FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

PAGES FOR FILING WITH REGISTRAR



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GROUP BALANCE SHEET AS AT 31 DECEMBER 2017

		2017	2016
	Notes	££	££
Fixed assets			
Tangible assets	3	149,928	287,428
Current assets			
Stocks		603,289	633,832
Debtors	7	1,324,870	1,979,629
Investments	8	•	244,381
Cash at bank and in hand		86,385	290,939
	*	2,014,544	3,148,781
Creditors: amounts falling due within			
one year	9	(9,782,455)	(10,210,284)
Net current liabilities		(7,767,911)	(7,061,503)
Total assets less current liabilities	,	(7,617,983)	(6,774,075)
Creditors: amounts falling due after more than one year	10	(11,815,172)	(11,180,165)
Provisions for liabilities	11	(675,840)	(210,000)
Net liabilities		(20,108,995)	(18,164,240)
Capital and reserves			
Called up share capital	12	2	2
Other reserves	• •	6,464,271	6,793,722
Profit and loss reserves		(26,573,268)	(24,957,964)
			(27,507,504)
Total equity		(20,108,995)	(18,164,240)

The directors of the group have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared in accordance with the provisions applicable to groups and companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 12 September 2018 and are signed on its behalf by:

□ Schwar
 □ Schwar

COMPANY BALANCE SHEET AS AT 31 DECEMBER 2017

		201	7	2016	
	Notes	£	£	£	£
Fixed assets Investments	4		40		40
Current assets Debtors	7	2		2	
Creditors: amounts falling due within one year	9	(24,126)		(24,126)	
Net current liabilities			(24,124)		(24,124)
Total assets less current liabilities			(24,084) =====		(24,084)
Capital and reserves					
Called up share capital	12		2		2
Profit and loss reserves			(24,086)		(24,086)
Total equity			(24,084)		(24,084)
-					

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £0 (2016 - £0 profit).

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

The financial statements were approved by the board of directors and authorised for issue on 12 September 2018 and are signed on its behalf by:

Director

Company Registration No. SC321703

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

"				
·	Share capital	Other reserves	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 January 2016	2	6,995,326	(22,199,491)	(15,204,163)
Year ended 31 December 2016:				
Loss and total comprehensive income for the				
year	-	-	(3,094,236)	(3,094,236)
Transfers	-	-	335,763	335,763
Transfer to/from profit and loss account		(201,604)	-	(201,604)
Balance at 31 December 2016	2	6,793,722	(24,957,964)	(18,164,240)
Year ended 31 December 2017:				
Loss and total comprehensive income for the				
year	-	-	(1,959,683)	(1,959,683)
Transfers	-		• • •	344,379
Transfer to/from profit and loss account	-	(329,451)	· ·	(329,451)
Balance at 31 December 2017	2	6,464,271	(26,573,268)	(20,108,995)
·				(329,

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

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 1 January 2016	2	(24,086)	(24,084)
Year ended 31 December 2016:			
Profit and total comprehensive income for the year	-	-	-
Balance at 31 December 2016	2	(24,086)	(24,084)
Year ended 31 December 2017:			
Profit and total comprehensive income for the year	-	•	-
Balance at 31 December 2017	2	(24,086)	(24,084)
	=====		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

Company information

Mayer-Kuvert (UK) Holdings Limited ("the company") is a private limited company domiciled and incorporated in Scotland. The registered office is 30 Semple Street, Edinburgh, Scotland, EH3 8BL.

The group consists of Mayer-Kuvert (UK) Holdings Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \pounds .

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The consolidated financial statements incorporate those of Mayer-Kuvert (UK) Holdings Limited and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2017. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 January 2015. Therefore, the Group continues to recognise a merger reserve which arose on a past business combination that was accounted for as a merger in accordance with UK GAAP as applied at that time.

1.2 Going concern

The group has incurred a loss for the year ended 31 December 2017 and has significant net liabilities as at 31 December 2017 amounting to (£20,108,995). The directors of the group have received assurances from the board of a parent company, Mayer-Kuvert-Network GmbH, that they will continue to support the group for the foreseeable future. At the date of approval of these financial statements the directors have no reason to believe this support will not continue and accordingly, the financial statements have been prepared on a going concern basis. If this support was to be withdrawn then there would be a material risk the group would not be able to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment

10% - 38% reducing balance and straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

1.5 Fixed asset investments

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

1.6 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.8 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

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

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Classification of financial liabilities

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

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

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

1.10 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.11 Taxation

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

Current tax

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Provisions

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the group's net investment outstanding in respect of leases.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

1.17 Onerous Leases

Where the unavoidable costs of a lease exceed the economic benefit expected to be received from it, a provision is made for the present value of the obligations under the lease.

2 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group		Company		
	2017	2016	2017	2016	
•	Number	Number	Number	Number	
Total employees	32	31	2	2	
					

3 Tangible fixed assets

Group	Plant and equipment
	£
Cost	
At 1 January 2017	3,420,953
Additions	2,201
Disposals	(360,342)
At 31 December 2017	3,062,812
Depreciation and impairment	
At 1 January 2017	3,133,524
Depreciation charged in the year	52,360
Eliminated in respect of disposals	(273,000)
At 31 December 2017	2,912,884
Carrying amount	
At 31 December 2017	149,928
At 31 December 2016	287,428
	<u></u>

The company had no tangible fixed assets at 31 December 2017 or 31 December 2016.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

4	Fixed asset investments				
		Group		Company	
		2017	2016	2017	2016
		£	£	£	£
	Investments	-	-	40	40

5 Subsidiaries

Details of the company's subsidiaries at 31 December 2017 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
Diamond Envelopes Limite	dScotland	Non trading company with a property sub-lease	Ordinary	100.00
Mekvale Limited	England	Overprint and supply of envelopes	Ordinary	100.00
Eagle Envelopes Limited	Scotland	Overprint and supply of envelopes	Ordinary	100.00

The aggregate capital and reserves and the profit for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves £
Diamond Envelopes Limited Mekvale Limited	(367,586) (48,507)	(5,550,069) (2,136,583)
Eagle Envelopes Limited	(1,543,590)	(12,398,219)

6 Financial instruments

en e	Group		Company	T
	2017	2016	2017	2016
	£	£	£	£
Carrying amount of financial assets Instruments measured at fair value through				
profit or loss	•	244,381	-	-
			====	

Financial assets

Financial assets that are debt instruments measured at amortised cost amount to £1,729,862 (2016 £1,768,020) and are disclosed in note 7.

Financial liabilities

Financial liabilities that are measured at amortised cost amount to £21,877,338 (2016 - £21,287,783) and are disclosed in note 9 and 10.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

7	Debtors	Group		Company	
		2017	2016	2017	2016
	Amounts falling due within one year:	£	£	£	£
	Trade debtors	1,108,190	1,228,010	•	-
	Amounts owed by group undertakings	127,892	94,036	•	-
	Other debtors	65,280	445,974	2	2
	Prepayments and accrued income	23,508	211,609	•	•
		1,324,870	1,979,629	2	2
					

The trade debtors are all subject to an invoice discounting facility in both the current and preceding year.

8 Curren	t asset	investments	;
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•	Our ent asset investments				
		Group		Company	
	•	2017	2016	2017	2016
		£	£	£	£
	Fixed assets held for sale	-	244,381		•
9	Creditors: amounts falling due within on	e year			
		Group		Company	
	·	2017	2016	2017	2016
		£	£	£	£
	Trade creditors	215,324	234,466	40	40
	Amounts due to group undertakings	8,593,887	8,846,735	24,086	24,086
	Other taxation and social security	148,789	102,666	-	-
	Other creditors	485,304	563,621	-	-
	Accruals and deferred income	339,151	462,796	•	-
		9,782,455	10,210,284	24,126	24,126
			=====		

Included in other creditors is proceeds from the invoice discounting facility of £470,343 (2016 - £460,676), these are secured by a fixed charge on trade debtors and a floating charge on all other assets of the company. The balance is repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

10	Creditors, amounts faming due after more than one year			
	Group		Company	
	2017	2016	2017	

£ £ £ £ Amounts due to group undertakings 11,815,172 11,180,165 - -

Amounts owed to group undertakings represent a loan from Eco Invest AS of £1,250,000 (2016 - £1,250,000). This loan is unsecured and bears an interest rate of 6.25%.

Also a loan from Mayer-Kuvert-network GmbH of £10,530,785 (2016 - £9,930,164). The loan amount is made up of several unsecured loans which bear interest at 0.1%. This agreement was amended during the 2015 year creating a capital contribution within other reserves amounting to £1,524,175 (2016 - £1,863,494).

11 Provisions for liabilities

Group		Company		
2017	2016	2017	2016	
£	£	£	£	
675,840	210,000	-	-	

2016

Movements on provisions:

Group	£
At 1 January 2017	210,000
Additional provisions in the year	675,840
Utilisation of provision	(210,000)
At 31 December 2017	675 840

The provision for onerous contract arises from a property leased by the group. The provision is an estimate of the likely unavoidable costs to the group arising from the lease and related costs until the cessation of the lease.

12 Share capital

	Group and company		
	2017	2016	
Ordinary share capital	£	£	
Issued and fully paid			
2 Ordinary shares of £1 each	2	2	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

13 Audit report information

The following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Christopher Johnson ACA.

The auditor was PM+M Solutions for Business LLP.

14 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	Group	Company			
	2017	2016	2017	2016	
	£	£	£	£	
Total	919,606	1,410,311	-	-	
	 =				

Lessor

At the reporting end date the group had contracted with tenants for the following minimum lease payments:

·	.	Group 2017 £	2016 £	Company 2017 £	2016 £
Total			300,000		-

15 Related party transactions

The company has taken advantage of the exemption in the Financial Reporting Standard 102 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.