

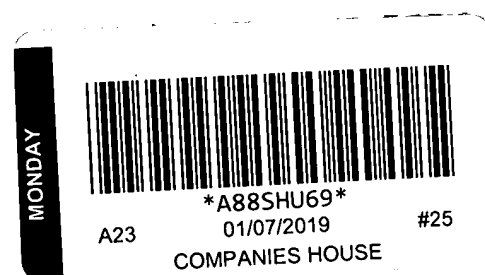
WEARE4C UK LIMITED

Report and Financial Statements

Period Ended

31 January 2019

Company Number 08010708



WEARE4C UK LIMITED

Report and financial statements for the period ended 31 January 2019

Contents

Page:

1	Directors' report
3	Directors' responsibilities statement
4	Independent auditor's report
7	Income statement
8	Statement of financial position
9	Notes forming part of the financial statements

Directors

G E Stephens
J Van Genechten
P Borremans

Registered office

Fountain House, 130 Fenchurch Street, London, EC3M 5DJ

Company number

08010708

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

WEARE4C UK LIMITED

Directors' report for the period ended 31 January 2019

The directors present their report and the audited financial statements of the company for the period ended 31 January 2019.

Principal activities

The principal activity of the company during the year was a provider of professional and managed IT software services.

The company has changed its financial year end from 31 December to 31 January, leading to a longer period being reported. The reason for this change is to align reporting dates with other group companies. Therefore, comparative amounts presented in these financial statements and the related notes are not entirely comparable.

Directors

The directors who served the company during the year and up to the date of this report were as follows:

G E Stephens
J Van Genechten
P Borremans

Post balance sheet events

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

Future developments

The directors do not expect any changes in activities of the company in the near future.

Dividends

In the period, no dividends were declared.

Going concern

The Directors have a reasonable expectation that the company has adequate resources to continue operational existence for the foreseeable future. For this reason, the directors continues to adopt the going concern basis of accounting in preparing the annual financial statements.

Approval of reduced disclosures

The company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 Reduced Disclosure Framework as listed in note 1 to these financial statements. The parent company has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

WEARE4C UK LIMITED

Directors' report for the period ended 31 January 2019 (*continued*)

Auditor

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

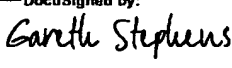
- So far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- The director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.
- In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 4 15A of the Companies Act 2006.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

The company has decided to take advantage and complied with the disclosure exemptions as a qualifying entity under FRS 102.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

Signed on behalf of the directors

DocuSigned by:

93901FE401524B3...

G E Stephens
Director

Approved by the directors on 14/05/
.....2019

WEARE4C UK LIMITED

Directors' responsibilities statement for the period ended 31 January 2019

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law required the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Under company law the director's must not approve the finance statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business; and
- state whether the financial statements have been prepared in accordance with the relevant financial reporting framework, identify those standards, and note the effect and the reasons for any material departure from those standards.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other regularities.

WEARE4C UK LIMITED

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF WEARE4C UK LIMITED

Opinion

We have audited the financial statements of WEARE4C UK Limited ("the Company") for the period ended 31 January 2019, which comprise the income statement, the statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 January 2019 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

WEARE4C UK LIMITED

Independent auditor's report (*continued*)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

WEARE4C UK LIMITED

Independent auditor's report (*continued*)

Responsibilities of Directors

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

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

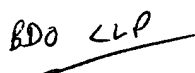
Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Andrew Viner (*senior statutory auditor*)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date: 16/05/2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

WEARE4C UK LIMITED

Income statement for the period ended 31 January 2019

	Note	13 months ended 31 January 2019 £	9 months ended 31 December 2017 £
Turnover	1	7,995,045	3,845,570
Cost of sales		(5,541,105)	(2,652,465)
Gross profit		2,453,940	1,193,105
Administrative expenses		(3,466,184)	(1,228,415)
Other income		515,914	82,457
(Loss)/profit on ordinary activities before taxation		(496,330)	47,147
Tax on (loss)/profit on ordinary activities	4	506,195	192,496
Profit for the financial year		9,865	239,643

Other gains and losses

The company has no other comprehensive income other than the profit for the current year and previous year, as such a statement of other comprehensive income is not presented.

The notes on pages 9 to 15 form part of these financial statements.

WEARE4C UK LIMITED**Statement of financial position
at 31 January 2019**

Company number 08010708	Note	31 January 2019 £	31 January 2019 £	31 December 2017 £	31 December 2017 £
Fixed assets					
Intangible assets	5		65,178		180,000
Tangible assets	6		83,907		109,001
Investments	7		10,300		10,300
			159,385		299,301
Current assets					
Debtors	8	3,291,520		1,804,122	
Cash at bank and in hand		240,369		99,202	
		3,531,889		1,903,324	
Creditors: amounts falling due within one year	9	(2,636,084)		(1,151,440)	
Net current assets			895,805		751,884
Total assets less current liabilities			1,055,190		1,051,185
Provision for other liabilities	10		(15,942)		(21,802)
Net assets			1,039,248		1,029,383
Capital and reserves					
Called up equity share capital	12		1,000		1,000
Share premium account			99,500		99,500
Profit and loss account			938,748		928,883
Shareholders' funds			1,039,248		1,029,383

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

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2019

DocuSigned by:

Gareth Stephens

03904FE401524B3...
G E Stephens
Director

The notes on pages 9 to 15 form part of these financial statements.

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019

1 Accounting policies

The company is a private company limited by shares and is incorporated in England. The address of its registered office is Fountain House, 130 Fenchurch Street, London.

Basis of accounting

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

The financial statements have therefore been prepared in accordance with FRS 102.

As permitted by FRS 102 Section 1.12 the Company has taken advantage of the disclosure exemptions under standard in relation to financial instruments and Cash Flow Statements.

Going Concern

The Company is expected to continue to be profitable in the foreseeable future. On the basis of the director's assessment of the company's financial position, the directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus, the company continues to adopt the going concern basis of accounting in preparing the annual financial statements.

Revenue

The revenue shown in the profit and loss account represents amounts receivable for services provided in the period in the normal course of business, net of trade discounts, VAT and other sales and related taxes.

Revenue is spread over the term of the contract in order to reflect the level of performance achieved at any point in time. Revenue is recognised on the following basis:

- Managed services fees under annual retainer arrangements are recognised as the services are performed on a straight-line basis,
- Project fees are recognised on a percentage of completion basis as contract activity progresses, if the final outcome can be assessed with reasonable certainty, and,
- The stage of completion is generally measured on the basis of the services performed to date as a percentage of the total services to be performed.

Research and development

Research and development expenditure that does not qualify as an Intangible asset under FRS 102.18, is written off in the year in which it is incurred.

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (*continued*)

1 Accounting policies (*continued*)

Tangible assets

Tangible assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of the fixed assets, less their estimated residual value, over their expected useful lives on the following basis:

Fixtures and fittings	-	3 years straight line on cost
Office equipment	-	3 years straight line on cost

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

Software	-	3 to 5 years
----------	---	--------------

Amortisation is included in administrative expenses in the profit and loss account. Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight-line basis over the period of the lease.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the director's considers that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (continued)

1 Accounting policies (continued)

Foreign currencies

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

Financial instruments

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

Financial Assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Pensions

The company operated a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

Investments in fellow group entities

Investments in the subsidiary company is stated at cost less any identified impairment losses at the end of each reporting period.

Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

Reserves

The Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

The movement on reserves represents the profit for the year.

2 Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	13 months ended 31 January 2019 £	9 months ended 31 December 2017 £
Aggregate remuneration	169,000	117,000

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (*continued*)

3 Dividends

	13 months ended 31 January 2019 £	9 months ended 31 December 2017 £
Equity dividends		
Dividends on ordinary shares	-	4,950

4 Taxation

The company utilised the HMRC R&D tax relief for SME's of 230% on qualifying R&D costs. In the current year the company was in a profit position after including the additional qualifying costs.

With the deferred tax charge of (£5,860) (31 December 2017 - £12,076) for the period, the company recognised a return for a payable tax credit of £460,943 as per Note 8 (31 December 2017 - £204,572).

5 Intangible assets

	£
<i>Cost</i>	
At 1 January 2018	240,000
Additions	15,178
At 31 January 2019	255,178
<i>Amortisation</i>	
At 1 January 2018	60,000
Charge for the period	130,000
At 31 January 2019	190,000
<i>Net book value</i>	
At 31 January 2019	65,178
At 31 December 2017	180,000

The additional software intangible assets recognised in the year is the ongoing development of the company's app products which was created by internal development staff.

The total assets are carried at £65,178 (December 2017 - £180,000), no amortisation has been charged on the additional asset as all apps are still in production.

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (*continued*)

6 Tangible assets

	Fixtures and fittings £	Equipment £	Total £
<i>Cost</i>			
At 1 January 2018	31,299	149,304	180,603
Additions	11,577	32,110	43,687
At 31 January 2019	42,876	181,414	224,290
<i>Depreciation</i>			
At 1 January 2018	13,974	57,628	71,602
Charge for the period	17,140	51,641	68,781
At 31 January 2019	31,114	109,269	140,383
<i>Net book value</i>			
At 31 January 2019	11,762	72,145	83,907
At 31 December 2017	17,325	91,676	109,001

7 Investments in Subsidiaries

The company owns 100% of the ordinary share capital of its subsidiary, WEARE4C UK DMCC. WEARE4C UK DMCC was incorporated in the United Arab Emirates in the year. The company invested £10,300 for the 50 shares available.

The principal activity of the company during the year was a provider of professional and managed IT software services.

8 Debtors: amounts falling due within one year

	31 January 2019 £	31 December 2017 £
Trade debtors	2,051,823	1,112,934
Amounts owed by group undertakings	372,859	94,643
R&D Tax credit receivable	460,943	409,789
Other Debtors	405,895	186,756
	3,291,520	1,804,122

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (*continued*)

9 Creditors: amounts falling due within one year

	31 January 2019 £	31 December 2017 £
Trade creditors	197,962	301,105
Amounts owed to group undertakings	88,504	142,560
Accruals and deferred income	431,250	242,148
Other taxation and social security	1,102,560	333,703
Dividends payable	-	4,950
Other creditors	815,808	126,974
	<u>2,636,084</u>	<u>1,151,440</u>

10 Deferred taxation

The movement in the deferred taxation provision during the period was:

	31 January 2019 £	31 December 2017 £
Brought forward	21,802	9,726
Profit and loss account movement arising during the period	(5,860)	12,076
	<u>15,942</u>	<u>21,802</u>

11 Operating lease commitments

At 31 January 2019 the company had a total of future minimum lease payments under non-cancellable operating leases as follows:

	Land and buildings 31 January 2019 £	Land and buildings 31 December 2017 £
Not later than one year	145,237	158,440
Later than one year and not later than five years	-	145,237
	<u>145,237</u>	<u>145,237</u>

Lease payments recognised as an expense for the period ended 31 January 2019 amounted to £179,796 (31 December 2017 - £119,136)

WEARE4C UK LIMITED

Notes forming part of the financial statements for the period ended 31 January 2019 (*continued*)

12 Called up share capital

	31 January 2019 £	31 December 2017 £
Allotted, issued and fully paid		
1,000 (31 December 2017 - 1,000) ordinary shares of £1 per share	1,000	1,000

13 Pension contribution

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independent administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £117,843 (31 December 2017 - £44,645). No commitment was outstanding as at 31 January 2019.

14 Related party disclosures

The company has taken advantage of the exemption available under Financial Reporting Standard 102 "Related Party Disclosures", for subsidiaries with 100% of whose voting rights are controlled within the group, from the requirements to provide details of transactions with entities that are part of the group.

15 Ultimate parent undertaking and controlling party

Since 16 December 2016, the Company is a Subsidiary of 4C Limited NV, a company incorporated in Belgium, with the registered address: Stationsstraat 60/5 2800, Mechelen, Belgium.

16 Subsequent events

The Company has evaluated events up to the signing date of these financial statements and determined that no subsequent event activity required disclosure.