



**MARECHALE CAPITAL PLC**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2015**

**MARECHALE CAPITAL PLC****COMPANY INFORMATION**

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<b>Directors</b>	Mark Warde-Norbury (Chairman) Patrick Booth-Clibborn (Chief Executive) Lord Flight, of Worcester (Non Executive) Jon Pither (Non Executive)
<b>Secretary</b>	Richard Shand
<b>Company number</b>	03515836 (England and Wales)
<b>Registered office (and business address)</b>	46 New Broad Street London EC2M 1JH
<b>Auditors</b>	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW
<b>Bankers</b>	Barclays Bank Plc PO Box 3261 Ashton House 497 Silbury Boulevard Milton Keynes BX3 2BB
<b>Nominated adviser</b>	Smith & Williamson Corporate Finance Ltd 25 Moorgate London EC2R 6AY
<b>Registrars</b>	SLC Registrars David Venus & Company Thames House Portsmouth Road Esher Surrey KT10 9AD
<b>Solicitors</b>	Pinsent Masons LLP One Ropemaker Street London EC2Y 9AH
<b>Website</b>	<a href="http://www.marechalecapital.com">www.marechalecapital.com</a>

**MARECHALE CAPITAL PLC**  
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**FOR THE YEAR ENDED 31 MARCH 2015**

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**MARECHALE CAPITAL PLC**  
**CHAIRMAN'S STATEMENT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Marechale Capital plc**  
("Marechale" or the "Company")

**Consolidated Financial Statements for the year ended 31 March 2015.**

Chairman's Statement We are pleased to report that Marechale completed the year strongly and, on the back of improving economic sentiment and more confidence in the equity markets, the Company's Gross Profit – revenue less commissions paid to 3rd parties – has increased by 39% from £517,600 to £719,000. Furthermore, as a result of our strategy of making investments in our client companies, we recorded 'Other Gains' (net) of £93,400 (2014: £152,400), resulting in a Profit before tax of £150,000 (2014: £79,400).

One part of our long-term strategic plan is to put the Company in a position to pay dividends and the Directors have decided to seek shareholder approval for a capital reorganisation that will be necessary before dividends can be paid. Shareholder approval will be sought at the 2015 AGM which is scheduled for the 17th September. Subject to receiving Court approval, it is planned subsequently to pay a dividend. A further announcement will be made in due course.

Another part of the long-term strategic plan is to motivate the Directors and staff by awarding them options which vest one third each year, over a three-year period, all tied to an uplift in the share price. At last year's AGM approval was obtained to award up to 10% of the issued share capital, of which 8%, were granted. It is the Board's intention to seek shareholder approval at this year's AGM for options to be granted on a further 10% of the issued share capital.

Marechale's core work is corporate finance advisory and capital fund raising for growth companies in two primary sectors in which the team have a long term track record; Leisure and Retail, and Renewable Energy.

Marechale helps management teams to finance or refinance in two key areas of activity; Growth Capital private equity transactions for more established businesses, and Development Capital, fundraising for smaller growth companies, the latter typically being Enterprise Investment Scheme (EIS) qualifying. As part of its success fee, the Company secures warrants or equity on most of its projects, so Marechale's shareholders have the opportunity to share in the potentially significant upside of the equity value in these businesses.

Equity investments and warrants are valued at 'fair value', typically at a price that reflects their last funding round, and the underlying unrealised movement in fair value is reflected (respectively) through the Revaluation Reserve and the Profit and Loss Account in accordance with IFRS9. Equity investments have increased by 40% to £151,700 and Warrants have increased by 66% to £128,250.

As a result of the above, and the Profit before tax, our Net assets have increased by 30% to £850,000.

**MARECHALE CAPITAL PLC**  
**CHAIRMAN'S STATEMENT - CONTINUED**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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During the year, Marechale has acted for a number of new and existing growth company clients, and has successfully completed a series of transactions, which are all detailed on the Company's website at: [www.marechalecapital.com](http://www.marechalecapital.com).

The Company's most significant initiative in the renewables sector is the development of large scale solar energy sites in the UK, through Marechale's associated company, Northfield UK Solar Limited (Northfield). Established in 2013, Northfield is developing a portfolio of solar sites. Marechale's stake in Northfield, at around 26% of the enlarged equity, is the Company's largest investment to date. As previously reported we are still awaiting the outcome of a planning appeal on the first site, on which a decision is due in the Autumn of 2015. Northfield's second large scale site is now in planning and we expect to hear a decision later this Summer. Whilst it is difficult to attribute values until planning permissions and grid connections for sites have been secured, there is significant potential uplift value for Marechale's shareholders; the valuation on the balance sheet represents the last funding round, and the Company's investment is being carried at £140,000, based on the Equity Method of valuation and including a provision to reflect the uncertainties of the planning process for its solar schemes and specifically a potential loss on appeal of the project mentioned above in proportion to Marechale's beneficial ownership % in Northfield. The environment for developing large scale solar schemes continues to be challenging, and whilst we are hopeful that value will be realised in due course, there are still significant risks involved.

Marechale has a growing reputation as one of the leading UK Advisors to the Leisure and Retail sector and, whilst it continues to see strong deal flow in this and its other core areas, it is always on the lookout for strong management teams with enterprising businesses in most sectors to support with growth and development capital. We remain committed to working with the management teams of quality companies to secure funding or refinancing capital from the Company's extensive list of private and institutional investors.

There is an appetite amongst our investor relationships to invest in high quality investment opportunities. The Directors believe that backing the right growth companies, whilst not without its risks, represents an interesting private equity investment class for investors looking to diversify their portfolios.

Marechale Capital is quoted on the AIM Market of the London Stock Exchange and continues to look at a number of potentially interesting acquisitions, investment and merger opportunities, particularly in fund management, and remains open to such approaches. However, none has been progressed to date. The Company is also looking to recruit staff to support its Corporate Finance and Sales activities.

Mark Warde-Norbury  
Chairman  
27 July 2015

For further information please contact:

**Marechale Capital**  
Mark Warde-Norbury / Patrick Booth-Clibborn

Tel: +44 (0)20 7628 5582

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Azhic Basirov / David Jones

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**MARECHALE CAPITAL PLC**  
**CORPORATE GOVERNANCE**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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Companies traded on AIM are not required to adopt the UK Governance Code. However, the Directors of Marechale are committed to the application of requirements under the Code and have adopted the QCA Corporate Governance Guidelines.

**Board of Directors**

The Board of Directors is responsible for Corporate Governance and consists of the two Executive and two Non-Executive Directors whose roles are described on the Group Information page. The Non Executive Directors' role is to bring independent judgement to Board discussions and decisions.

The Board meets regularly throughout the year in order to review financial performance and regulatory compliance and will consider any matters of significance to the Group including corporate activity.

**Remuneration Committee**

The Remuneration Committee comprises the Non-Executive Directors and meets at least once a year. The Committee provides independent review of the Executive Directors' remuneration and the Group Remuneration Policy. It makes its decisions in consultation with the Chief Executive. No Director plays a part in any decision about their own remuneration. Given that the Company employs only three members of staff, of whom two are the Executive Directors, plus two Non-Executive Directors, the proportion of Directors' Remuneration to overall administrative expenses *appears* disproportionately high. The Remuneration Committee is satisfied that this is simply the result of having so few staff and low other administrative expenses.

**Audit Committee**

The Audit Committee, which comprises the Non-Executive Directors, has the following responsibilities:

- \* monitoring of the Group's internal control environment;
- \* assessing the Group's financial risks;
- \* reviewing the Group's financial statements, reports and announcements and the accounting policies that underlie them;
- \* recommending to the Board on the appointment and remuneration of external auditors; and
- \* monitoring of the independence of the Auditors and the establishment of a policy for the use of the Auditors for non audit work.

The Audit Committee meets at least once a year.

Other Directors, members of staff and the Auditors are invited to attend these meetings, as appropriate.

### **Internal Financial Control**

The Directors are responsible for ensuring that the Group's system of internal control enables them to report financial information with reasonable accuracy and safeguard the assets of the Group. At the time of approving the financial statements the Directors found the financial control system to be appropriate for a company of this nature and size. The key elements of this system are described below:

#### **Defined Procedures**

Major and recurrent transactions are carried out in accordance with defined procedures.

#### **Organisational Structure**

The Group's organisational structure is documented and available for review by all members of staff. Individual responsibilities are defined and individual performance is monitored.

#### **Risk management**

The Directors have responsibility for identification and management of the business risks facing the Group. Significant areas of business risk are identified, and the management approach to guard against these risks is defined and controlled through adoption of key control objectives.

#### **Information Systems**

A budget is prepared annually and actual results are compared against the budget on a monthly basis. Variances from the budget are analysed and reviewed. Rolling 12 month forecasts are prepared and updated quarterly.

#### **Going concern**

In establishing the applicability of the going concern basis, the Directors have made enquiries as to the financial resources of the Group. The Directors consider that the Group has adequate resources to continue operations for the foreseeable future and will therefore continue to adopt the going concern basis in the preparation of the financial statements.

**MARECHALE CAPITAL PLC**  
**CORPORATE GOVERNANCE**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Dialogue with Shareholders**

The Group reports formally to its shareholders twice per year when its half-year and financial year end results are announced and reports are sent to shareholders. The Annual Report includes the notice of the Annual General Meeting of the Group at which the Directors are available to answer questions.

When matters arise of particular significance or it is required in accordance with the Companies Act 2006, the Board will arrange to hold an Extraordinary General Meeting of which notice will be sent to Shareholders and at which the Directors are available to answer questions.

**Employees**

The Group recognises the benefit of keeping its employees informed of all relevant matters on a regular basis. The Company is an Equal Opportunities Employer and all applications for employment are considered fully on the basis of suitability for the job. Detailed employment policies have been established and incorporated into employee conditions of employment.

**MARECHALE CAPITAL PLC**  
**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Principal Activity**

The Company provides advice and broking services to companies.

**Review of the Business**

The Directors are pleased to report a 39% increase in gross profit – revenue less commissions paid to 3<sup>rd</sup> party IFA's - from £517,600 to £719,000.

Administrative expenses before 'profit share' reduced by 2%

	2015	2014
Administrative expenses	£537,000	£543,600
Profit share	£125,200	£ 47,000
Total administrative expenses	£662,200	£590,600

The Directors' dual strategies of obtaining warrants in addition to cash commissions, and of investments in client companies resulted in Other Gains of £72,500 (2014: £31,400). Furthermore, the Company's investment in Northfield UK Solar Ltd ('Northfield'), referred to both in the Chairman's Report above, and in Note 12 below, accounted for using the 'Equity Method' as an Associated Company, shows a further gain, net of costs and provision for potential project loss of £20,000 (2014: £120,000).

The net effect of the above delivered a Profit before tax of £150,200 (2014: £79,400).

**Position at 31 March 2015**

The Balance Sheet at 31 March 2015 is set out on page 17.

The value of the Company's investment in its Associate Company, Northfield (referred to above) has increased by £20,000 (2014: £120,000) using the Equity Method of accounting.

The value of 'available for sale investments' has increased by £43,200 to £151,700 as a result of increases in fair value.

The value of 'trading investments', being options and warrants in unquoted companies for whom the Company has raised funds, which are held at 'fair value', has increased by £51,100 to £128,300.

Trade and other receivables have increased from £221,000 to £491,000 due to the timing of year-end fund-raising driven by HMRC's EIS annual deadline.

Cash and cash equivalents have increased modestly from £275,300 to £295,000.

Trade and other payables increased from £149,300 to £356,000 reflecting liabilities payable on the high level of activity at the year-end.

**MARECHALE CAPITAL PLC**  
**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Position at 31 March 2015 (continued)**

Net assets at 31 March 2015 stood at £850,000 compared to £652,300 at 31 March 2014, reflecting both the profit earned for the year and the uplift to fair value of equity investments and warrants.

**Future Developments**

The Group has succeeded in developing a low cost investment banking and corporate finance business whose remit is set to continue.

**Principal Risks and Uncertainties**

The principal risk and uncertainty faced by the Group is if it fails to attract new clients and execute fund-raising corporate finance projects.

**Corporate Governance**

The Directors of Marechale are committed to the application of requirements under the UK Governance Code and have adopted the QCA Corporate Governance Guidelines as outlined on pages 5-7.

On behalf of the Board

Mark Warde - Norbury

Chairman

**MARECHALE CAPITAL PLC**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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The Directors present their report together with the audited financial statements of the Group for the year ended 31 March 2015.

**Results, Dividends and Key Performance Indicators ('KPI's')**

The Directors do not recommend the payment of a dividend for the current year (2014: £nil).!

**Employee Share Ownership Plan Trust ('ESOP')**

The ESOP held 232,603 shares (2014: 232,603) in the Group, which were unconditionally granted to two of the Company's Associates in February 2015. The Trust is in the process of being wound up.

The Trustees are Lord Flight and Jon Pither, the Group's Non-Executive Directors.

**Directors**

The Directors who served during the year were:

Mark Warde-Norbury (Chairman)  
Lord Flight of Worcester (Non Executive)  
Jon Pither (Non Executive)  
Patrick Booth-Clibborn (Chief Executive)

**Directors' Interests**

The Directors' interests in the shares and options of the Group were as stated below:

<b>New Ordinary shares of 1p each</b>	<b>At 31 March 2015</b>	<b>At 31 March 2014</b>
Mark Warde-Norbury	7,232,400	6,550,582
Lord Flight	638,060	638,060
Jon Pither	4,050,502	4,732,320
Patrick Booth-Clibborn	6,359,569	5,767,969

**MARECHALE CAPITAL PLC**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

<b>Options on 1p Ordinary Shares</b>	<b>At 31 March 2015</b>	<b>At 31 March 2014</b>
Mark Warde–Norbury	1,153,623	0
Lord Flight	0	0
Jon Pither	0	0
Patrick Booth-Clibborn	3,460,869	0

<b>Deferred shares of 1p each</b>	<b>At 31 March 2015</b>	<b>At 31 March 2014</b>
Mark Warde–Norbury	22,149,624	22,149,624
Lord Flight	2,552,240	2,552,240
Jon Pither	18,429,280	18,429,280
Patrick Booth-Clibborn	19,535,400	19,535,400

On 22 February 2010, the Company re-organised its share capital, cancelling the then existing 47.4m Ordinary Shares of 5p nominal value, and issuing 47.4m New Ordinary Shares of 1p nominal value, and 189.7m deferred shares of 1p nominal value; both classes of shares were issued at par. The deferred shares are not entitled to dividends and carry no rights on winding up.

The remuneration of the Directors was as follows:

	<b>31 March 2015</b>	<b>31 March 2014</b>
	<b>£</b>	<b>£</b>
Mark Warde–Norbury	35,000	65,000
Lord Flight *	8,500	8,500
Jon Pither	8,000	8,000
Patrick Booth-Clibborn	280,000	210,000

\* No remuneration is paid directly to Lord Flight, instead the Company pays the compensation of an assistant to work for Lord Flight.

The executive directors and staff benefit from a profit sharing scheme of up to 50% of the profit before provision for profit share. In the above table Mr Warde-Norbury has benefitted from £0 (2014: £5,000) profit share, and Mr Booth-Clibborn £100,000 (2014: £30,000).

**MARECHALE CAPITAL PLC**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Substantial Shareholders**

As at 7 July 2015 (being the last practical date prior to the date of this document) and save as set out below, the Group was not aware of any person, who, other than the Directors, directly or indirectly, had an interest representing 3 per cent or more of the issued ordinary share capital in the Group (being the threshold at or above which, in accordance with the provisions of Section 5 of the Disclosure and Transparency Directive published by the FCA, any interest must be disclosed by the Group):

<b>3% or more shareholders (excluding Directors)</b>	<b>No. shares</b>	<b>%</b>
New Century AIM VCT 1	2,000,000	3.5
Mr J.I.R.Charatan & Mrs C.A.Charatan	3,097,000	5.4

**Directors' Responsibilities**

The Directors are responsible for preparing the financial statements in accordance with applicable law and International Reporting Standards, as adopted by the European Union.

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently, making judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included in the Company's website.

**MARECHALE CAPITAL PLC**  
**DIRECTORS' REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2015**

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**Directors' and Officers' Insurance**

The Company purchases and maintains Liability Insurance for its Directors and Officers as permitted by the Companies Act 2006.

**Statement of Disclosure to Auditor**

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the Directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

**Auditors**

In accordance with section 485 of the Companies Act 2006, a resolution proposing that UHY Hacker Young be reappointed as auditors of the company will be put to the Annual General Meeting.

On behalf of the Board

Mark Warde - Norbury

Chairman

## **MARECHALE CAPITAL PLC**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARECHALE CAPITAL PLC**

We have audited the financial statements of Marechale Capital Plc for the year ended 31 March 2015, which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Parent Company Statement of Changes in Equity, the Consolidated and Company Cash Flow Statements, and the related notes.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ('IFRS') as adopted by the European Union and as regards the Company financial statements, are applied in accordance with the provisions of the Companies Act 2006.

#### **Respective Responsibilities of Directors and Auditors**

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

Our responsibility is to audit and express an opinion on the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's web-site at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm)

#### **Opinion on financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and Company's affairs as at 31 March 2015 and of the Group's profit for the year then ended;
- The parent company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the Companies Act 2006:the Group's financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **MARECHALE CAPITAL PLC**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARECHALE CAPITAL PLC**

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

We have nothing to report in respect of the following matters where 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.

Colin Jones (Senior Statutory Auditor)

For and on behalf of UHY Hacker Young

Chartered Accountants

Statutory Auditor

**Marechale Capital Plc**  
**Consolidated Income Statement**  
**Year ended 31 March 2015**

	Notes	Year ended 31-Mar 2015 (£)	Year ended 31-Mar 2014 (£)
<b>Continuing operations</b>			
Revenue	4	965,322	752,818
Cost of sales		(246,307)	(235,234)
<b>Gross profit</b>		<b>719,015</b>	<b>517,584</b>
Administrative expenses		(662,220)	(590,611)
Operating profit/ (loss)	5	56,795	(73,027)
Investment revenues	6	974	1,734
Other gains	7	72,458	31,361
Exceptional gain on dilution of interest in associate	12a	166,140	141,125
Net loss in respect of associate	12b	(31,191)	(21,786)
Provision for project loss in associate	12c	(115,000)	-
Profit before tax		150,176	79,407
Taxation	8	-	-
<b>Profit for the year on continuing operations</b>		<b>150,176</b>	<b>79,407</b>
<b>Profit per share</b>		<b>(Pence)</b>	<b>(Pence)</b>
Basic - Continuing operations	10	0.26	0.14
- Diluted	10	0.25	0.14

**Consolidated Statement of Comprehensive Income**

<b>Profit for the year</b>	150,176	79,407
<b>Other comprehensive income</b>		
Revaluation of investments	38,246	12,254
<b>Total recognised comprehensive income</b>	<b>38,246</b>	<b>12,254</b>
<b>(all attributable to owners of the parent)</b>	<b>188,422</b>	<b>91,661</b>

**Marechale Capital Plc**  
**Consolidated Balance Sheet**  
**Year ended 31 March 2015**

	Notes	Year ended 31-Mar 2015 (£)	Year ended 31-Mar 2014 (£)
<b>Non current assets</b>			
Investment in associate	12a	139,794	119,845
<b>Current assets</b>			
Available for sale investments	13	151,659	108,417
Trading investments	14	128,254	77,125
Trade and other receivables	15	491,108	221,003
Cash and cash equivalents	16	295,064	275,268
		<u>1,066,085</u>	<u>681,813</u>
<b>Total assets</b>		<u>1,205,879</u>	<u>801,658</u>
<b>Current liabilities</b>			
Trade and other payables	17	(356,043)	(149,319)
		<u>(356,043)</u>	<u>(149,319)</u>
<b>Total current liabilities</b>		<u>(356,043)</u>	<u>(149,319)</u>
<b>Net assets</b>		<u>849,836</u>	<u>652,339</u>
<b>Equity</b>			
<i>Capital and reserves attributable to equity shareholders</i>			
Share capital	18	2,474,308	2,474,308
Share premium account	18	1,247,379	1,247,379
Revaluation reserve		90,135	51,889
Reserve for own shares		(50,254)	(50,254)
Retained losses		(2,920,807)	(3,070,983)
Reserve for share based payments		9,075	-
		<u>849,836</u>	<u>652,339</u>

The financial statements were approved by the Board of Directors and authorised for issue on 27 July 2015.  
They were signed on its behalf by:

**Mark Warde-Norbury**  
**Chairman**

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**Company No:** 03515836

**Marechale Capital Plc**  
**Company Balance Sheet**  
**Year ended 31 March 2015**

	Notes	Year ended 31-Mar 2015 (£)	Year ended 31-Mar 2014 (£)
<b>Non current assets</b>			
Investments	12	508	508
<b>Current assets</b>			
Available for sale investments	13	151,659	108,417
Trading investments	14	128,254	77,125
Trade and other receivables	15	491,108	221,003
Cash and cash equivalents	16	295,064	275,268
		<u>1,066,085</u>	<u>681,813</u>
<b>Total assets</b>		<u>1,066,593</u>	<u>682,321</u>
<b>Current liabilities</b>			
Trade and other payables	17	(356,043)	(149,319)
		<u>(356,043)</u>	<u>(149,319)</u>
<b>Total current liabilities</b>		<u>(356,043)</u>	<u>(149,319)</u>
<b>Net assets</b>		<u>710,550</u>	<u>533,002</u>
<b>Equity</b>			
<i>Capital and reserves attributable to equity shareholders</i>			
Share capital	18	2,474,308	2,474,308
Share premium account	18	1,247,379	1,247,379
Revaluation reserve		90,135	51,889
Reserve for own shares		(50,254)	(50,254)
Retained losses		(3,060,093)	(3,190,320)
Reserve for share based payments		9,075	-
		<u>710,550</u>	<u>533,002</u>

The financial statements were approved by the Board of Directors and authorised for issue on 27 July 2015.  
They were signed on its behalf by:

**Mark Warde-Norbury**  
**Chairman**

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**Company No:** 03515836

**Marechale Capital Plc**  
**Statement of Changes in Equity**  
**Year ended 31 March 2015**

	Share capital (£)	Share premium (£)	Revaluation reserve (£)	Reserve for own shares (£)	Retained earnings (£)
<b>Consolidated</b>					
<b>Balance at 31 March 2013</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>39,635</b>	<b>(50,254)</b>	<b>(3,150,390)</b>
Issue of ordinary share capital	-	-	-	-	-
Release of reserve for lapsed options	-	-	-	-	-
<b>Transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income</b>					
Profit for the financial year	-	-	-	-	79,407
Revaluation during the financial year	-	-	12,254	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>12,254</b>	<b>-</b>	<b>79,407</b>
<b>Balance at 31 March 2014</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>51,889</b>	<b>(50,254)</b>	<b>(3,070,983)</b>
Issue of ordinary share capital	-	-	-	-	-
Reserve for share based payments	-	-	-	-	9,075
<b>Transactions with owners</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>9,075</b>
<b>Total comprehensive income</b>					
Profit for the financial year	-	-	-	-	150,176
Revaluation during the financial year	-	-	38,246	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>38,246</b>	<b>-</b>	<b>150,176</b>
<b>Balance at 31 March 2015</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>90,135</b>	<b>(50,254)</b>	<b>(2,911,732)</b>
<b>Company</b>					
<b>Balance at 31 March 2013</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>39,635</b>	<b>(50,254)</b>	<b>(3,150,390)</b>
Issue of ordinary share capital	-	-	-	-	-
Release of reserve for lapsed options	-	-	-	-	-
<b>Transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income</b>					
Loss for the financial year	-	-	-	-	(39,930)
Revaluation during the financial year	-	-	12,254	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>12,254</b>	<b>-</b>	<b>(39,930)</b>
<b>Balance at 31st March 2014</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>51,889</b>	<b>(50,254)</b>	<b>(3,190,320)</b>
Issue of ordinary share capital	-	-	-	-	-
Reserve for share based payments	-	-	-	-	9,075
<b>Transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,075</b>
<b>Total comprehensive income</b>					
Profit for the financial year	-	-	-	-	130,227
Revaluation during the financial year	-	-	38,246	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>38,246</b>	<b>-</b>	<b>130,227</b>
<b>Balance at 31 March 2015</b>	<b>2,474,308</b>	<b>1,247,379</b>	<b>90,135</b>	<b>(50,254)</b>	<b>(3,051,018)</b>
Movements of the Revaluation reserve consist of:				<b>2015</b>	<b>2014</b>
Unrealised gains				38,246	12,254
				<b>38,246</b>	<b>12,254</b>
Reserves for own shares consists of:					
Reserve for employee share ownership plan ('ESOP')				(50,254)	(50,254)
				<b>(50,254)</b>	<b>(50,254)</b>

The Reserve for ESOP comprises 232,603 shares in the Group held in an ESOP Trust. As at 31 March 2015 (2014: nil), all the shares had been unconditionally granted to the Group's Associates which had an aggregate market value of £3,489 (2014: £4,652).

**Marechale Capital Plc****Consolidated Cash Flow Statement****Year ended 31 March 2015**

	Year ended 31-Mar 2015 (£)	Year ended 31-Mar 2014 (£)
<b>Net cash from operating activities</b>		
Continuing operations: Operating profit/ (loss)	56,795	(73,027)
Provision for share based payments	9,075	-
<b>Operating cash flows before movements in working capital</b>	<u>65,870</u>	<u>(73,027)</u>
<b>Movement in working capital</b>		
(Increase) in receivables	(270,105)	(28,438)
Increase in payables	206,726	63,275
Tax paid	-	-
<b>Operating cash flow</b>	<u>(63,379)</u>	<u>34,837</u>
	<u>2,491</u>	<u>(38,190)</u>
<b>Investment activities</b>		
Interest receivable	974	1,734
Proceeds on disposal of trading investments	17,705	44,807
Proceeds on disposal of available for sale investments	3,626	5,205
Expenditure on available for sale investments	(5,000)	(506)
<b>Cash flow from investing activities</b>	<u>17,305</u>	<u>51,240</u>
<b>Financing</b>		
Issue of share capital	-	-
<b>Cash flow from financing activities</b>	<u>-</u>	<u>-</u>
<b>Net increase in cash and cash equivalents</b>	<u>19,796</u>	<u>13,050</u>
<b>Cash and cash equivalents at start of the financial year</b>	275,268	262,218
<b>Cash and cash equivalents at end of the financial year</b>	295,064	275,268
<b>Increase in cash and cash equivalents</b>	<u>19,796</u>	<u>13,050</u>

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**Marechale Capital Plc****Company Cash Flow Statement****Year ended 31 March 2015**

	Year ended 31-Mar 2015 (£)	Year ended 31-Mar 2014 (£)
<b>Net cash from operating activities</b>		
Continuing operations: Operating profit/ (loss)	56,795	(73,027)
Provision for share based payments	9,075	-
<b>Operating cash flows before movements in working capital</b>	<u>65,870</u>	<u>(73,027)</u>
<b>Movement in working capital</b>		
(Increase) in receivables	(270,104)	(28,437)
Increase in payables	206,726	63,275
Tax paid	-	-
<b>Operating cash flow</b>	<u>(63,378)</u>	<u>34,838</u>
	<u>2,491</u>	<u>(38,189)</u>
<b>Investment activities</b>		
Interest receivable	974	1,734
Proceeds on disposal of trading investments	17,705	44,807
Proceeds on disposal of available for sale investments	3,626	5,204
Expenditure on available for sale investments	(5,000)	(506)
<b>Cash flow from investing activities</b>	<u>17,305</u>	<u>51,239</u>
<b>Financing</b>		
Issue of share capital	-	-
<b>Cash flow from financing activities</b>	<u>-</u>	<u>-</u>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<u>19,796</u>	<u>13,050</u>
<b>Cash and cash equivalents at start of the financial year</b>	275,268	262,218
<b>Cash and cash equivalents at end of the financial year</b>	295,064	275,268
<b>Increase in cash and cash equivalents</b>	<u>19,796</u>	<u>13,050</u>

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

**1. General information**

Marechale Capital PLC is a company registered in England and Wales under the Companies Act 2006. The Group's principal activities are the provision of advice and broking services to companies. The financial statements are presented in pounds sterling, the currency of the primary economic environment in which the Group operates.

The Group's registered office and principal place of business is 46 New Broad Street, London, EC2M 1JH. The Company's registered number is 03515836.

**2. Significant accounting policies**

**a. Basis of accounting**

These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union and the International Financial Reporting Interpretations Committee ('IFRIC') interpretations in accordance with the Companies Act 2006.

The financial statements have been prepared on the historical cost basis as modified by the valuation of certain financial instruments, as described below.

The consolidated financial statements incorporate the accounts of the Company and its subsidiary and have been prepared by using the principles of acquisition accounting ("the purchase method") which includes the results of the subsidiaries from their date of acquisition. Intra-group sales, profits and balances are eliminated fully on consolidation.

Subsidiaries are entities over which the Group has control, being the power to govern the financial and operating policies of the acquired entity so as to obtain benefits from its activities.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating decisions of the investee, but it is not control or joint control, over those policies.

The principal accounting policies are set out below.

**b. Financial risk management objectives and policies**

The Company's principal financial assets are cash and cash equivalents, trade and other receivables and investments. The Company's credit risk is primarily attributable to its trade receivables and its market risk is primarily attributable to its investments. The amounts presented in the Balance Sheet are net of allowances for impairment of receivables.

**c. Financial instruments**

*Available for sale investments*

Available for sale investments are initially measured at cost, including transaction costs. At each reporting date these instruments are measured at their fair values and resultant gains and losses, after adjusting for taxation, are recognised directly in equity via the revaluation reserve, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the income statement for the year. Where an equity instrument's fair value cannot be reliably estimated, it is held at cost.

*Trading investments*

Investments held for trading consist of options held in quoted and unquoted companies, which are held at fair value. At each reporting date fair value is assessed and resultant gains and losses are included directly in the income statement.

*Trade and other receivables*

Trade and other receivables are measured at fair value.

Appropriate allowance for estimated irrecoverable amounts is recognised in the Income Statement where there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

*Trade and other payables*

Trade and other payables are measured at fair value.

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

**2. Significant accounting policies (continued)**

*Financial liabilities and equity*

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 the liabilities.

**d. Foreign currencies**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Gains and losses arising during the period on transactions denominated in foreign currencies are treated as normal items of income and expenditure in the Income Statement.

**e. Operating leases**

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the lease.

**f. Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and deposits held at call with banks.

**g. Taxation**

In future years mainstream corporation tax is likely to be payable, which will be based on taxable profit for the year. Taxable profit differs from net profits as reported in the Income Statement because it excludes items of income or expense which are taxable or deductible in other years and it further excludes items which are never taxable or deductible. The Group's liability for current tax will be calculated using tax rates which have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases in the computation of taxable profit, and is accounted for using the Balance Sheet Liability Method. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be used. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) 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 Balance Sheet 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 rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the Income Statement, 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 when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Group intends to settle its current tax assets and liabilities on a net basis.

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

**2. Significant accounting policies (continued)**

**h. Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, VAT, and other sales related taxes.

Revenue comprises broking commissions, and retainer fees for corporate finance advisory services. Where the revenue is success-fee based, it is taken to the Income Statement on the successful completion of the transaction. Retainer fees are taken to the Income Statement pro-rata to the period invoiced.

Interest income is based on the effective rate applicable for the period during which demand deposits are held.

**i. Employee share ownership plans trust ('ESOP')**

The ESOP trust is accounted for in line with IAS 32, 'Financial Instruments - Presentation', re: treasury shares whereby shares have been shown at cost in a separate Reserve as a deduction from Shareholders' Funds.

**j. Investments**

The Parent Company's investment in its subsidiary company and associate is stated at cost less provision for impairment in the Company's balance sheet.

**k. Key assumptions and sources of estimation**

The value of available for sale and trading investments are inherently subjective where they relate to Private Limited Companies where there is no open market value. In these cases the Directors have assessed the value using the most recent information available on the share price, such as recent share issues and/or shares sales between third parties.

**l. Share based payments**

On occasion the Company made share-based payments to certain Directors and staff by way of issue of share options. The fair value of these payments is calculated by the Company using the Black-Scholes option pricing model. The expense is recognised on a straight line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of the number of shares that will eventually vest.

**3. General information**

At the date of authorisation of the financial statements, the following Standards and Interpretations (relevant to the Group's activities) which have not been applied in the financial statements were in issue but not yet effective.

<b>Subject</b>	<b>Effective date, periods beginning:</b>
IFRS 9 Financial Instruments (2014)	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2017
Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)	1 January 2016
Equity Method in Separate Financial Statements (Amendments to IAS 27)	1 January 2016

It is not anticipated that not adopting these accounting standards will have a material effect on the Financial Statements

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

**4. Business and geographical segments**

The directors consider that there is only one activity undertaken by the Group, that of corporate finance advisory. All of this activity was undertaken in the United Kingdom.

	<b>2015</b>	<b>2014</b>
	<b>(£)</b>	<b>(£)</b>
Broking commissions and fees earned from corporate finance	965,322	752,818

**5. Operating profit/ (loss) for the year has been arrived at after charging:**

	<b>2015</b>	<b>2014</b>
	<b>(£)</b>	<b>(£)</b>
Operating lease rentals	59,670	57,871
Staff costs (Note 9)	395,194	353,388
Auditors' remuneration for audit services	9,450	9,000

Amounts payable to UHY Hacker Young by the Group in respect of non-audit services were:

Auditors' remuneration:		1,775	1,900
- for non audit taxation			
- for non audit other		1,000	1,000

Share-based payments:

During the year the Company had the following share-based payment plans involving equity settled share options in existence:

Scheme	Number	Date approved	Exercise price	Maximum term	Vesting conditions
Sep-14	5,768,115	24-Sep-14	2.75p	5 years from vesting	1/3rd/year on anniversary date when beneficiary must remain employed

The number and weighted average exercise prices of the above plans are as follows:

	Number	Weighted average exercise price
Outstanding at 1 April 2014	-	-
Granted during the year	5,191,304	2.75p
Forfeited during the year	(576,812)	2.75p
Outstanding and exercisable at 31 March 2015	<u>4,614,492</u>	<u>2.75p</u>

The options granted during the 2015 financial year cost £9,075

In accordance with the requirements of IFRS 2 Share-based payments, the weighted average estimated fair value for the options granted was calculated as 1p per option using a Black and Scholes option pricing model. The volatility measured as the standard deviation of expected share price return is based on statistical analysis of the share price for the twelve months prior to the date of grant, being 24 September 2013 and this has been calculated at 71.6%. The risk free rate has been taken as 4%.

For the purpose of calculating diluted earnings per share, see Note 10 below, the next tranche of options to vest in September 2015 have been considered 'contingently issuable'.

**6. Investment revenues**

Bank interest receivable	974	1,734
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**7. Other gains and losses**

Profit/ (loss) on disposal of available for sale investments	3,624	(23,016)
Profit on disposal of trading investments	68,834	54,377
	<u>72,458</u>	<u>31,361</u>

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

<b>8. Tax</b>	<b>2015</b>	<b>2014</b>
The tax charge comprises:	(£)	(£)
Mainstream UK corporation tax deriving from profits for the prior financial year	-	-
<b>Total current tax</b>	<b>-</b>	<b>-</b>
<b>Deferred tax</b>		
Charge in respect of timing differences	-	-
<b>Total deferred tax</b>	<b>-</b>	<b>-</b>
<b>Total tax on profit/ (loss) from ordinary activities</b>	<b>-</b>	<b>-</b>

The tax charge for the period differs from that resulting from applying the standard rate of UK Corporation Tax.

Tax of 20% (2014: 20%) to the profit before tax for the reasons set out in the reconciliations below:

Profit/ (loss) per financial information	150,176	79,407
Unrealised (gains)/ losses on trading investments	(141,124)	(141,124)
Disallowed items	16,328	7,871
Losses carried forward/ (used)	(25,380)	53,846
Adjustments in respect of prior years	-	-
Taxable profit	<b>-</b>	<b>-</b>
Tax at 20% (2014: 20%)	<b>-</b>	<b>-</b>
<b>Tax expense for the year</b>	<b>-</b>	<b>-</b>

The Group had trading losses available to carry forward at 31 March 2015 of approximately £3.1m (2014: £3.1m). No deferred tax has been recognised in respect of trading profit as there was insufficient evidence available as to the timing of any future recovery.

<b>9. Staff costs</b>	<b>2015</b>	<b>2014</b>
<b>Continuing operations</b>	(£)	(£)
Wages and salaries	351,760	313,334
Social security costs	43,434	40,054
Pension costs	-	-
	<b>395,194</b>	<b>353,388</b>

<b>Directors' emoluments</b>		
The emoluments of the highest paid Director were:	280,000	210,000
The aggregate Directors' remuneration was:	326,500	295,250

The Group does not operate any form of pension scheme.

Average number of employees for continuing operations:	<b>Number</b>	<b>Number</b>
Directors	2	2
Staff	1	1
	<b>3</b>	<b>3</b>

<b>10. Earnings per share</b>	<b>Earnings</b>	<b>Earnings</b>
Based on a profit of	(£)	(£)
	150,176	79,407
	<b>No. shares</b>	<b>No. shares</b>
Weighted average number of Ordinary Shares in issue for the purpose of basic earnings per share	57,681,151	57,681,151
Weighted average number of Ordinary Shares in issue for the purpose of diluted earnings per share - see also Note 5	59,988,397	57,681,151

## Marechale Capital Plc

### Notes to the financial statements

#### Year ended 31 March 2015

#### 11. Parent Company Income Statement

The Parent Company achieved a profit for the year ended 31 March 2015 of £130,200 (2014: loss of £39,900) per Statement of Changes in Equity which has been included in the Consolidated Income Statement. In accordance with the provisions of section 408 of the Companies Act 2006, the Parent Company has not presented an Income Statement.

#### 12. Investments

<b>Cost</b>	<b>(£)</b>
At 1 April 2013	287,355
Additions	506
At 31 March 2014	<u>287,861</u>
Additions	-
At 31 March 2015	<u>287,861</u>
<b>Provision for impairment</b>	
At 1 April 2013	287,353
Provision in the year	-
At 31 March 2014	<u>287,353</u>
Provision in the year	-
At 31 March 2015	<u>287,353</u>
<b>Net book value at 1 April 2013</b>	<b>2</b>
<b>Net book value at 31 March 2014</b>	<b>508</b>
<b>Net book value at 31 March 2015</b>	<b>508</b>

The Company's directly held subsidiary undertaking as at 31 March 2015 was:

<i>Subsidiary undertaking</i>	<i>Principal Activity</i>	<i>Country of Incorporation</i>	<i>Percentage of ordinary share capital held</i>
Marechale Limited	Dormant	England	100%
<i>Associate Company</i>			
Northfield UK Solar Ltd ('NUKS')	Solar development	England	25.8%

#### 12a. Investment in associate

The Group has a 25.8% (2014: 31.7%) interest in NUKS which is involved in the development, prior to construction, of solar PV sites in the UK. NUKS was established in June 2013 and is a private entity not listed on any public exchange. The Group's interest in NUKS is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment:

	<b>2015</b>	<b>2014</b>
	<b>(£)</b>	<b>(£)</b>
Current assets	1,267,086	421,877
Current liabilities	(279,127)	(43,817)
<b>Net Assets</b>	<b><u>987,959</u></b>	<b><u>378,060</u></b>
Share Capital	<b>1,963</b>	1,595
Share premium	<b>1,175,661</b>	445,190
Reserves	<b>(189,665)</b>	(68,725)
<b>Shareholders' funds</b>	<b><u>987,959</u></b>	<b><u>378,060</u></b>
Proportion of the Group's ownership	25.79%	31.70%
<b>Carrying amount of the investment (before provision for loss on project)</b>	<b><u>254,794</u></b>	<b><u>119,845</u></b>
Provision for loss on project - see Note 12c	(115,000)	0
<b>Carrying amount of the investment</b>	<b><u>139,794</u></b>	<b><u>119,845</u></b>
Exceptional gain on dilution of interest in associate arising from the Group's share of share capital and share premium, before reserves.	166,140	141,125

## Marechale Capital Plc

### Notes to the financial statements

Year ended 31 March 2015

<b>12b. Net loss in respect of associate</b>	<b>2015</b>	<b>2014</b>
	<b>(£)</b>	<b>(£)</b>
Revenue	11,400	-
Cost of sales	-	-
Administrative expenses	(132,341)	(68,725)
Loss before tax	(120,941)	(68,725)
Taxation	-	-
<b>Loss for the year</b>	<b>(120,941)</b>	<b>(68,725)</b>
Group's share of loss for the period	(31,191)	(21,786)

### 12c. Provision for project loss in associate

At 31 March 2015 NUKS had spent £443,000 on the development of a site for which Planning Permission was refused in October 2014 by the Local Planning Department on grounds which did not conform to HM Government's National Planning criteria. In April 2015 NUKS lodged an Appeal whose outcome is anticipated in Autumn 2015. Marechale's Directors consider that the outcome is far from certain, and have made a provision of £115,000 for a loss on this project in proportion to Marechale's beneficial ownership % in NUKS.

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>
<b>13. Available for sale investments</b>				
Quoted investments	17,659	10,246	17,659	10,246
Unquoted investments	134,000	98,171	134,000	98,171
	<u>151,659</u>	<u>108,417</u>	<u>151,659</u>	<u>108,417</u>

Unquoted investments are initially valued at cost. At each reporting date these investments are measured at their fair value. Where fair value cannot be reliably estimated, they are carried at cost.

<b>14. Trading investments</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>
Unquoted options and warrants	128,254	77,125	128,254	77,125
	<u>128,254</u>	<u>77,125</u>	<u>128,254</u>	<u>77,125</u>

Trading investments include options and warrants over securities which have been received as consideration for corporate finance services rendered. These assets have been valued at 'fair value' where either the share price has been established according to most recent share sales, or the share price for current funds raised is materially higher than the exercise price of those options. Where fair value cannot be reliably estimated, they are carried at cost.

<b>15. Trade and other receivables</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>
Trade receivables	451,920	180,983	451,920	180,983
Other receivables	31,686	29,831	31,686	29,831
Prepayments and accrued income	7,502	10,189	7,502	10,189
	<u>491,108</u>	<u>221,003</u>	<u>491,108</u>	<u>221,003</u>

All receivables are due within one year of the Balance Sheet date and at that date none are past due, or impaired.

The Directors consider that the carrying amounts of trade and other receivables approximates their fair values.

The Group does not normally have any significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. Significant risk does occur at the conclusion of a large corporate finance and broking transaction, normally measured in a few days, in anticipation of the payment of the Group's fees and commissions. No such risk existed at the reporting date.

<b>16. Cash and cash equivalents</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>	<b>(£)</b>
Cash held directly at UK Clearing Banks	295,064	275,268	295,064	275,268
	<u>295,064</u>	<u>275,268</u>	<u>295,064</u>	<u>275,268</u>

**Marechale Capital Plc**  
**Notes to the financial statements**  
**Year ended 31 March 2015**

	<b>Group 2015</b>	<b>Group 2014</b>	<b>Company 2015</b>	<b>Company 2014</b>
<b>17. Trade and other payables</b>	<b>(£)</b>	<b>(£)</b>		
Trade payables	50,632	50,559	50,632	50,559
Other payables and accruals	295,754	74,579	295,754	74,579
Taxes and social security	9,657	24,181	9,657	24,181
	<u>356,043</u>	<u>149,319</u>	<u>356,043</u>	<u>149,319</u>

**18. Share capital**

<b>New Ordinary shares of 1p</b>	<b>Ordinary shares (number)</b>	<b>Issued share capital (£)</b>	<b>Share premium account (£)</b>
<b>Issued at 31 March 2014</b>	<b>57,681,151</b>	576,812	1,247,379
Issue of shares	-	-	-
<b>Issued at 31 March 2015</b>	<u><b>57,681,151</b></u>	<u><b>576,812</b></u>	<u><b>1,247,379</b></u>
<b>Issued</b>		<b>Issued share capital (£)</b>	<b>Share premium account (£)</b>
<b>Deferred shares of 1p</b>	<b>Deferred shares (number)</b>		
<b>Issued at 31 March 2014</b>	189,749,640	1,897,496	-
Issue of shares	-	-	-
<b>Issued at 31 March 2015</b>	<u><b>189,749,640</b></u>	<u><b>1,897,496</b></u>	<u><b>-</b></u>
<b>Total nominal value of shares in issue</b>			
<b>Issued at 31 March 2014</b>		<b>2,474,308</b>	<b>1,247,379</b>
<b>Issued at 31 March 2015</b>		<b>2,474,308</b>	<b>1,247,379</b>

On 22 February 2010, the Company re-organised its share capital, cancelling the then existing 47.4m Ordinary Shares of 5p nominal value, and issuing 47.4m New Ordinary Shares of 1p nominal value, and 189.7m deferred shares of 1p nominal value, and 189.7m deferred shares of 1p nominal value; both classes of shares were issued at par. The deferred shares are not entitled to dividends and carry no rights on winding up.

**19. Operating leases**

At the reporting dates, the Group and Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases in relation to Leasehold Property, and Other Assets, which fall due as follows:

	<b>2015 (£)</b>	<b>2014 (£)</b>
<i>Leasehold Property</i>		
Within one year	60,951	58,245
In the second to fifth year (inclusive)	-	-
	<u>60,951</u>	<u>58,245</u>
<i>Other Assets</i>		
Within one year	1,768	1,768
In the second to fifth year (inclusive)	884	2,652
	<u>2,652</u>	<u>4,420</u>

**20.1 Capital Risk Management**

The Group is not reliant on debt finance, its operations currently being funded by equity finance (comprising share capital, share premium, other reserves, and retained losses) which totalled £850,000 (2014: £652,000) at year end. The Group regularly monitors its capital needs to ensure that sufficient funding is available for its operational needs.

As an FCA regulated business (which does not hold client money or assets), the Group has to ensure that it maintains a minimum net asset position of €50,000 (£36,000), which it met at 31 March 2015 and 2014.

## **Marechale Capital Plc**

### **Notes to the financial statements**

#### **Year ended 31 March 2015**

#### **20.2 Financial Risk Management**

##### **Financial Risks**

The main risk arising from the Group's financial instruments, referred to in Note 2c above, is the financial performance of the companies in whom the Company holds investments, as reflected by quoted market prices, or by the share price of fundraising in the case of unquoted investments.

##### **Interest Risk**

The Group had neither a bank overdraft nor other borrowings and therefore was not subject to this risk.

##### **Liquidity Risk**

The Group anticipates a modest cash-flow surplus in year ended 31 March 2016: nonetheless, at 31 March 2015, the Group held cash reserves equivalent to approximately six months' overheads.

##### **Credit Risk**

The Group's principal financial assets are bank balances, and trade receivables. The credit risk on liquid funds is limited because the counterparty is a bank with a high credit rating assigned by international credit rating agencies. The maximum credit risk on trade receivables at the balance sheet date is represented by the trade receivables figure, which is net of appropriate provisions.

#### **21. Related party transactions**

##### **Companies in whom the Group holds (or held) an investment which have paid fees to, or charged the Group for, services.**

###### *West Country Renewable Ltd ('WCR')*

The Group owned 70,000 shares, 8.3% (2013: 70,000, 8.3 %) in WCR at 31 March 2015, WCR is a related party through common directorship of Patrick Booth-Clibborn, a director of the Group.

The Group charged WCR £3,000 for other services during the year ended 31 March 2015 (2014: £3,000)  
At 31 March 2015 WCR owed the Group £nil (2014: £nil)

###### *Northfield UK Solar Ltd ('NUKS')*

The Group owned 506,250 shares, 25.2% (2014: 31.7%) in NUKS at 31 March 2015, NUKS is a related party through common directorship of Mark Warde-Norbury, a director of the Group.

The Group charged NUKS £43,517 for other services during the year ended 31 March 2014 (2014: £23,950).  
At 31 March 2015 NUKS owed the Group £nil (2014: £nil).

##### **Companies in whom the Group holds no investment which have paid fees to, or charged the Group for, services.**

###### *Management Services Cambridge Limited ('MSCL'), (formerly: Surrey Management Services Ltd)*

MSCL is a related party through common directorship of Jon Pither who is a Director of the Group.

MSCL charged the Group £8,000 for the services of Mr Pither (2013: £8,000).

The Group owed MSCL £2,400 at 31 March 2015 (2014: £2,400).

###### *Flight and Partners Ltd ('Flight')*

Flight is a related party through the common directorships of Lord Flight and Mark Warde-Norbury.

The Group charged Flight £Nil (2014: £1,325) for other services during the year.

Flight owed £nil at 31 March 2015 (2014: £nil).

###### *Heartstone Inns 2 Ltd ('Heartstone 2')*

Heartstone 2 is a related party through common directorship of Robin Black, formerly a director of the Group.

The Group charged Heartstone 2 £4,713 (2014: 67,323) for other services during the year.

At 31 March 2014 the Group held 121,505 warrants (2014: 104,029) in Heartstone 2 which were sold in November 2014 for a profit of £10,000. Heartstone 2 owed £Nil at 31 March 2015 (2014: £45,398).

###### *The EIS Association Ltd ('EISA')*

EISA is a related party through common directorship of Lord Flight who is a director of the Group.

EISA charged the Group £695 (2014: £695) for other services during the year.

The Group owed £nil at 31 March 2015 (2014: £nil).

###### *Osprey Publishing Ltd ('Osprey')*

Osprey is a related party through common directorship of Robin Black, formerly a director of the Group.

The Group charged Osprey £nil (2014: £nil) for other services during the year.

The Group holds 295,000 warrants (2013: 295,000) in Osprey exercisable at the same price as funds were raised.

Osprey owed £nil at 31 March 2015 (2014: £nil).

**Marechale Capital Plc**  
**Year ended 31 March 2015**

**21. Related party transactions (continued)**

**Directors**

*Mark Warde-Norbury*

During the year, loans of £10,000 (2014: £10,000) were granted to Mr Warde-Norbury which are payable within one year, which are included within trade and other receivables on the balance sheet.

*Patrick Booth-Clibborn*

During the year, loans of £10,000 (2014: £10,000) were granted to Mr Booth-Clibborn which are payable within one year and are included within trade and other receivables on the balance sheet.

**Disclosure of control**

The company is under the control of its shareholders and not any one party.

**Key management personnel**

The key management personnel consist of the Directors, whose remuneration is disclosed in the Directors' Report, and the Company Secretary/Financial Officer whose remuneration was £29,844 (2014: £29,904).