

Registered number
10063984

AMENDED

FONDY LTD

Report and Audited Accounts

31 December 2017



FONDY LTD
Report and accounts
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FONDY LTD
Company Information

Directors

Alan Bret Apter - Appointed on 8 May 2018
Adriana Kovacova - Appointed on 1 November 2017
Valeriya Vahorovska - Appointed on 11 July 2018
Erik Narjas - Resigned on 15 July 2018

Auditors

KWSR & Co, Chartered Accountants & Registered Auditors
136 Merton High Street
London
SW19 1BA

Registered office

22 Long Acre
London
WC2E 9LY

Registered number

10063984

FONDY LTD

Registered number: 10063984

Directors' Report

The directors present their report and accounts for the period ended 31 December 2017.

Principal activities

The company's principal activity during the year was conducting business as a UK Financial Conduct Authority regulated Authorised Electronic Money Institution and Payment Institution. The company acts as a payment services provider to e-merchants in the UK and, through passporting, across the EU. The company commenced operations for clients from 1st November 2017.

Directors

The following persons served as directors during the period:

Adriana Kovacova - Appointed on 1 November 2017
Erik Narjas - Resigned on 15 July 2018

The following persons are serving now as directors:

Alan Bret Apter - Appointed on 8 May 2018
Adriana Kovacova - Appointed on 1 November 2017
Valeriya Vahorovska - Appointed on 11 July 2018

Directors' responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts 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 accounts, 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 accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and

FONDY LTD

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Directors' Report

- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Small company provisions

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

This report was approved by the board on 17 April 2019 and signed on its behalf.



Alan Bret Apter
Director

FONDY LTD

Independent auditor's report to the members of FONDY LTD

Opinion

We have audited the financial statements of FONDY LTD for the year ended 31 December 2017 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of 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.

Other information

The other information comprises the information included in the report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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 period for which the financial statements are prepared is consistent with the financial statements
- 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

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 on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



Mrs Susan Rahman
(Senior Statutory Auditor)

for and on behalf of

KWSR & Co, Chartered Accountants and Registered Auditors

136 Merton High Street

London SW19 1BA

17th April 2019

FONDY LTD
Profit and Loss Account
for the period from 1 April 2017 to 31 December 2017

	31/12/17 £	31/3/17 £
Turnover	7,098	-
Cost of sales	(4,144)	-
Gross profit	<u>2,954</u>	<u>-</u>
Administrative expenses	(64,291)	-
Other operating income	(145)	-
Operating loss	<u>(61,482)</u>	<u>-</u>
Interest payable	(641)	-
Loss before taxation	<u>(62,123)</u>	<u>-</u>
Tax on loss	-	-
Loss for the period	<u>(62,123)</u>	<u>-</u>

FONDY LTD**Registered number:** 10063984**Balance Sheet****as at 31 December 2017**

	Notes	31/12/17	31/3/17
		£	£
Current assets			
Debtors	2	60,500	1
Cash at bank and in hand		<u>385,013</u>	<u>-</u>
		445,513	1
Creditors: amounts falling due within one year			
	3	(86,121)	-
Net current assets		<u>359,392</u>	<u>1</u>
Total assets less current liabilities		<u>359,392</u>	<u>1</u>
Creditors: amounts falling due after more than one year			
	4	(421,514)	-
Net (liabilities)/assets		<u>(62,122)</u>	<u>1</u>
Capital and reserves			
Called up share capital		1	1
Profit and loss account		(62,123)	-
Shareholders' funds		<u>(62,122)</u>	<u>1</u>

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

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.



Alan Bret Apter

Director

Approved by the board on 17 April 2019

FONDY LTD
Statement of Changes in Equity
for the period from 1 April 2017 to 31 December 2017

	Share capital	Share premium	Re- valuation reserve	Profit and loss account	Total
	£	£	£	£	£
At 15 March 2016	-	-	-	-	-
Shares issued	1	-			1
At 31 March 2017	<u>1</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1</u>
At 1 April 2017	1	-	-	-	1
Loss for the period				(62,123)	(62,123)
At 31 December 2017	<u>1</u>	<u>-</u>	<u>-</u>	<u>(62,123)</u>	<u>(62,122)</u>

FONDY LTD
Statement of Cash Flows
for the period from 1 April 2017 to 31 December 2017

	Notes	31/12/17 £	31/3/17 £
Operating activities			
Loss for the period		(62,123)	-
Adjustments for:			
Interest payable - V&A Holding GMBH		641	-
Increase in debtors		(60,500)	-
Increase in creditors		85,480	-
		<u>(36,502)</u>	<u>-</u>
Cash used in operating activities		<u>(36,502)</u>	<u>-</u>
Financing activities			
Proceeds from new loans - V&A Holding GMBH		421,514	-
Cash generated by financing activities		<u>421,514</u>	<u>-</u>
Net cash generated			
Cash used in operating activities		(36,502)	-
Cash generated by financing activities		421,514	-
Net cash generated		<u>385,012</u>	<u>-</u>
Cash and cash equivalents at 1 April		<u>1</u>	<u>-</u>
Cash and cash equivalents at 31 December		<u>385,013</u>	<u>-</u>
Cash and cash equivalents comprise:			
Cash at bank		<u>385,013</u>	<u>-</u>
		<u>385,013</u>	<u>-</u>

FONDY LTD
Notes to the Accounts
for the period from 1 April 2017 to 31 December 2017

1 Accounting policies

Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (as applied to small entities by section 1A of the standard).

Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the rendering of services, it is recognised at the stage of transaction authorisation. Transaction service charges relate to services provided to process transactions between the customer and an acquiring bank and institutions. Revenue is recognised when the transactions are successfully processed and is recognised per transaction.

Intangible fixed assets

Intangible fixed assets are measured at cost less accumulative amortisation and any accumulative impairment losses.

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulative depreciation and any accumulative impairment losses. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings	over 50 years
Leasehold land and buildings	over the lease term
Plant and machinery	over 5 years
Fixtures, fittings, tools and equipment	over 5 years

Investments

Investments in subsidiaries, associates and joint ventures are measured at cost less any accumulated impairment losses. Listed investments are measured at fair value. Unlisted investments are measured at fair value unless the value cannot be measured reliably, in which case they are measured at cost less any accumulated impairment losses. Changes in fair value are included in the profit and loss account.

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

FONDY LTD

Notes to the Accounts

for the period from 1 April 2017 to 31 December 2017

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (ie liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Foreign currency translation

The financial statements are presented in Sterling which is the Company's functional currency. Foreign currency transactions are initially recorded at the rate ruling at the end of each month. At the end of each reporting period, foreign currency items on the balance sheet are translated with prevailed exchange rate. Foreign exchange gains and losses arising from the retranslation of foreign currency transactions are recognised in the profit and loss account. Amounts arising from financing balances, whether intra-Group or external, are stated within finance costs whereas those arising from trading are included in operating profit.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight line basis over the lease term.

Pensions

Contributions to defined contribution plans are expensed in the period to which they relate.

FONDY LTD

Notes to the Accounts

for the period from 1 April 2017 to 31 December 2017

2 Debtors	31/12/17	31/3/17
	£	£
Rolling reserves from acquirers	4,401	-
Receivables from acquirers	56,098	-
Other debtors	1	1
	<u>60,500</u>	<u>1</u>

3 Creditors: amounts falling due within one year	31/12/17	31/3/17
	£	£
Accountancy provision	540	-
Rolling reserves to clients	8,756	-
Liabilities to clients	76,184	-
Interest payable - V&A Holding GMBH	641	-
	<u>86,121</u>	<u>-</u>

4 Creditors: amounts falling due after one year	31/12/17	31/3/17
	£	£
Loan from Parent Company - V&A Holding GMBH	<u>421,514</u>	<u>-</u>

5 Controlling party

The company is fully owned by V&A Holding GMBH.

6 Other information

FONDY LTD is a private company limited by shares and incorporated in England. Its registered office is:
22 Long Acre
London
WC2E 9LY

7 Events after the Balance sheet

Post Balance Sheet event

The Loan from V&A Holding GMBH was converted into equity after the balance sheet date.