers"**, the auditors for the time being of the Company or, if they decline the instruction, or if either party objects to their appointment, an independent firm of accountants jointly appointed by the parties or, in the absence of agreement between the parties on the identity of the Valuers within 5 Business Days of a party serving details of a suggested Valuer on the other, an independent firm of accountants appointed by the President, for the time being, of Chartered Accountants Ireland (in each case acting as an expert and not as an arbitrator), and **"Valuer"** shall be construed accordingly;

**"Voting Shareholders"**, the holders of Voting Shares; and

**"Voting Shares"**, the A Ordinary Shares and the C Ordinary Shares.

### Supplemental Regulations

6. (a) The "Optional Provisions" (as that term is defined in Section 54(1) of the Act) shall apply to the constitution of the Company save to the extent they are dis-applied, modified or supplemented by this Constitution.

(b) Sections 43 (3), 69 (6) & (8), 136, 144 (3)(c), 178 (2), 183 (6), of the Act shall not

"X"

apply.

#### **Company Seal**

7. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

#### **Dividends**

8. Any profits which the Directors may lawfully determine to distribute in any financial year shall be distributed on a pro rata and pari passu basis among the holders of the Ordinary Shares, A Ordinary Shares, C Ordinary Shares and D Ordinary Shares.
9. Dividends may at the discretion of the Board be declared or paid in respect of the E Ordinary Shares. No dividends shall be declared and paid in respect of the B Ordinary Shares.

#### **Voting Rights**

10. Each holder of A Ordinary Shares and C Ordinary Shares shall have the right to receive notice of, attend, speak and vote at any general meeting of the Company. On a show of hands each holder of A Ordinary Shares and C Ordinary Shares shall have one vote. On a poll, each holder of A Ordinary Shares and C Ordinary Shares shall have their vote weighted in accordance with their percentage shareholding.
11. Each holder of Ordinary Shares, B Ordinary Shares, D Ordinary Shares and E Ordinary Shares shall have the right to receive notice of, attend and speak at any general meeting of the Company but shall not have a right to vote thereat in respect of such shares.

#### **Shares and Share Capital**

12. For the purposes of Section 69 (1) of the Act, the allotment of shares is authorised generally. The shares of the Company may be allotted by the Directors or a committee of Directors. The Directors may allot, grant options over or otherwise dispose of shares to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company and its shareholders.
13. For the purposes of Section 69(3) of the Act, the general authorisation for the allotment of shares in the Company is not subject to any stipulation as to a period during which the allotment may occur.
14. The pre-emption provisions of subsection (6) of Section 69 of the Act shall not apply to any allotment of shares in accordance with subsection (12) of Section 69 of the Act.
15. Subject to the provisions of and to the extent permitted by the Act and subject to any rights conferred on the holders of any class of shares, the Company may, for the purposes of Section 105 (4) (a) of the Act, acquire any of its shares of any class.
16. A Company may allot shares which are redeemable. The Company may acquire its own shares by purchase, or in the case of redeemable shares, by redemption or purchase and is authorised for the purposes of Section 105 (4) of the Act.
17. The Directors' power to decline to register a transfer of shares shall not cease to be exercisable on the expiry of two months after the date of delivery to the Company of the transfer instrument.

#### **Good Leaver, Bad Leaver**

18. Subject to the provisions of Article 23-27 below, if any holder of E Ordinary Shares

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ceases to be an employee (or contractor) of the Company (a "Leaver") before a Realisation, (the "Trigger Event"), then:

- 18.1. the Company shall have the right but not the obligation to buy back the relevant E Ordinary Shares from the Good Leaver for the Fair Value within 60 Business Days following the determination of the Fair Value following the departure of the Good Leaver, and if the Company does not exercise its right to do so within the timeframe set out herein, the Good Leaver shall be entitled to retain his or her E Ordinary Shares; or
- 18.2. a Bad Leaver shall be deemed immediately following the occurrence of the relevant Trigger Event to have irrevocably offered for sale to the Company his/her E Ordinary Shares at an amount equal to the subscription price paid for such E Ordinary Shares. The Company shall have 20 Business Days after such deemed offer to either accept or reject such offer in respect of some or all of the E Ordinary Shares;
19. On the date falling 20 Business Days after the expiry of the respective 60 and 20 Business Day period referred to in Articles 18.1 and 18.2 in respect of any E Ordinary Shares to be bought back by the Company, the Good Leaver or Bad Leaver (as the case may be) shall be obliged to permit the buy back of his/her E Ordinary Shares on the terms set out in these Articles 18-22 and to deliver such documents as are required to give effect to such transfer, upon receipt of the Sale Price for each such E Ordinary Shares.
20. If the Leaver fails to transfer any E Ordinary Shares in accordance with these Articles 18-22, the Board may authorise any Director to execute, complete and deliver as agent and attorney for and on behalf of the Leaver a transfer of the E Ordinary Shares to the Company. The Company's receipt of such transfer shall be of good discharge to the Company. The Company shall hold the aggregate Sale Price in trust for the Leaver without any obligation to pay interest. The Directors shall then authorise registration of the transfer. The Leaver shall in any event be obliged to deliver the certificate for the E Ordinary Shares to be transferred by him/her to the Company (or, where appropriate, provide an indemnity in respect thereof in a form satisfactory to the Board) whereupon he shall be entitled to the aggregate Sale Price for the relevant E Ordinary Shares, without interest. In order to secure each of the holder of E Ordinary Shares' obligations under this paragraph, each holder of E Ordinary Shares, hereby appoints the Company to act as its attorney with authority in its name and on its behalf to execute and sign any and all agreements (including, without limitation, any share purchase agreement), instruments, deeds or other papers and documents and to do all things in its name as the Company may in its absolute discretion consider necessary to give effect to this Article 20 (but no other) and the Company shall be entitled to delegate the exercise of such authority to any Director or the secretary of the Company from time to time, provided that such delegate shall not be authorised to delegate such authority further.
21. For the purposes of these Articles 18-22, a Good Leaver means a holder of E Ordinary Shares who has ceased to be employed by the Company (or to be a contractor to the Company if applicable) at any time before a Realisation by reason of: (i) death, (ii) permanent disability or permanent incapacity through ill-health, (iii) retirement at normal retirement age, (iv) dismissal by the Company which is determined, by an employment tribunal or at a court of competent jurisdiction from which there is no right to appeal, to be wrongful or constructive or (v) wherever the Board makes the determination that he is not a Bad Leaver.
22. For the purposes of these Articles 18-22, a holder of E Ordinary Shares shall be a Bad Leaver where he or she ceases to be an employee of the Company (or to be a contractor to the Company if applicable) before a Realisation and who is not a Good Leaver.

### Retained E Ordinary Shares

23. The Company agrees that notwithstanding Articles 18 – 22, each Leaver is entitled to retain a percentage of his/her respective E Ordinary Shares following his/her departure from the Company subject to (i) the Company having reached prior to such Leaver's departure the target number of customer set out Article 24 and (ii) Article 25.
24. The percentage shareholding that the Leaver is entitled to under Articles 23 - 27 is:

<b><i>Customer Numbers</i></b>	<b><i>% E Ordinary Shares to be Retained</i></b>
30,000 – 34,999	25%
35,000 – 44,999	50%
45,000 – 49,999	75%
50,000 +	100%

25. A certificate signed by the Chairman of the Company at a board meeting immediately prior to such departure recording the number of customers as at the date of such meeting shall be conclusive evidence of the number of customers for the purposes of Articles 23 - 27. The Board shall appoint an independent body to verify such customer numbers.
26. A Leaver is entitled to retain the percentage shareholding earned, subject to if the Leaver breaches any post termination restrictions as set out in his/her employment contract, such Leaver's retained E Ordinary Shares may be bought back by the Company at par value at any time after the Company becoming aware of the breach.
27. If the Leaver fails to transfer any of the E Ordinary Shares to the Company in accordance with the requirements set out in Articles 23 - 27, the Board may authorise any Director to execute, complete and deliver as agent and attorney for and on behalf of the Leaver a transfer of the E Ordinary Shares to the Company. The Company's receipt of such transfer shall be of good discharge to the Company. The Company shall hold the aggregate Sale Price in trust for the Leaver in a specified bank account without any obligation to pay interest.

### Valuation

28. The Valuers shall be requested by the Company to determine the Fair Value within 20 Business Days of the relevant Trigger Date and to notify the Company and the parties in writing of their determination as expediently as possible to buy within any event within 60 Business Days of such request. .
29. The Fair Value for any Shares or Assets shall be determined in writing by the Valuers on the following bases and assumptions:
  - 29.1. if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so;

**"X"**

- 29.2. the sale is to be on arms' length terms between a willing seller and a willing buyer;
- 29.3. the rights and restrictions attaching to each class of Shares as set out in the Constitution or as otherwise agreed in writing by all Shareholders from time to time are respected;
- 29.4. the Shares and/or Assets are sold free of all encumbrances;
- 29.5. the sale is taking place on the date the Valuers were requested to determine the Fair Value; and
- 29.6. to take account of any other factors that the Valuers reasonably believe should be taken into account.
- 30. The parties are entitled to make submissions to the Valuers and will provide (or procure that the Company provides) the Valuers with such assistance and documents as the Valuers reasonably require for the purpose of reaching a decision, subject to the Valuers agreeing to give such confidentiality undertakings as the parties may reasonably require.
- 31. To the extent not provided for by these Articles, the Valuers may, in their reasonable discretion, determine such other procedures to assist with the valuation as they consider just or appropriate.
- 32. The Valuers shall act as expert and not as arbitrator and their written determination shall be final and binding on the parties in the absence of manifest error or fraud.
- 33. The costs of obtaining the Valuers' valuation shall be borne by the parties in their Respective Proportions or in such other proportions as the Valuers direct.

**Directors**

- 34. The Company shall have at least one Director.
- 35. The remuneration of the Directors shall be such as is determined, from time to time, by the Directors.
- 36. The Directors will not retire by rotation or be required to be re-elected in general meeting following appointment by the Directors or the Members and Section 144 of the Act shall be read accordingly.
- 37. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 38. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall not have a second or casting vote and instead, the matter shall be referred to the Voting Shareholders to determine.
- 39. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- 40. All directors shall be entitled to reasonable notice of any meeting of the directors but, if the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
- 41. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be 2 but, where the Company has a sole director, the quorum shall be one.



42. The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
43. A resolution in writing signed by all the Directors, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
44. A meeting of the directors or of a committee referred to in Section 160(9) of the Act may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and-
  - (a) a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place-
    - i. where the largest group of those participating in the conference is assembled;
    - ii. if there is no such group, where the chairperson of the meeting then is;
    - iii. if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.
45. Subject to the other provisions of the Act, a director may vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.
46. Any director (the "appointer") of the Company may from time to time appoint any other director of it or, with the approval of a majority of its directors, any other person to be an alternate director (the "appointee") as respects him or her.
47. The Company shall cause minutes to be entered in books kept for that purpose of-
  - (a) all appointments of officers made by its directors;
  - (b) the names of the directors present at each meeting of its directors and of any committee of the directors;
  - (c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
48. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
49. For the purposes of Section 228 (1) (d) of the Act, the reasonable personal use by a Director of any assets of the Company made available for use by the Director in connection with the business and affairs of the Company shall be permitted, subject to any restrictions imposed by the Company whether under contract or otherwise.
50. It shall be the duty of a director of the Company who is in any way, whether directly

"X"

or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the Directors.

### **Secretary**

51. A Company shall have a secretary, who may be one of the Directors.
52. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
53. The Directors of a Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.
54. Where a Company has only one Director, that person may not also hold office of Secretary of the Company.

### **Members**

55. The subscribers to the constitution of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members and shall be entitled to receive a share certificate.
56. Every other person who agrees to become a member of the Company, and whose name is entered in its register of members, shall be a member of the Company.
57. No member (not being a director) shall have any right of inspecting any financial statement or accounting record of the Company unless authorised by the directors under Section 284 (4) of the Act or by the Company in general meeting.

### **General Meetings**

58. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
59. The Company need not hold an annual general meeting in any year where all the members entitled (at the date of the written resolution referred to in Section 175 of the Act) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting, a written resolution under Section 193 of the Act-
  - (a) acknowledging receipt of the financial statements that would have been laid before that meeting;
  - (b) resolving all such matters as would have been resolved at that meeting; and
  - (c) confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.
60. An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.
61. An annual general meeting may be held in 2 or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

**"X"**

62. The Directors may, whenever they think fit, convene an extraordinary general meeting.
63. The Directors shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the paid up share capital of the Company, (which has the right to vote at general meetings of the Company), forthwith proceed duly to convene an extraordinary general meeting of the Company.

**Notices**

64. Notice of every general meeting of the Company ("relevant notice") shall be given to-
- (a) every member;
  - (b) the personal representative of a deceased member of the Company, which member would, but for his or her death, be entitled to vote at the meeting;
  - (c) the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting);
  - (d) the statutory auditors, unless the Company has availed itself of the audit exemption under Section 360 or 365 of the Act; and
  - (e) the directors and secretary of the Company.
65. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338 (5) (c) of the Act may be sent to the member in accordance with Section 218 of the Act.
66. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or this Constitution shall, save where the means of serving or giving it specified in paragraph (d) below is used, be in writing and may be served on or given to the member in one of the following ways:
- (a) by delivering it to the member;
  - (b) by leaving it at the registered address of the member;
  - (c) by sending it by post in a prepaid letter to the registered address of the member; or
  - (d) by sending it by electronic means; and

each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.

67. A meeting of the Company, other than an adjourned meeting, shall be called-
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
68. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Section 181 (1) of the Act, be deemed to have been duly called

## **"X"**

if it is so agreed by-

- (c) all the members entitled to attend and vote at the meeting; and
- (d) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 of the Act (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.

### **Quorum**

- 69. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
- 70. 2 members of the Company present in person or by proxy at a general meeting of it shall be a quorum.
- 71. In the case of a single-member Company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.

### **Proxies**

- 72. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
- 73. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- 74. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.

That time is-

- (a) before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, before the time appointed for the taking of the poll.

### **Proceedings of General Meetings**

- 75. The business of the annual general meeting shall include-
  - (a) the consideration of the Company's statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
  - (b) the review by the members of the Company's affairs;
  - (c) the declaration of a dividend (if any) of an amount not exceeding the amount recommended by the directors; and
  - (d) the authorisation of the directors to approve the remuneration of the statutory auditors (if any);
  - (e) save where the Company is entitled to and has availed itself of the exemption

**"X"**

referred to in paragraph (a), the appointment or re-appointment of statutory auditors.

76. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
77. Unless a poll is demanded in accordance with Section 189 of the Act, at any general meeting-
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
78. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
79. Subject to any rights or restrictions for the time being attached to any class or classes of shares, where a matter is being decided-
- (a) on a show of hands, every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote; and
  - (b) on a poll, every member shall, whether present in person or by proxy, have one vote for each share of which he or she is the holder.
80. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- A demand for such a poll may be made by-
- (a) the chairperson of the meeting;
  - (b) at least 3 members present in person or by proxy;
  - (c) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company having the right to vote at the meeting; or
  - (d) a member or members holding shares in the Company concerned conferring the right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right.

**Single-Member Company**

81. Subject to subsection (3) of Section 196 of the Act, all the powers exercisable by the Company in general meeting under the Act or otherwise shall be exercisable, in the case of a single-member Company, by the sole member without the need to hold a general meeting for that purpose; for the avoidance of doubt this subsection extends to the exercise of the power under Section 146 of the Act to remove a director and,

## **"X"**

accordingly, any of the procedures under that section concerning notice to the director or the making of representations by the director shall not apply in the case of a single- member Company but this is without prejudice to the application of the *requirements of procedural fairness to the exercise of that power of removal* by the sole member and Section 147 of the Act.

### **Minutes**

82. The Company shall, as soon as may be after their holding or passing, cause-

- (a) minutes of all proceedings of general meetings of it, and
- (b) the terms of all resolutions of it,

to be entered in books kept for that purpose; all such books kept by the Company in pursuance of this subsection shall be kept at the same place.

### **Registers**

83. Any register, index or minute book required by the Act to be kept by the Company or by the Registrar may be kept either by making entries in bound books or by recording the matters in question in any other manner.

84. Where any register, index or minute book to be kept by the Company is not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

### **Indemnity**

85. Subject to the provisions of and so far as may be permitted by Section 235 (3) of the Act every Director, Secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

"X"

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Constitution, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Patrick Doyle 5 Ballygoran Court Celbridge Co. Kildare  Chartered Secretary	50
Linda Doyle 5 Ballygoran Court Celbridge Co. Kildare  Administrator	50
No. of Shares Taken	100

Dated the 13<sup>th</sup> day of April 2006

Witness to the above signatures:

Emma Doyle  
5 Ballygoran Court  
Celbridge  
Co. Kildare

Chartered Secretary

Registered number: 419113

**SIGNED  
COPY**

**HOMESECURE LIMITED**

**ANNUAL REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2018**



## **HOMESECURE LIMITED**

### **COMPANY INFORMATION**

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<b>Directors</b>	Colm Daly Simon Murphy Darren Byrne Andrew Collins
<b>Company secretary</b>	Colm Daly
<b>Registered number</b>	419113
<b>Registered office</b>	Eden Centre Grange Road Rathfarnham Dublin 16
<b>Independent auditors</b>	PricewaterhouseCoopers Chartered Accountants and Statutory Audit Firm One Spencer Dock North Wall Quay Dublin 1
<b>Bankers</b>	Bank of Ireland Kill O' The Grange Blackrock Co. Dublin
<b>Solicitors</b>	Gore & Grimes Cavendish House Stable Lane Dublin 7

## **HOMESECURE LIMITED**

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## **HOMESECURE LIMITED**

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

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

#### **Companies Act 2014**

The entity has availed of the small companies exemption contained in the Companies Act 2014 with regard to the requirements for exclusion of certain information in the annual report.

#### **Directors' responsibilities statement**

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

Irish company law requires the directors to prepare the financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and 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 they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

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 judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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 ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. 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.

#### **Principal activities**

The principal activity of the company is the installation of monitored security systems and the supply of related equipment.

#### **Business review**

Revenue for the year increased 51% to €3,824,174 from €2,532,597, with loss for the year of €2,025,652 (2017 - €1,753,096). The company continued to grow its customer base during the year and continued to raise capital to service the ongoing growth of the business. Gross margins achieved for the year grew from 66.9% in the prior year to 70.4%. During the year, the company raised €1.6 million (2017 - €3.3 million) in capital to service ongoing working capital requirements.

## HOMESecure LIMITED

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

#### Results and dividends

The loss for the year, after taxation, amounted to €2,025,652 (2017 - loss €1,753,096).

The directors do not recommend payment of a dividend (2017 - €NIL).

#### Directors and their interests

The directors who served throughout the year, except as noted, were as follows:

Colm Daly  
Simon Murphy  
Darren Byrne  
Andrew Collins

In accordance with Section 329 of the Companies Act 2014, the directors' shareholdings and the movements therein during the year ended 31 December 2018 were as follows:

	Ordinary shares of 0.1c each		A Ordinary shares of 0.1c each		B Ordinary shares of 0.1c each	
	31/12/18	1/1/18	31/12/18	1/1/18	31/12/18	1/1/18
Colm Daly	10,000	10,000	-	-	-	-
Simon Murphy	-	-	103,149	103,149	37,286	37,286
Darren Byrne	3,835	3,835	-	-	-	-
Andrew Collins	-	-	-	-	-	-
	<u>13,835</u>	<u>13,835</u>	<u>103,149</u>	<u>103,149</u>	<u>37,286</u>	<u>37,286</u>

	C Ordinary shares of € each		D Ordinary shares of € each	
	31/12/18	1/1/18	31/12/18	1/1/18
Colm Daly	-	-	-	-
Simon Murphy	17,607	17,607	-	-
Darren Byrne	-	-	-	-
Andrew Collins	3,657	3,657	7,956	7,956
	<u>21,264</u>	<u>21,264</u>	<u>7,956</u>	<u>7,956</u>

In accordance with the Articles of Association, the directors are not required to retire by rotation.

#### Political contributions

The company made no charitable donations for political purposes during the year (2017 - €NIL).

## **HOMESECURE LIMITED**

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

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#### **Principal risks and uncertainties**

The board believe the following to be the principal risks and uncertainties facing the company:

The company's operations expose it to a variety of financial risks that include credit risk and cashflow risk. The company's policy is to ensure that sufficient resources are available either from cash balances, cash flows and near cash liquid investments to ensure all obligations can be met when they fall due. At present, the company does not have any significant concentrations of credit risk.

Other risks identified are as follows:

Competition and pricing market changes: Aggressive price competition or new entrants to the market may pose a threat to the customer base and future profitability.

#### **Accounting records**

The measures taken by the directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The company's accounting records are maintained at the company's registered office at Eden Centre, Grange Road, Rathfarnham, Dublin 16.

#### **Events since the end of the year**

There have been no significant events affecting the company since the year end.

#### **Future developments**

The company plans to continue its present activities and increase trading levels. Employees are kept as fully informed as practicable about developments within the business.

#### **Statement on relevant audit information**

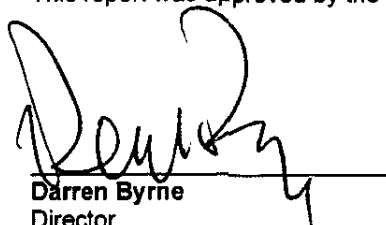
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- 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.

#### **Independent auditors**

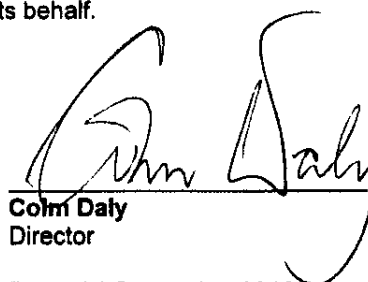
The auditors, PricewaterhouseCoopers, continue in office in accordance with section 383(2) of the Companies Act 2014.

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



**Darren Byrne**  
Director

Date: 24 September 2019



**Colm Daly**  
Director

Date: 24 September 2019



## ***Independent auditors' report to the members of Homesecure Limited***

### **Report on the audit of the financial statements**

---

#### **Opinion**

In our opinion, Homesecure Limited's financial statements:

- give a true and fair view of the company's assets, liabilities and financial position as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with Generally Accepted Accounting Practice in Ireland (accounting standards issued by the Financial Reporting Council of the UK, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A and Irish law); and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

We have audited the financial statements, included within the Annual Report, which comprise:

- the balance sheet as at 31 December 2018;
  - the statement of comprehensive income for the year then ended;
  - the statement of changes in equity for the year then ended; and
  - the notes to the financial statements, which include a description of the significant accounting policies.
- 

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law.

Our responsibilities under ISAs (Ireland) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, which includes IAASA's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (Ireland) 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.



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## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the Companies Act 2014 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (Ireland) and the Companies Act 2014 require us to also report certain opinions and matters as described below:

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.
- Based on our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

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## Responsibilities for the financial statements and the audit

### *Responsibilities of the directors for the financial statements*

As explained more fully in the Directors' Responsibilities Statement set out on page 1, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view.

The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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 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 (Ireland) 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 IAASA website at:

[https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

This description forms part of our auditors' report.

### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with section 391 of the Companies Act 2014 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



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## **Othpwcerc required reporting**

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### **Companies Act 2014 opinions on other matters**

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.

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### **Companies Act 2014 exception reporting**

#### *Directors' remuneration and transactions*

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of that Act have not been made. We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink, appearing to read 'John Dunne'.

John Dunne  
for and on behalf of PricewaterhouseCoopers  
Chartered Accountants and Statutory Audit Firm  
Dublin  
24 September 2019



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

	Note	2018 €	2017 €
Turnover		3,824,174	2,532,597
Cost of sales		(1,131,040)	(837,457)
<b>Gross profit</b>		<b>2,693,134</b>	<b>1,695,140</b>
Administrative expenses	5	(4,601,225)	(3,414,257)
<b>Operating loss</b>	5	<b>(1,908,091)</b>	<b>(1,719,117)</b>
Other interest receivable and similar income		4,944	1,045
Interest payable and similar expenses	8	(122,505)	(35,024)
<b>Loss before taxation</b>		<b>(2,025,652)</b>	<b>(1,753,096)</b>
Tax on loss	9	-	-
<b>Loss for the financial year</b>		<b>(2,025,652)</b>	<b>(1,753,096)</b>

There was no other comprehensive income for 2018 (2017 - €NIL).

The notes on pages 11 to 28 form part of these financial statements.

# HOMESECURE LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2018

	Note	2018 €	2017 €
<b>Fixed assets</b>			
Intangible fixed assets	10	2,824,154	2,207,896
Tangible fixed assets	11	69,436	104,847
		<u>2,893,590</u>	<u>2,312,743</u>
<b>Current assets</b>			
Stocks	12	227,432	273,883
Debtors: amounts falling due within one year	13	446,743	370,109
Cash at bank and in hand	14	1,332,300	1,051,388
		<u>2,006,475</u>	<u>1,695,360</u>
Creditors: amounts falling due within one year	15	(1,953,548)	(1,860,674)
<b>Net current assets/(liabilities)</b>		<u>52,927</u>	<u>(165,314)</u>
<b>Total assets less current liabilities</b>		<u>2,946,517</u>	<u>2,147,429</u>
Creditors: amounts falling due after more than one year	16	(1,550,842)	(566,752)
<b>Provisions for liabilities</b>			
Other provisions	18	(250,000)	-
		<u>(250,000)</u>	<u>-</u>
<b>Net assets</b>		<u>1,145,675</u>	<u>1,580,677</u>
<b>Capital and reserves</b>			
Called up share capital presented as equity	19	390	345
Share premium account	20	7,183,807	5,593,202
Profit and loss account	20	(6,038,522)	(4,012,870)
<b>Shareholders' funds</b>		<u>1,145,675</u>	<u>1,580,677</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with Financial Reporting Statement 102 'The Financial Statement Reporting Standard applicable in the UK and Republic of Ireland' Section 1A – small entities. The notes on pages 11 to 28 form part of these financial statements.

The financial statements were approved and authorised for issue by the board:

  
Darren Byrne  
Director

Date: 24 September 2019

  
Colm Daly  
Director

# HOMESECURE LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital presented as equity €	Share premium account €	Profit and loss account €	Total equity €
At 1 January 2018	345	5,593,202	(4,012,870)	1,580,677
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(2,025,652)	(2,025,652)
<b>Other comprehensive expense for the year</b>	-	-	-	-
<b>Total comprehensive expense for the year</b>	-	-	(2,025,652)	(2,025,652)
Shares issued during the year	45	1,590,605	-	1,590,650
<b>Total transactions with owners</b>	45	1,590,605	-	1,590,650
<b>At 31 December 2018</b>	<b>390</b>	<b>7,183,807</b>	<b>(6,038,522)</b>	<b>1,145,675</b>

The notes on pages 11 to 28 form part of these financial statements.

**HOMESECURE LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital presented as equity €	Share premium account €	Profit and loss account €	Total equity €
At 1 January 2017	213	2,280,055	(2,259,774)	20,494
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(1,753,096)	(1,753,096)
<b>Other comprehensive expense for the year</b>	-	-	-	-
<b>Total comprehensive expense for the year</b>	-	-	(1,753,096)	(1,753,096)
Shares issued during the year	132	3,313,147	-	3,313,279
<b>Total transactions with owners</b>	132	3,313,147	-	3,313,279
<b>At 31 December 2017</b>	<b>345</b>	<b>5,593,202</b>	<b>(4,012,870)</b>	<b>1,580,677</b>

The notes on pages 11 to 28 form part of these financial statements.

## **HOMESECURE LIMITED**

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

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#### **1. General information**

Homeseure Limited is a company limited by shares incorporated in the Republic of Ireland. The registered office is Eden Centre, Grange Road, Rathfarnham, Dublin 16, which is also the principal place of business of the company and the company's registered number is 419113. The nature of the company's operations and its principal activities are the installation of monitored security systems and the supply of related equipment.

The financial statements have been presented in Euro (€) which is also the functional currency of the company.

Homeseure Limited owns 100% of the equity share capital of Homeseure Nominees Designated Activity Company. This subsidiary is carried at nil in the financial statements of Homeseure Limited. These financial statements are the company's separate financial statements. Consolidated financial statements have not been prepared as the company has availed of the exemption provision contained in Section 293 of the Companies Act 2014 on the grounds size.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with Financial Reporting Statement 102 'The Financial Statement Reporting Standard applicable in the UK and Republic of Ireland' as adapted by Section 1A of FRS 102.

#### **2. Statement of compliance**

The entity financial statements have been prepared on a going concern basis and in accordance with Irish GAAP, FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102) as adapted by Section 1A of FRS 102 and the Companies Act 2014.

#### **3. Accounting policies**

##### **3.1 Basis of preparation of financial statements**

The financial statements have been prepared on a going concern basis, in accordance with historical cost convention and have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland as adapted by Section 1A of FRS 102 and Irish statute comprising of the Companies Act 2014.

The preparation of financial statements have been prepared on a going concern basis, in accordance with historical cost convention and in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 4).

The following principal accounting policies have been applied:

## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.2 Going concern**

The company has incurred losses for both 2018 and 2017. However, the company is still in the early stages of its development and is steadily increasing its turnover and market share. The company is expected to become profit-making in the short term. The company has prepared 5 year profit & loss and cashflow projections for the period ending December 2022 which indicates that in order for the company to sustain its current growth levels further capital would be required to be raised. Notwithstanding this, the Directors believe that for the foreseeable future there is sufficient cash to meet its minimum expenditure commitments and support its current level of corporate overheads.

To address the future additional funding requirements of the company, the directors are continually in discussions to secure additional equity funding from current or new shareholders. In 2016, capital of €2.3m was raised with a further €3.3m raised in 2017 and €1.6 million during 2018.

The directors are confident that they will be able to raise further capital as required to ensure that the company is sufficiently funded to meet its planned level of overhead expenditures, and therefore that it is appropriate to prepare the financial statements on the going concern basis.

##### **3.3 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is Euros.

###### **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.

## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.4 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

##### **Sale of goods**

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

##### **Rendering of services**

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

##### **Monitoring**

Annual monitoring and maintenance income, which consists of customer billings for services not yet rendered, are deferred and recognised as income when earned so as to reflect the value of each element.

##### **3.5 Interest income**

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.6 Intangible assets**

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Website & software development	-	3	years
Customer acquisition costs	-	3	years
Installation costs	-	3	years

##### ***Website & software development***

Acquired website and associated costs are capitalised on the basis of the costs incurred to acquire and bring to use the website and related software. These costs are amortised on a straight line basis over their estimated useful lives (3 years).

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

##### ***Customer acquisition costs***

Monitoring contracts relate to the sales acquisition costs associated with new customers in the direct sales channel. Assets are capitalised at fair value and amortised on a straight line basis over their estimated useful lives (3 years). In the event that a monitoring contract is cancelled before the expiry of the useful life, the net book value is immediately written off to the income statement.

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

##### ***Installation costs***

The company capitalises a portion of labour and material costs on installation for certain monitoring customer contracts. These costs are amortised on a straight line basis over their estimated useful lives (3 years). In the event that the related monitoring contract is cancelled before the expiry of the useful life, the net book value is immediately written off to the income statement.

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.



## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.7 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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

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:

Plant and machinery	-	33%
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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.

##### **3.8 Stocks**

Stocks are valued at the lower of cost and net realisable value. Stocks are determined on a first-in first-out basis. Cost comprises expenditure incurred in the normal course of business in bringing stocks to their present location and condition. Full provision is made for obsolete and slow moving items. Net realisable value comprises actual or estimated selling price (net of trade discounts) less all further costs to completion or to be incurred in marketing and selling.

##### **3.9 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.

##### **3.10 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.

##### **3.11 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.

## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.12 Taxation**

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.

##### **3.13 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.

##### **3.14 Finance costs**

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

##### **3.15 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.

##### **3.16 Borrowing costs**

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

Borrowing costs relating to the acquisition of assets are capitalised at the appropriate rate by adding them to the cost of assets being acquired. Investment income earned on the temporary investment of specific borrowings pending their expenditure on the assets is deducted from the borrowing costs eligible for capitalisation.

## **HOMESECURE LIMITED**

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

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#### **3. Accounting policies (continued)**

##### **3.17 Operating leases: the Company as lessee**

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

##### **3.18 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.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- at fair value with changes recognised in the Statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an 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.

## HOMESECURE LIMITED

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

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#### 4. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### ***Impairment of intangible assets***

The company considers whether intangible assets are impaired. Where an indication of impairment is identified the estimation of recoverable values requires estimation of the recoverable value of cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

#### 5. Operating loss

The operating loss is stated after charging:

	2018 €	2017 €
Cost of sales recognised as an expense	1,087,680	820,286
Depreciation of tangible fixed assets	54,875	38,026
Amortisation of intangible assets	1,504,217	961,184
Operating lease rental	22,413	38,982
Impairment of stock	37,839	13,390
Defined contribution pension cost	5,867	1,407

#### 6. Employees

The average monthly number of employees, during the year was as follows:

	2018 No.	2017 No.
Employees	33	26

**HOMESECURE LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018****7. Directors' remuneration**

	2018 €	2017 €
Directors' emoluments	377,045	219,585
Company contributions to defined contribution pension schemes	-	1,051
	<u>377,045</u>	<u>220,636</u>

During the year retirement benefits were accruing to no director (2017 - 1 director) in respect of defined contribution pension schemes.

**Key management compensation**

Key management includes the directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

	2018 €	2017 €
Salaries and other short-term benefits	611,164	438,528
Pension contributions	-	1,051
<b>Total key management compensation</b>	<u>611,164</u>	<u>439,579</u>

**8. Interest payable and similar expenses**

	2018 €	2017 €
Interest payable to suppliers	62,005	13,349
Loan interest payable	60,500	21,675
	<u>122,505</u>	<u>35,024</u>

## HOMESecure LIMITED

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

#### 9. Taxation

	2018 €	2017 €
Current tax on losses for the year	-	-
<b>Total current tax</b>	-	-
Deferred tax		
<b>Total deferred tax</b>	-	-

#### Factors affecting tax credit for the year

The tax assessed for the year is the same as (2017 - higher than) the standard rate of corporation tax in Ireland of 12.5% (2017 - 12.5%). The differences are explained below:

	2018 €	2017 €
Loss before tax	(2,025,652)	(1,753,096)
Loss multiplied by standard rate of corporation tax in Ireland of 12.5% (2017 - 12.5%)	(253,207)	(219,137)
<b>Effects of:</b>		
Expenses not deductible for tax purposes	16,876	3,420
Capital allowances for year in excess of depreciation	3,769	2,103
Profits chargeable at the higher rate of tax	-	(131)
Changes in provisions leading to an increase (decrease) in the tax charge	-	68
Unrelieved tax losses carried forward	232,562	213,677
<b>Total tax credit for the year</b>	-	-

#### Factors that may affect future tax charges

The company has corporation tax losses of €5,796,032 (2017 - €3,936,960) available to carry forward against future taxable profits.

The company has unrecognised deferred tax assets of €724,504 (2017 - €492,120), which have not been recognised due to uncertainty of future profits.

# HOMESECURE LIMITED

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

### 10. Intangible assets

	Customer acquisition costs €	Installation costs €	Website & software development €	Total €
<b>Cost</b>				
At 1 January 2018	2,063,015	1,639,618	130,518	3,833,151
Additions	587,008	1,513,505	19,962	2,120,475
At 31 December 2018	<u>2,650,023</u>	<u>3,153,123</u>	<u>150,480</u>	<u>5,953,626</u>
<b>Amortisation</b>				
At 1 January 2018	1,219,383	378,268	27,604	1,625,255
Charge for the year	843,518	614,184	46,515	1,504,217
At 31 December 2018	<u>2,062,901</u>	<u>992,452</u>	<u>74,119</u>	<u>3,129,472</u>
<b>Net book value</b>				
At 31 December 2018	<u>587,122</u>	<u>2,160,671</u>	<u>76,361</u>	<u>2,824,154</u>
At 31 December 2017	<u>843,632</u>	<u>1,261,350</u>	<u>102,914</u>	<u>2,207,896</u>

Customer acquisition costs relate to the sale acquisition costs associated with acquiring new customers. Installation costs relate to the costs of installations for newly-acquired customer. In the event a monitoring contract is cancelled before the expiry of the useful life, the net book value is written off. The directors are satisfied that the recoverable amount of intangible assets is at least its carrying value at the balance sheet date.

**HOMESECURE LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018****11. Tangible assets**

	Plant and machinery €
<b>Cost or valuation</b>	
At 1 January 2018	169,352
Additions	19,464
At 31 December 2018	<u>188,816</u>
<b>Depreciation</b>	
At 1 January 2018	64,505
Charge for the year on owned assets	54,875
At 31 December 2018	<u>119,380</u>
<b>Net book value</b>	
At 31 December 2018	<u>69,436</u>
At 31 December 2017	<u>104,847</u>

**12. Stocks**

	2018 €	2017 €
Finished goods and goods for resale	227,432	273,883
	<u>227,432</u>	<u>273,883</u>

There is no significant difference between the replacement cost of finished goods and their carrying amounts.

Stocks considered obsolete are written down to net realisable value. The amount of the stock provision at year end is €15,000 (2017 - €NIL). There are no stocks pledged as security.



## **HOMESECURE LIMITED**

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

#### **13. Debtors**

	2018 €	2017 €
Trade debtors	13,358	50,613
Amounts owed by connected parties	-	33,990
Other debtors	4,484	108,265
Called up share capital not paid	361,030	122,204
Prepayments	67,734	55,037
Tax recoverable	137	-
	<u>446,743</u>	<u>370,109</u>

Amounts owed by connected parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Trade debtors are after provision for impairment of €541 (2017 - €541).

#### **14. Cash and cash equivalents**

	2018 €	2017 €
Cash at bank and in hand	1,332,300	1,051,368
	<u>1,332,300</u>	<u>1,051,368</u>

## HOMESecure LIMITED

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

#### 15. Creditors: Amounts falling due within one year

	2018 €	2017 €
Trade creditors	1,270,926	752,853
Amounts owed to connected parties	112,164	683,030
Taxation and social insurance	62,549	40,539
Other creditors	24,128	25,976
Accruals	274,155	184,875
Deferred income	209,626	173,401
	<u>1,953,548</u>	<u>1,860,674</u>

Trade and other creditors are payable at various date in the three months after the end of the financial year in accordance with the creditors usual and customary credit terms. Trade creditors of €403,647 (2017 - €292,054) have reserved title to goods supplied.

Creditors for tax and social insurance are payable in the timeframe set down in the relevant legislation. Taxation and social insurance costs consist of PAYE and PRSI. Total PAYE for 2018 was €38,934 (2017 - €24,361) and total PRSI for 2018 was €23,615 (2017 - €16,178).

Amounts due to connected parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

The company has entered into a financing arrangement with one of its main suppliers for which interest is paid. Interest for the year amounted to €62,005 (2017 - €13,349). All purchases are financed over a 36 month period.

## HOMESECURE LIMITED

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

#### 16. Creditors: Amounts falling due after more than one year

	2018 €	2017 €
Unsecured loan notes	1,096,625	255,625
Trade creditors	454,217	311,127
	<u>1,550,842</u>	<u>566,752</u>

On 26 September 2016, the Company issued a Loan Note instrument for €250,000. Interest is payable on the Notes at a rate of 9% per annum and accrues on a day to day basis. Interest is payable annually in arrears or at the end of the Loan Note. The Loan Note falls due for repayment together with accrued interest on or before the fourth anniversary of the date of execution of the Instrument.

On 1 February 2018 and 1 May 2018, the Company issued Loan Note instruments for €100,000 and €500,000 respectively. Interest is payable on the Notes at a rate of 9% per annum and accrues on a day to day basis. Interest is payable annually in arrears or at the end of the Loan Note. The Loan Note falls due for repayment together with accrued interest on or before the third anniversary of the date of execution of the Instrument.

Further on 1 October 2018, the Company issued a Loan Note instrument for €200,000. Interest is payable on the Notes at a rate of 9% per annum and accrues on a day to day basis. Interest is payable annually in arrears or at the end of the Loan Note. The Loan Note falls due for repayment together with accrued interest on or before the fourth anniversary of the date of execution of the Instrument.

Early repayment of the Notes shall be at the sole discretion of the Company. The interest charge on loans for the year is €60,500 (2017: €21,675).

The company has entered into a financing arrangement with one of its main suppliers for which interest is paid. Interest for the year amounted to €62,005 (2017 - €13,349). All purchases are financed over a 36 month period.

#### 17. Loans

Analysis of the maturity of loans is given below:

	2018 €	2017 €
<b>Amounts falling due 2-5 years</b>		
Loan notes	1,096,625	255,625
<b>Total</b>	<u>1,096,625</u>	<u>255,625</u>

# HOMESECURE LIMITED

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

### 18. Provisions

	Other provision €
Charged to profit or loss	250,000
<b>At 31 December 2018</b>	<b>250,000</b>

#### *Other provisions*

The provision represents estimates of liabilities to third parties in respect of a contract completion notified. A provision of €250,000 was made at 31 December 2018 for the costs associated settling with the contract.

### 19. Called up share capital presented as equity

	2018 €	2017 €
<b>Authorised</b>		
20,000,000 (2017 - 20,000,000) Ordinary shares of €0.001 each	20,000	20,000
20,000,000 (2017 - 20,000,000) A Ordinary shares of €0.001 each	20,000	20,000
20,000,000 (2017 - 20,000,000) B Ordinary shares of €0.001 each	20,000	20,000
20,000,000 (2017 - 20,000,000) C Ordinary shares of €0.001 each	20,000	20,000
20,000,000 (2017 - 20,000,000) D Ordinary shares of €0.001 each	20,000	20,000
	<u>100,000</u>	<u>100,000</u>
<b>Allotted, called up and fully paid</b>		
120,448 (2017 - 85,063) Ordinary shares of €0.001 each	120	85
112,715 (2017 - 112,715) A Ordinary shares of €0.001 each	113	113
37,286 (2017 - 37,286) B Ordinary shares of €0.001 each	37	37
102,142 (2017 - 98,164) C Ordinary shares of €0.001 each	102	98
7,956 (2017 - 7,956) D Ordinary shares of €0.001 each	8	8
	<u>380</u>	<u>341</u>
<b>Allotted, called up and partly paid</b>		
10,376 (2017 - 3,978) C Ordinary shares of €0.001 each	10	4

Each holder of A Ordinary Shares and C Ordinary Shares have the right to receive notice of, attend and vote at any general meeting of the company.

Each holder of Ordinary Shares, B Ordinary Shares and D Ordinary Shares shall have the right to receive notice of, attend at any general meeting of the company but shall not have a right to vote in respect of such shares.

## **HOMESECURE LIMITED**

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

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#### **19. Called up share capital presented as equity (continued)**

All share classes in issue rank *Pari Passu*, except that on dissolution the participation rights on the B Ordinary Shares are limited to receiving a maximum amount of €1,000,000; and any excess above €1,000,000 are distributable amongst the holders of the Ordinary Shares and A Ordinary Shares on a *Pan Passu* and *pro rata* basis.

Any profit that the Directors may lawfully determine to distribute in any financial year shall be distributed on a *pro rata* and *Pari Passu* basis among the holders of the Ordinary Shares, A Ordinary Shares, C Ordinary Shares and D Ordinary Shares. No dividends shall be declared or paid in respect to any D Ordinary Shares.

Ordinary Shares include EIS (Employment and Investment Incentive Scheme) shares. Homesecure Nominees DAC holds the shares in Homesecure Limited in trust for the shareholders under EIS. The number of EIS shares issued in the year was 45,761 (2017 - 52,228).

During the year, there was 45,761 shares issued (2017 - 132,229) for 0.001 each. A total of 10,376 shares were not paid for at year ended 31 December 2018 (2017 - 3,978).

#### **20. Reserves**

##### **Share premium account**

The share premium account represents the premium on issue of the ordinary shares.

A total of 390,923 shares valued at €0.001 per share were issued for consideration of €7,184,197 giving rise to a share premium of €7,183,807.

##### **Profit and loss account**

The profit and loss account represents the cumulative gains and losses recognised in the profit and loss account, net of transfers to/from other reserves and dividends paid.

#### **21. Capital and other commitments**

The company had no material capital commitments at the year-ended 31 December 2018 (2017 - €NIL).

There is a bank guarantee of €5,000 in place with Bank of Ireland as security.

#### **22. Commitments under operating leases**

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

	2018 €	2017 €
Not later than 1 year	43,032	29,940
Later than 1 year and not later than 5 years	3,681	7,485
	<u>46,713</u>	<u>37,425</u>

**HOMESECURE LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018****23. Related party transactions**

Transactions with related parties in the year

		2018 €	2017 €
Name	Nature of transaction		
Andrew Collins	Consulting services	36,000	36,000
Tawkr Limited	Purchases during year	153,960	671,299
The Firm Organisation Limited	Consulting services	93,155	249,547
		<u>283,115</u>	<u>956,846</u>

**Related party transactions outstanding at year end**

	2018 €	2017 €
<b>Amounts due from connected parties</b>		
Tawkr Limited	-	33,990
<b>Amounts due to connected parties</b>		
The Firm Organisation Limited	44,516	175,692
Andrew Collins	6,000	3,000
Tawkr Limited	61,648	504,338
<b>Net balances with other connected parties</b>		
The Firm Organisation Limited	(44,516)	(175,692)
Andrew Collins	(6,000)	(3,000)
Tawkr Limited	(61,648)	(470,348)
	<u>(112,164)</u>	<u>(649,040)</u>

The company is connected to The Firm Organisation Limited and Tawkr Limited (formerly Appco Direct (Ireland) Limited) by virtue of common directors and shareholders as Simon Murphy is a director of both and Colm Daly is a director of The Firm Organisation Limited. Andrew Collins is a director of Homesecure Limited.

**24. Approval of financial statements**

The board of directors approved these financial statements for issue on 24 September 2019.



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC037059

UK Establishment No. BR022148

The Registrar of Companies hereby certifies that

**HOMESECURE LIMITED**

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **28th January 2020**.



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**