

27 July 2017

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

Consolidated Financial Statements for the 13 month period ended 30 April 2017

Marechale is pleased to announce its final results for the 13 month period ended 30 April 2017.

Chairman's Statement

Marechale Capital's revenues for the 13 months of £1,047,000 (2016, 12 months, £742,000) are up 39% on last year resulting in a gross profit of £779,000 (2016 £446,000). However, administrative expenses have also risen to £845,000 (2016, 12 months, £571,000), which reflects higher staff costs.

As previously announced, the Company has strengthened the management team and in particular the ability to undertake and complete transactions, by appointing an additional executive Director.

Investments in client companies resulted in gains of £65,000 (2016 £19,000). Equity investments and Warrants are valued at 'fair value', typically at a price that reflects their last funding round, and underlying movement in fair value is reflected through the Profit and Loss Account in accordance with IFRS9.

The 13 month figures also reflect a £77,000 downgrade in the valuation that we are attributing to the Company's 25% shareholding in Northfield UK Solar Limited ("Northfield"), which is explained in more detail below.

The net effect is a loss before tax of £78,000 (2016 Loss of £91,000) for the 13 month period.

The balance sheet value has reduced this period to £761,000 (2016 £798,000) more fully explained in the Statement of Changes in Equity.

The Company's investment in Northfield is accounted for using the 'Equity Method' as an Associated Company, and shows a 50% reduction in valuation of £77,000 to £77,000 to reflect potential project loss. As previously announced it has been a challenging time for Northfield as the Government has changed the renewable energy support regime. There is now just the one solar site for which planning permission has been granted, and there is an active sales process that aims to realise value for shareholders.

The Company successfully completed a number of leisure deals during the year. Further EIS funding has been raised for Odexia Consumer Brand EIS Fund, the East Anglia based luxury inn group Chestnut Inns, and cold pressed juice brand Coldpress. Growth capital funding was also completed for national brewpub business Brewhouse & Kitchen and Marechale Capital completed a significant refinancing for the Thai tapas restaurants group Koh. The Company has also conducted advisory work for a wide range of consumer brand, hospitality and renewable energy businesses.

Marechale Capital continues to grow its Odexia Consumer Brand Fund, which invests in EIS qualifying food, drink and cosmetic growth brands; the Fund has now completed four investments, most recently in the chilled juice brand, Coldpress and the fragrance brand, Connock.

Finally, I am pleased to report that the Company's Capital Reorganisation, which was approved by shareholders in September 2016, has received Court Approval on 28 June 2017, the effect of which is shown in Note 5.

Mark Warde-Norbury
Chairman
26 July 2017

For further information please contact:

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Consolidated Income Statement
13 month period ended 30 April 2017

| | Notes | 13 Months to 30-Apr 2017 (£) | Year ended 31-Mar 2016 (£) | |
|---|-------------------------|---------------------------------------|-------------------------------------|--------|
| Continuing operations | | | | |
| Revenue | 3 | 1,046,895 | 741,680 | |
| Cost of sales | | (267,511) | (295,512) | |
| Gross profit | | 779,384 | 446,168 | |
| Administrative expenses | | (845,473) | (570,972) | |
| Operating (loss) | | (66,089) | (124,804) | |
| Finance Income | | 389 | - | |
| Other gains | | 65,088 | 19,231 | |
| Exceptional gain on dilution of interest in associate | | - | 5,726 | |
| Net loss in respect of associate | | 112 | (106,245) | |
| (Provision for)/ release of project loss in associate | | (77,200) | 115,000 | |
| (Loss) before tax | | (77,700) | (91,092) | |
| Taxation | | - | - | |
| (Loss) for the year on continuing operations | | (77,700) | (91,092) | |
| (Loss) per share | | (Pence) | (Pence) | |
| Basic | - Continuing operations | 4 | (0.13) | (0.16) |
| | - Diluted | 4 | (0.11) | (0.14) |

Consolidated Statement of Comprehensive Income

| | | |
|---|-----------------|-----------------|
| (Loss) for the year | (77,700) | (91,092) |
| Other comprehensive income | | |
| Revaluation of investments | - | 4,191 |
| | - | 4,191 |
| Total recognised comprehensive income/ (loss) (all attributable to owners of the parent) | (77,700) | (86,901) |

Consolidated Balance Sheet
13 month period ended 30 April 2017

| | Notes | 13 Months to 30-Apr 2017 (£) | Year ended 31-Mar 2016 (£) |
|---------------------------|-------|---------------------------------------|-------------------------------------|
| Non current assets | | | |

| | | |
|---|------------------|------------------|
| Investment in associate | 77,187 | 154,275 |
| Current assets | | |
| Available for sale investments | 165,839 | 165,839 |
| Trading investments | 196,888 | 131,800 |
| Trade and other receivables | 221,676 | 518,577 |
| Cash and cash equivalents | 302,375 | 210,490 |
| | <u>886,778</u> | <u>1,026,706</u> |
| Total assets | <u>963,966</u> | <u>1,180,981</u> |
| Current liabilities | | |
| Trade and other payables | (203,350) | (383,376) |
| | <u>(203,350)</u> | <u>(383,376)</u> |
| Total current liabilities | | |
| Net assets | <u>760,615</u> | <u>797,605</u> |
| Equity | | |
| <i>Capital and reserves attributable to equity shareholders</i> | | |
| Share capital | 2,474,308 | 2,474,308 |
| Share premium account | 1,247,379 | 1,247,379 |
| Revaluation reserve | 94,326 | 94,326 |
| Reserve for own shares | (50,254) | (50,254) |
| Retained losses | (3,005,144) | (2,968,154) |
| | <u>760,615</u> | <u>797,605</u> |

These financial statements were approved by the Board of Directors and authorized for issue on 26 July 2017. They were signed on its behalf by:

Mark Warde-Norbury

Chairman

Statement of Changes in Equity
13 month period ended 30 April 2017

| Consolidated | Share capital (£) | Share premium (£) | Revaluation reserve (£) | Reserve for own shares (£) | Retained earnings (£) |
|---|-------------------|-------------------|-------------------------|----------------------------|-----------------------|
| Balance at 31 March 2015 | 2,474,308 | 1,247,379 | 90,135 | (50,254) | (2,911,732) |
| Issue of ordinary share capital | - | - | - | - | - |
| Reserve for share based payments | - | - | - | - | 34,670 |
| Transactions with owners | - | - | - | - | 34,670 |
| Total comprehensive income | | | | | |
| Loss for the financial year | - | - | - | - | (91,092) |
| Revaluation during the financial year | - | - | 4,191 | - | - |
| Total comprehensive income | - | - | 4,191 | - | (91,092) |
| Balance at 31 March 2016 | 2,474,308 | 1,247,379 | 94,326 | (50,254) | (2,968,154) |
| Capital reorganisation | - | - | - | - | - |
| Reserve for share based payments | - | - | - | - | 40,710 |
| Transactions with owners | - | - | - | - | 40,710 |
| Total comprehensive income | | | | | |
| Loss for the financial period | - | - | - | - | (77,700) |
| Revaluation during the financial period | - | - | - | - | - |

| | | | | | |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|
| Total comprehensive income | - | - | - | - | (77,700) |
| Balance at 30 April 2017 | 2,474,308 | 1,247,379 | 94,326 | (50,254) | (3,005,144) |
| Company | | | | | |
| Balance at 31 March 2015 | 2,474,308 | 1,247,379 | 90,135 | (50,254) | (3,051,018) |
| Issue of ordinary share capital | - | - | - | - | - |
| Reserve for share based payments | - | - | - | - | 34,670 |
| Transactions with owners | - | - | - | - | 34,670 |
| Total comprehensive income | - | - | - | - | (105,573) |
| Loss for the financial year | - | - | - | - | (105,573) |
| Revaluation during the financial year | - | - | 4,191 | - | - |
| Total comprehensive income | - | - | 4,191 | - | (105,573) |
| Balance at 31st March 2016 | 2,474,308 | 1,247,379 | 94,326 | (50,254) | (3,121,921) |
| Capital reorganisation | - | - | - | - | - |
| Reserve for share based payments | - | - | - | - | 40,710 |
| Transactions with owners | - | - | - | - | 40,710 |
| Total comprehensive income | - | - | - | - | (611) |
| Loss for the financial period | - | - | - | - | (611) |
| Revaluation during the financial period | - | - | - | - | - |
| Total comprehensive income | - | - | - | - | (611) |
| Balance at 30 April 2017 | 2,474,308 | 1,247,379 | 94,326 | (50,254) | (3,081,823) |
| Retained losses consist of: | | Group | Group | Company | Company |
| | | 2017 | 2016 | 2017 | 2016 |
| | | (£) | (£) | (£) | (£) |
| Retained profits/ (losses) | (3,089,598) | (3,011,899) | (3,166,278) | (3,165,667) | |
| Reserve for share based payments | 84,454 | 43,745 | 84,455 | 43,746 | |
| | (3,005,144) | (2,968,154) | (3,081,823) | (3,121,921) | |

Consolidated Cash Flow Statement 13 month period ended 30 April 2017

| | 13 Months to 30-Apr 2017 (£) | Year ended 31-Mar 2016 (£) |
|---|---------------------------------------|-------------------------------------|
| Net cash from operating activities | | |
| Continuing operations: Operating (loss) | (66,089) | (124,804) |
| Provision for share based payments | 40,710 | 34,670 |
| Operating cash flows before movements in working capital | (25,379) | (90,134) |
| Movement in working capital | | |
| Decrease/ (increase) in receivables | 296,901 | (27,469) |
| (Decrease)/ increase in payables | (180,026) | 27,333 |
| Tax refund | - | - |
| Operating cash flow | 91,496 | (90,270) |
| Investment activities | | |
| Interest receivable | 389 | - |
| Proceeds on disposal of trading investments | - | 15,685 |
| Proceeds on disposal of available for sale investments | - | - |
| Expenditure on available for sale investments | - | (9,989) |
| Cash flow from investing activities | 389 | 5,696 |

| | | |
|--|---------|----------|
| Financing | | |
| Issue of share capital | - | - |
| Cash flow from financing activities | - | - |
| Net increase/ (decrease) in cash and cash equivalents | 91,885 | (84,574) |
| Cash and cash equivalents at start of the financial year | 210,490 | 295,064 |
| Cash and cash equivalents at end of the financial year | 302,375 | 210,490 |
| Increase/ (decrease) in cash and cash equivalents | 91,885 | (84,574) |

Notes to the financial statements

13 month period ended 30 April 2017

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. Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union, IFRS Interpretations Committee ('IFRS IC') interpretations and the Companies Act 2006 applicable to companies reporting under IFRS.

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

3. 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.

| | 2017 (£) | 2016 (£) |
|--|-------------|-------------|
| Broking commissions and fees earned from corporate finance | 1,046,895 | 741,680 |

4. Earnings per share

| | Earnings (£) | Earnings (£) |
|---|-------------------|-------------------|
| Based on a (loss) of | (77,700) | (91,092) |
| | No. shares | No. shares |
| 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 | 69,073,178 | 63,737,672 |

5. Capital Reorganisation

On 28 June 2017, the High Court of Justice, Chancery Division, Companies Court, approved a capital reorganisation:

1. Cancellation of 0.2p per share of the ordinary shares, previously of 1p nominal value
2. Cancellation of the Deferred Shares
3. Cancellation of the Share Premium Account

The effect of the above on the 30 April 2017 Company Balance Sheet is shown below

| | | At 30 April 2017 | Capital Re- organisation | Post Capital Reorganisation |
|---|-----------------|---------------------|-----------------------------|--------------------------------|
| Equity | | | | |
| <i>Capital and reserves attributable to equity shareholders</i> | | | | |
| Share capital | Order #1 and #2 | 2,474,308 | (2,012,859) | 461,449 |
| Share premium account | Order #3 | 1,247,379 | (1,247,379) | - |
| Revaluation reserve | | 94,326 | - | 94,326 |
| Reserve for own shares | | (50,254) | - | (50,254) |
| Reserve for own share based payments | | 84,455 | - | 84,455 |
| Retained losses | | (3,166,278) | 3,260,238 | 93,960 |
| | | 683,936 | - | 683,936 |

6. Other matters and Market Abuse Regulation (MAR) Disclosure

The financial information for the year ended 30 April 2017 set out in this announcement does not constitute statutory financial statement, as defined in section 434 of the Companies Act 2006, but is based on the statutory financial statements for the year then ended. Those financial statements, upon which the auditors have issued an unqualified opinion, will be delivered to the Registrar of Companies.

Copies of the Company's full audited Annual Report and Financial Statements for the year ended 30 April 2017 will be sent to shareholders in due course and will be available on the Company's website: www.marechalecapital.com.

Certain information contained in this announcement would have been deemed inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 until the release of this announcement.