MARECHALE CAPITAL

MARECHALE CAPITAL PLC
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018

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

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Marechale Capital plc

("Marechale" or the "Company")

Consolidated Financial Statements for the year ended 30 April 2018

Marechale is pleased to announce its final results for the year ended 30 April 2018.

Chairman's Statement

Marechale Capital's revenues for the year of £675,000 (2017, 13 months, £1,047,000) are significantly down on last year resulting in a lower gross profit of £595,000 (2017 £779,000). The drop in revenues can be partially explained by a delay in closing a number of projects but is more a reflection of the wider market where investor appetite is subdued and transactions are generally taking longer to complete.

However, administrative expenses have also reduced to £611,000 (2017, 13 months, £845,000), which reflects necessary cost reductions. The net effect is an operating loss of £17,000 (2017: £66,000 loss).

Investments in two client companies have had to be written down resulting in losses of £118,500 (compared to gains of £65,000 in 2017). 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 IAS39.

The 12 month figures include a £59,600 write down (2017: £77,200 write down) 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 for the year before tax of £198,000 (2017 Loss of £78,000).

The balance sheet value has reduced during the year to £465,000 (2017 £761,000) which is 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, with the cumulative write down reflecting potential project losses and which now represents the proportion of readily realisable assets, i.e. cash, that the Company's shareholding represents. As previously announced it has been a challenging time for Northfield owing to the changes in the renewable energy fiscal regime and the impracticalities at the present time of integrating new renewable schemes into the UK's traditional energy infrastructure. There is now just the one solar site for which planning permission has been granted, and it is unlikely that it will be possible to realise value for shareholders from this site.

The Company successfully completed a number of leisure deals for clients during the year, including the acquisition of the Burgh Island Hotel for a syndicate of investors. Funding has also been raised for existing clients including the Odexia Consumer Brand EIS Fund, the East Anglia based luxury inn group Chestnut Inns, and leading biogas operator Future Biogas. Growth capital funding was completed for national brewpub business Brewhouse & Kitchen, drinks brand Coldpress and the Norwegian distillery OHD. Additionally, the Company has conducted advisory work for a wide range of consumer brand, hospitality and renewable energy businesses. Further information is available on the Marechale website.

Since the year end the Company has been pleased to announce the sale of two of its investee renewable projects, both generating strong returns for its investor group. The first, Egmere and Grange Park anaerobic digestion plants operated by Future Biogas, sold to John Lang Environmental Assets Group generating a returns (including tax relief) of 2.0x and 2.2x respectively, and the second, the successful sale of West Country Renewables to Community Power Cornwall, generated a return of 2.0x (including tax relief) for its investors. Marechale was also pleased to have been [associated with/ advised on?] the sale of The Inn Collection Group to Alchemy Partners which generated a multiple return for investors.

Despite these completed projects, it has been a disappointing financial year for the Company and the Board of Marechale Capital continue to consider its future strategy.

Mark Warde-Norbury
Chairman

21 August 2018

Companies traded on AIM are not required to adopt the UK Governance Code. However, the Directors of Marechale Capital are committed to high standards of corporate governance and have adopted the QCA Corporate Governance Code.

Board of Directors

The Board of Directors is responsible for Corporate Governance and consists of the three Executive and one Non-Executive Directors whose roles are listed on the Group Information page. The Non-Executive Director's 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 Director and the Chairman 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 five members of staff, of whom three are the Executive Directors, plus one Non-Executive Director, 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 Director and the Chairman, 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. The Company does not benefit from reliable repetitive income, and instead relies on deal-driven transactions whose timing is very difficult to predict accurately. Whilst the Directors are confident that they will generate enough income on an annual basis in order to continue as a going concern, they have 'alternative strategies' in place with creditors, should the need arise to overcome any potential short-term cash flow shortage. The Directors are also confident that they could raise sufficient funds through the issue of further equity in the market should the need arise. Accordingly, the Directors have determined to prepare the Accounts on a Going Concern basis.

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.

Principal Activity

The Company provides advice and broking services to companies.

Review of the Business – please note that 2017's figures cover a 13 month period

The Directors are disappointed to report:

- a 35% reduction in revenues from £1,047,000 to £675,000,
- a 24% reduction in gross profit – revenue less commissions paid to 3rd party IFA's - from £779,400 to £595,000,
- a 14% increase in gross profit % from 74% to 88%.

	2018	2017
• Administrative expenses	£671,000	£765,000
Profit share	£ 25,000	£ 80,000
Share based payments credit	(£ 84,000)	£0
Total administrative expenses	£612,000	£845,000

Operating losses reduced from £66,000 to £17,000.

The Directors' dual strategies of obtaining warrants in addition to cash commissions, and of investments in client companies is a long-term activity which generally has been positive. However, in 2018 the Company incurred unrealised Other Losses of £118,500 (2017 - Gain: £65,000) largely relating to disappointing results in a single investee company in the renewables market

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 loss of £59,600 due to a provision for a project loss (2017: loss of £77,000).

The net effect of the above delivered a loss before tax of £198,500 (2017: Loss £77,000).

Position at 30 April 2018

The Balance Sheet at 30 April 2018 is set out on page 18.

The value of the Company's investment in its Associate Company, Northfield (referred to above) has reduced by £59,600 (2017: reduced by £77,000) using the Equity Method of accounting.

Position at 30 April 2018 (continued)

The value of ‘available for sale investments’ has increased by £9,000 being an investment of £21,000 offset by a £12,000 write down.

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 reduced by £118,500 (£2107: increased by £65,000) to £78,400, as described above.

Trade and other receivables have reduced by £20,500.

Cash and cash equivalents have reduced by £184,000 (2017: increased by 92,000) more fully described in the Consolidated Cash Flow Statement.

Trade and other payables decreased by £82,000 (2017: £161,000) reflecting payment of liabilities from April 2017 of obligations incurred with fund-raisings driven by HMRC’s EIS annual deadline.

Net assets at 30 April 2018 stood at £465,000 compared to £761,000 at 31 April 2017, reflecting both the modest Operating Losses and the write down of the fair value of equity investments and warrants, and the provision for project loss in Northfield.

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. There are clearly macro-economic risks associated with ‘Brexit’.

On behalf of the Board

Mark Warde-Norbury
Chairman

21 August 2018

The Directors present their report together with the audited financial statements of the Group for the year ended 30 April 2018.

Results, Dividends and Key Performance Indicators (‘KPI’s’)

The Directors do not recommend the payment of a dividend for the current year (2017: £nil).

Directors

The Directors who held office since 1 April 2017 were:

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

Directors' Interests

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

New Ordinary shares of 0.8p each	**At 30 April 2018**	**At 30 April 2017**
Mark Warde–Norbury	11,282,902-19.6%	11,282,902-19.6%
Lord Flight	388,060 – 0.7%	638,060 – 0.7%
Patrick Booth-Clibborn	8,244,74 – 14.3%	8,244,740 – 14.3%
Jeremy Stephenson	400,000 – 0.7%	-

Options on 0.8p Ordinary Shares		
Mark Warde–Norbury	-	1,153,623 – 2%
Lord Flight	-	-
Patrick Booth-Clibborn	-	9,228,984 – 16%
Jeremy Stephenson	-	1,153,623 – 2%

On 28 June 2017, the Company received Court approval for a Capital Reorganisation, more fully explained in the Statement of Changes in Equity below, and in Note 18, whose terms have been reflected in the Balance Sheet at 30 April 2018. The Capital Reorganisation included cancellation of 100% of the 190 million 1p Deferred Shares, 45 million of which had been held by the Directors.

On 27 April 2018 the Directors agreed to forfeit all their options because the strike price was considered unachievable.

The remuneration of the Directors was as follows:

	30 April 2018 (12 months) £	**30 April 2017 (13 months) £**
Mark Warde–Norbury	30,000	32,500
Lord Flight *	8,500	9,200
Patrick Booth-Clibborn	205,000	263,000
Jeremy Stephenson	120,000	130,000

* 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 bonus scheme which takes into account both profitability and other performance factors as determined by the Remuneration Committee. In the above table Mr Warde-Norbury has benefitted from £nil (2017: £nil) profit share, Mr Booth-Clibborn £25,000 (2017: £68,000), and Mr Stephenson £nil (2017: £nil).

Substantial Shareholders

As at 23 July 2018 (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):

3% or more shareholders (excluding Directors)	***No. shares***	***%***
Mr L Hogan	2,540,772	4.4%
Mr D Smith	2,061,607	3.6%

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 adequate 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.

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 the Auditors

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

21 August 2018

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

MARECHALE CAPITAL PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARECHALE CAPITAL PLC

Opinion

We have audited the financial statements of Marechale Capital Plc for the year ended 30 April 2018, which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Cash Flow Statements, and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Group and Parent Company's affairs as at 30 April 2018 and of the Group's loss for the year end then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, 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 Group and 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.

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Our assessment of risks of material misstatements

We identified the following risks of material misstatement that we believe had the greatest impact on our overall audit strategy and scope, the allocation of resources in the audit, and directing the efforts of the team. This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
Management override of controls Management override of controls is deemed to be a significant risk in accordance with ISAs (UK) and presents the risk that management or those charged with governance could override the internal controls of the company in preparing the financial statements resulting in a material misstatement.	We reviewed journals and cash transactions to identify any unusual or exceptional transactions. We investigated and tested a sample of items to ensure that amounts paid during the year related to business expenses and that transactions were appropriate. We also evaluated whether there was evidence of bias by the directors that represented a risk of material misstatement of fraud. On the basis of our testing performed, we are satisfied that there were no instances of management override of controls.
Valuation of investments The company holds both equity and derivative investments in early stage growth companies. The valuation of these investments has an impact on several areas of the financial statements and there is therefore a risk that the value of the investments held at year-end may be misstated.	We considered the Directors approach to valuing the investments and considered whether it was appropriate based on the available information for the investments. We reviewed revaluations of investments in the year to ensure that these were based on information which is considered to be a reliable estimate in accordance with the Company's accounting policy and the accounting standards. Where the Directors do not believe a reliable estimate may be made for the fair value of the investments we considered whether an alternative approach was available. We were satisfied with the Directors' approach and these items were therefore held at cost less any impairment. The results of our testing did not indicate any material misstatement in investment valuations included in the financial statements

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

Key audit matter	How our audit addressed the key audit matter
Share Capital Redemption There is a risk that the share redemption in the year was not completed in accordance with the laws and regulations and further may not have been accounted for correctly.	We reviewed this accounting treatment and the legal documentation required to be filed with the Registrar of Companies. No issues were noted and the accounting was considered appropriate.
Revenue Recognition There is a risk that revenue is recognised on an inappropriate basis; meaning incorrect calculations of income being made.	We obtained a list of all engagements present in the year and selected a sample to test substantively. This included reviewing the stage of completion of each engagement tested and assessing whether the correct amount of revenue had been recognised and that it was recognised within the correct period. We also reviewed cut off procedures around the year-end to gain comfort that the revenue has been recognised in the correct period. We did not identify any issues from the testing we performed.
Valuation of Share Based Payments There is a risk that share based payments will not be recognised at fair value which would lead to potentially understated expenditure.	We were provided with details of the various discussions held by option holders during the year and it was confirmed that they had forfeited their share options prior to the year end. Signed forfeiture letters were provided supporting this. We considered the appropriate treatment for the forfeiture and considered the financial statements correctly reflected this as a credit to the income statement for the total historical share based payment charge.

Our application of materiality

The scope and focus of our audit was influenced by our assessment and application of materiality. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements.

We define financial statement materiality as the magnitude by which misstatements, including omissions, could influence the economic decisions taken on the basis of the financial statements by reasonable users.

We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Overall materiality:	We determined materiality for the financial statements as a whole to be £14,200.
How we determined it:	Based on the main key indicators, being revenue, Gross and Net assets at 30 April 2018 and losses before tax.
Rationale for benchmarks applied:	We believe that these benchmarks are appropriate due to the status of the company and the nature of its activities.
Performance materiality:	On the basis of our risk assessment, together with our assessment of the company's control environment, our judgement is that performance materiality for the financial statements should be 75% of materiality, amounting to £10,650.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account an understanding of the structure of the company, its activities, the accounting processes and controls, and the industry in which they operate. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement. During the audit we reassessed and re-evaluated audit risks and tailored our approach accordingly.

The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risk.

We communicated with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings, including any significant deficiencies in internal control that we identify during the audit.

Other information

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 strategic report or 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 by the Company, 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.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, 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.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with part 3 of Chapter 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.

Daniel Hutson (Senior Statutory Auditor)

For and on behalf of UHY Hacker Young

Chartered Accountants

Statutory Auditor

Quadrant House

4 Thomas More Square

London

E1W 1YW

21 August 2018

Marechale Capital Plc

Consolidated Income Statement
Year ended 30 April 2018 (13 Months ended 30 April 2017)

	Notes	Year ended 30-Apr 2018 (£)	13 Months to 30-Apr 2017 (£)
Continuing operations			
Revenue	4	674,756	1,046,895
Cost of sales		(79,721)	(267,511)
Gross profit		595,035	779,384
Administrative expenses		(611,813)	(845,473)
Operating loss	5	(16,778)	(66,089)
Finance (Expense)/Income	6	(21)	389
Other (losses)/gains	7	(118,500)	65,088
Net (loss)/ profit in respect of associate	12b	(3,549)	112
Provision for project loss in associate	12c	(59,600)	(77,200)
Loss before tax		(198,448)	(77,700)
Taxation	8	-	-
Loss for the year on continuing operations		(198,448)	(77,700)
Loss per share		**(Pence)**	**(Pence)**
Basic - Continuing operations	10	(0.34)	(0.13)
- Diluted	10	(0.34)	(0.11)

Consolidated Statement of Comprehensive Income

Loss for the year		(198,448)	(77,700)
Other comprehensive income			
Revaluation of investments		(12,500)	-
		(12,500)	-
Total recognised comprehensive loss (all attributable to owners of the parent)		(210,948)	(77,700)

Marechale Capital Plc

Consolidated Balance Sheet
As at 30 April 2018

	Notes	Year ended 30-Apr 2018 (£)	13 Months to 30-Apr 2017 (£)
Non current assets			
Investment in associate	12a	14,038	77,187
Current assets			
Available for sale investments	13	174,619	165,839
Trading investments	14	78,388	196,888
Trade and other receivables	15	201,174	221,676
Cash and cash equivalents	16	118,340	302,375
		572,521	886,778
Total assets		586,558	963,966
Current liabilities			
Trade and other payables	17	(121,344)	(203,350)
Total current liabilities		(121,344)	(203,350)
Net assets		465,215	760,615
Equity			
Capital and reserves attributable to equity shareholders			
Share capital	18	461,449	2,474,308
Share premium account	18	-	1,247,379
Revaluation reserve		81,826	94,326
Reserve for own shares		(50,254)	(50,254)
Retained losses		(27,806)	(3,005,144)
		465,215	760,615

The financial statements were approved by the Board of Directors and authorised for issue on 21 August 2018.
They were signed on its behalf by:

Mark Warde-Norbury
Director

Company No: **03515836**

Marechale Capital Plc
Company Balance Sheet
As at 30 April 2018

	Notes	Year ended 30-Apr 2018 (£)	13 Months to 30-Apr 2017 (£)
Non current assets			
Investments	12	508	508
Current assets			
Available for sale investments	13	174,619	165,839
Trading investments	14	78,388	196,888
Trade and other receivables	15	201,174	221,676
Cash and cash equivalents	16	118,340	302,375
		572,521	886,779
Total assets		573,029	887,287
Current liabilities			
Trade and other payables	17	(121,344)	(203,350)
Total current liabilities		(121,344)	(203,350)
Net assets		451,685	683,936
Equity			
Capital and reserves attributable to equity shareholders			
Share capital	18	461,449	2,474,308
Share premium account	18	-	1,247,379
Revaluation reserve		81,826	94,326
Reserve for own shares		(50,254)	(50,254)
Retained losses		(41,336)	(3,081,823)
		451,685	683,936

The financial statements were approved by the Board of Directors and authorised for issue on 21 August 2018.
They were signed on its behalf by:

Mark Warde-Norbury
Director

Company No: **03515836**

Marechale Capital Plc
Statement of Changes in Equity
Year ended 30 April 2018 (13 months ended 30 April 2017)

Consolidated	Share capital (£)	Share premium (£)	Revaluation reserve (£)	Reserve for own shares (£)	Retained earnings (£)
Balance at 31 March 2016	**2,474,308**	**1,247,379**	**94,326**	**(50,254)**	**(2,968,154)**
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)**
Capital reduction	(2,012,859)	(1,247,379)	-	-	3,260,238
Reserve for share based payments	-	-	-	-	(84,453)
Transactions with owners	(2,012,859)	(1,247,379)	-	-	3,175,786
Total comprehensive income					
Loss for the financial period	-	-	-	-	(198,448)
Revaluation during the financial period	-	-	(12,500)	-	-
Total comprehensive income	-	-	(12,500)	-	(198,448)
Balance at 30 April 2018	**461,449**	-	**81,826**	**(50,254)**	**(27,806)**
Company					
Balance at 31 March 2016	**2,474,308**	**1,247,379**	**94,326**	**(50,254)**	**(3,121,921)**
Reserve for share based payments	-	-	-	-	40,710
Transactions with owners	-	-	-	-	40,710
Total comprehensive income					
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)**
Capital reduction	(2,012,859)	(1,247,379)	-	-	3,260,238
Reserve for share based payments	-	-	-	-	(84,453)
Transactions with owners	(2,012,859)	(1,247,379)	-	-	3,175,786
Total comprehensive income					
Loss for the financial period	-	-	-	-	(135,299)
Revaluation during the financial period	-	-	(12,500)	-	-
Total comprehensive income	-	-	(12,500)	-	(135,299)
Balance at 30 April 2018	**461,449**	-	**81,826**	**(50,254)**	**(41,336)**

Retained losses consist of:	Group 2018 (£)	Group 2017 (£)	Company 2018 (£)	Company 2017 (£)
Retained profits/ (losses)	(27,806)	(3,089,601)	(41,336)	(3,166,280)
Reserve for share based payments	-	84,453	-	84,453
	(27,806)	**(3,005,144)**	**(41,336)**	**(3,081,823)**

Marechale Capital Plc
Consolidated Cash Flow Statement
Year ended 30 April 2018 (13 months ended 30 April 2017)

	Note	Year ended 30-Apr 2018 (£)	13 months 30-Apr 2017 (£)
Net cash from operating activities			
Loss before tax		(198,448)	(77,700)
(Reversal of)/ provision for share based payments		(84,453)	40,710
Reverse unrealised losses/ (gains) on trading investments		118,500	(65,088)
Reverse loss/ (gain) in Associate Company		3,549	(112)
Reverse provsion for losses in Associate Company		59,600	77,200
Reverse net interest expense/ (income)		21	(389)
Operating cash flows before movements in working capital		(101,231)	(25,379)
Movement in working capital			
Decrease in receivables		20,502	296,901
Decrease in payables		(81,914)	(180,026)
Tax paid		(93)	-
		(61,504)	116,875
Operating cash flow		(162,735)	91,496
Investment activities			
Interest receivable		113	389
Expenditure on available for sale investments		(21,280)	-
Cash flow from investing activities		(21,167)	389
Financing			
Interest payable		134	
Cash flow from financing activities		134	-
Net (decrease)/ increase in cash and cash equivalents		(184,036)	91,885
Cash and cash equivalents at start of the financial year		302,375	210,490
Cash and cash equivalents at end of the financial year	16	118,340	302,375
(Decrease)/ increase in cash and cash equivalents		(184,036)	91,885

Marechale Capital Plc
Company Cash Flow Statement
Year ended 30 April 2018 (13 months ended 30 April 2017)

	Note	Year ended 30-Apr 2018 (£)	13 months 30-Apr 2017 (£)
Net cash from operating activities			
Loss before tax		(135,299)	(611)
(Reversal of)/ provision for share based payments		(84,453)	40,710
Reverse unrealised losses/ (gains) on trading investments		118,500	(65,088)
Reverse net interest expense/ (income)		21	(389)
Operating cash flows before movements in working capital		(101,231)	(25,379)
Movement in working capital			
Decrease in receivables		20,502	296,901
Decrease in payables		(81,914)	(180,026)
Tax paid		(93)	-
		(61,504)	116,875
Operating cash flow		(162,735)	91,496
Investment activities			
Interest receivable		113	389
Expenditure on available for sale investments		(21,280)	-
Cash flow from investing activities		(21,167)	389
Financing			
Interest payable		134	-
Cash flow from financing activities		134	-
Net (decrease)/ increase in cash and cash equivalents		(184,036)	91,885
Cash and cash equivalents at start of the financial year		302,375	210,490
Cash and cash equivalents at end of the financial year	16	118,340	302,375
(Decrease)/ increase in cash and cash equivalents		(184,036)	91,885

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. 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.
The Company does not benefit from reliable repetitive income, and instead relies on deal-driven transactions whose timing is very difficult to predict accurately. Whilst the Directors are confident that they will generate enough income on an annual basis in order to continue as a going concern, they have ‘alternative strategies’ in place with creditors, should the need arise to overcome any potential short-term cash flow shortage. The Directors are also confident that they could raise sufficient funds through the issue of further equity in the market should the need arise. Accordingly, the Directors have determined to prepare the Accounts on a Going Concern basis.

b. Basis of accounting
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, 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.

c. 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.

d. 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 amortised cost.

2. Significant accounting policies (continued)

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 amortised cost.

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.

e. 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.

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

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

h. 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 effects 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.

2. Significant accounting policies (continued)

i. 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.

j. 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.

k. 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.

l. 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.

m. 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. Accounting Standards issued but not yet effective.
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.

Subject	**Effective date, periods beginning:**
IFRS 9 Financial Instruments (2014)	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018
IFRS 16 Leases and Service Contracts	1 January 2019

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

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.

	2018 (£)	2017 (£)
Broking commissions and fees earned from corporate finance	674,756	1,046,895

5. Operating loss for the year has been arrived at after charging:

	2018 (£)	2017 (£)
Operating lease rentals	66,455	69,572
Staff costs (Note 9)	454,097	540,317
Auditors' remuneration for audit services	9,450	9,450

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

		2018 (£)	2017 (£)
Auditors' remuneration:	- for non audit taxation	1,500	1,500
	- for non audit other	-	-

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	2.6p - 2.75p	5 years from vesting	1/3rd/year on anniversary date when
Sep-15	5,768,115	17-Sep-15	2.50p	5 years from vesting	beneficiary must remain employed.
Sep-16	5,768,115	14-Sep-16	2.6p	5 years from vesting	
Sep-17	5,768,115	13-Sep-17	None issued	5 years from vesting	

The number and weighted average exercise prices ('WAEP') of the above plans are as follows:

	2018 Number	2018 'WAEP	2017 Number	2017 'WAEP
Outstanding at start of the financial period	12,113,042	2.58p	10,382,607	2.55p
Granted during the period	-		1,730,435	2.75p
Forfeited within the period	(12,113,042)	-2.58p	-	
Outstanding and exercisable at end of the financial period	-		12,113,042	2.58p

The options forfeited in 2018 generated a credit of £84,453 (2017: £40,710 - cost).
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 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 dates of grant.
The risk free rate has been taken as 4%.

For the purpose of calculating diluted earnings per share, see Note 10 below, 2018's options have been forfeited, accordingly there are no dilutive instruments to include. For 2017's calculation options have been treated to become vested unless cancelled due to an employee leaving the Company.

6. Finance Income

	2018	2017
Bank interest receivable	113	389
Other interest paid	(134)	-
Net Finance (Expense)/Income	(21)	389

7. Other gains and losses

	2018	2017
Unrealised (loss)/ gain on trading investments	(118,500)	65,088
	(118,500)	65,088

8. Tax	**2018 (£)**	**2017 (£)**
The tax charge comprises:		
Mainstream UK corporation tax deriving from profits for the prior financial year	-	-
Total current tax	-	-
Deferred tax		
Charge in respect of timing differences	-	-
Total deferred tax	-	-
Total tax on (loss) from ordinary activities	-	-

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

Tax of 19% (2017: 20%) to the loss before tax for the reasons set out in the reconciliations below:

	2018 (£)	2017 (£)
(Loss) per financial information	(198,448)	(77,700)
Unrealised losses/ (gains) on trading investments	118,500	(65,088)
Disallowed items	(68,409)	73,495
Losses carried forward/ (used)	148,357	69,293
Taxable profit	-	-
Tax at 19% (2017: 20%)	-	-
Tax expense for the period	-	-

The Group had trading losses available to carry forward at 30 April 2018 of approximately £3.3m (2017: £3.2m). No deferred tax has been recognised in respect of the accumulated loss as there was insufficient evidence available as to the timing of any future recovery.

9. Staff costs	**2018 (£)**	**2017 (£)**
Continuing operations		
Wages and salaries	403,500	484,208
Social security costs	50,597	56,108
Pension costs	-	-
	454,097	540,317
Directors' emoluments		
The emoluments of the highest paid Director were:	205,000	273,000
The aggregate Directors' remuneration was:	363,500	459,000

The Group does not operate any form of pension scheme.

Average number of employees for continuing operations:	**Number**	**Number**
Executive and Non-Executive Directors	4	4
Staff	2	2
	6	6

10. Earnings per share	**Earnings (£)**	**Earnings (£)**
Based on a loss of	(198,448)	(77,700)
	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 - see also Note 5	57,681,151	69,073,178

11. Parent Company Income Statement

The Parent Company generated a loss for the period ended 30 April 2018 of £135,300 (2016: loss of £611) per the 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

Cost	**(£)**
At 1 April 2016	287,861
Additions	-
At 30 April 2017	287,861
Additions	-
At 30 April 2018	287,861
Provision for impairment	
At 1 April 2016	287,353
Provision in the year	-
At 30 April 2017	287,353
Provision in the period	-
At 30 April 2018	287,353
Net book value at 1 April 2016	**508**
Net book value at 30 April 2017	**508**
Net book value at 30 April 2018	**508**

The Company's directly held subsidiary undertaking as at 30 April 2018 was:

Subsidiary undertaking	*Principal Activity*	*Country of Incorporation*	*Percentage of ordinary share capital held*
Marechale Limited	Dormant	England	100%
Associate Company			
Northfield UK Solar Ltd ('NUKS')	Solar development	England	25.2%

12a. Investment in associate

The Group has a 25.2% (2016: 25.2%) interest in NUKS which is involved in the development, prior to construction, of solar PV sites in the UK. NUKS was establshed 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:

	2018 (£)	**2017 (£)**
Current assets	599,471	616,463
Current liabilities	(903)	(3,813)
Net Assets	**598,568**	**612,650**
Share capital	**2,009**	2,009
Share premium	**1,221,467**	1,221,467
Reserves	**(624,907)**	(610,825)
Shareholders' funds	**598,568**	**612,650**
Proportion of the Group's ownership	25.20%	25.20%
Carrying amount of the investment (before provision for loss on project)	**150,838**	**154,387**
Provision for loss on project - see Note 12c	(136,800)	(77,200)
Carrying amount of the investment	**14,038**	**77,187**

12b. Net profit/ (loss) in respect of associate	**2018 (£)**	**2017 (£)**
Revenue	-	15,538
Cost of sales - see Note 12c	-	-
Administrative expenses	(14,082)	(15,093)
(Loss)/ profit before tax	(14,082)	445
Taxation	-	-
(Loss)/ profit for the period	**(14,082)**	**445**
Group's share of (loss)/profit for the period	(3,549)	112

12c. Provision for project loss in associate

NUKS has one development site remaining with a carrying value of £544,000 (2017: £555,000) which the Company has tried, and failed, several times to monetise, the uncertainty about the UK Government's feed-in subsidy has made buyers very wary of commitment. In view of this uncertainty, Marechale Capital's Directors have determined to write down the investment to the Company's pro-rata share of the cash in NUKS Balance Sheet leading to a provision £59,600 (2017: £77,200).

	Group 2018 (£)	**Group 2017 (£)**	**Company 2018 (£)**	**Company 2017 (£)**
13. Available for sale investments				
Quoted investments	225	225	225	225
Unquoted investments	174,394	165,614	174,394	165,614
	174,619	165,839	174,619	165,839

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.

14. Trading investments	**(£)**	**(£)**	**(£)**	**(£)**
Unquoted options and warrants	78,388	196,888	78,388	196,888
	78,388	196,888	78,388	196,888

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.

15. Trade and other receivables	**Group 2018 (£)**	**Group 2017 (£)**	**Company 2018 (£)**	**Company 2017 (£)**
Trade receivables	70,322	171,329	70,322	171,329
Other receivables	112,566	30,500	112,566	30,500
Prepayments and accrued income	18,286	19,847	18,286	19,847
	201,174	221,676	201,174	221,676

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.

16. Cash and cash equivalents	**(£)**	**(£)**	**(£)**	**(£)**
Cash held directly at UK Clearing Banks	118,340	302,375	118,340	302,375
	118,340	302,375	118,340	302,375

17. Trade and other payables	**Group 2018 (£)**	**Group 2017 (£)**	**Company 2018**	**Company 2017**
Trade payables	65,745	54,888	65,745	54,888
Other payables and accruals	40,179	118,548	40,179	118,548
Taxes and social security	15,420	29,914	15,420	29,914
	121,344	203,350	121,344	203,350

18. Share capital

New Ordinary shares of 0.8p	**Ordinary shares (number)**	**Issued share capital (£)**	**Share premium account (£)**
Issued at 30 April 2017, Ordinary shares of 1p	**57,681,151**	576,812	1,247,379
Effect of Capital Reorganisation 28 June 2017 - see Note 22 below:			
Reduction in nominal value/share of 0.2p		(115,363)	
Cancellation of the Share Premium Account			(1,247,379)
Issued at 30 April 2018, Ordinary shares of 0.8p	**57,681,151**	**461,449**	**0**

Deferred shares of 1p	**Deferred shares (number)**	**Issued share capital (£)**	**Share premium (£)**
Issued at 30 April 2017, Ordinary shares of 1p	189,749,640	1,897,496	-
Effect of Capital Reorganisation 28 June 2017 - see Note 22 below:			
Cancellation of Deferred Shares	(189,749,640)	(1,897,496)	
Issued at 30 April 2018, Ordinary shares of 0.8p	**0**	**0**	-

Total nominal value of shares in issue, including Deferred Shares in 2017

Issued at 30 April 2017, Ordinary shares of 1p	**2,474,308**	**1,247,379**
Issued at 30 April 2018, Ordinary shares of 0.8p	**461,449**	-

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:

	2018 (£)	**2017 (£)**
Leasehold Property		
Within one year	73,080	66,916
	73,080	66,916
Other Assets		
Within one year	1,700	1,700
In the second to fifth year (inclusive)	2,550	4,250
	4,250	5,950

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 £465,000 (2017: £760,000) 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 (£44,000), which it met at 30 April 2018 and 2017.

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 30 April 2019: nonetheless, at 30 April 2018, the Group held cash reserves equivalent to approximately two 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% (2017: 70,000, 8.3 %) in WCR at 30 April 2018, WCR is a related party through common directorship of Patrick Booth-Clibborn, a director of the Group.
The Group charged WCR £nil for other services during the period ended 30 April 2018 (2017: £nil)
At 30 April 2018 WCR owed the Group £nil (2017: £nil)

Northfield UK Solar Ltd ('NUKS')
The Group owned 506,250 shares, 25.2% (2017: 25.2%) in NUKS at 30 April 2018, NUKS is a related party through common directorship of Mark Warde-Norbury, a director of the Group.
The Group charged NUKS £7,800 for other services during the period ended 30 April 2018 (2017: £14,500).
At 30 April 2018 NUKS owed the Group £nil (2017: £nil).

Directors

Mark Warde-Norbury
During the year, loans of £10,000 (2017: £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 (2017: £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, Shand FD Ltd ('Shand') whose remuneration was £24,259 (2017: £29,686). The group owed Shand £2,195 at 30 April 2018 (2017: £4,658).

22. 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				
Capital and reserves attributable to equity shareholders				
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		81,826	-	81,826
Reserve for own shares		(50,254)	-	(50,254)
Retained losses		(3,089,601)	3,260,238	170,637
		663,658	-	663,658

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all your ordinary shares in Marechale Capital plc, you should pass this document and the accompanying Form of Proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING
MARECHALE CAPITAL PLC
(Incorporated in England and Wales with registered number 3515836)

NOTICE IS HEREBY GIVEN that the EIGHTEENTH ANNUAL GENERAL MEETING of Marechale Capital plc (the "Company") will be held at 46 New Broad St., London EC2M 1 JH on Thursday 4 October 2018 at 11:00 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions numbered 1 to 3 and 5 will be proposed as Ordinary Resolutions and resolution number 4 will be proposed as a Special Resolution.

Ordinary Business

1. THAT the financial statements for the year ended 30 April 2018 and the Reports of the Directors and Auditors thereon, as set out in the Annual Report and Accounts, be received.

2a. THAT Mr Booth-Clibborn, who is retiring in accordance with Article 97 of the Company's Articles of Association, be re-elected as a director of the Company.

2b. THAT Lord Flight, of Worcester, who is retiring in accordance with Article 97 of the Company's Articles of Association, be re-elected as a director of the Company.

3. THAT Messrs UHY Hacker Young LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and that their remuneration be fixed by the directors of the Company from time to time.

Special Business

4. THAT the directors of the Company from time to time be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security, into shares in the Company ("Rights") provided that this authority shall be limited to the allotment of 19,000,000 shares, or the grant of Rights up to an aggregate nominal amount of £152,000, being approximately one third of the issued share capital and unless previously renewed, revoked, varied or extended by the Company in general meeting, this authority shall expire at the earlier of the date which is 12 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted (or Rights granted) after such expiry and the directors may allot shares (or grant Rights) in pursuance of such an offer or agreement as if this authority had not expired.

5. THAT, subject to and conditional upon the passing of Resolution 4 above, the directors of the Company be and are hereby empowered pursuant to section 571(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 6 and/or where such an allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotments provided that the power conferred by this

resolution shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £28,840 and unless previously renewed, revoked, varied or extended by the Company in general meeting, this power shall expire at the earlier of the date which is 12 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

Dated 21 August 2018

By Order of the Board
R E SHAND
Secretary

Registered Office
46 New Broad Street
London
EC2M 1JH

Notes:

1 To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6.00 p.m. on 2 October 2018 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2 A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3 A form of proxy is enclosed with this document. To be valid, it should be lodged with the Company Secretary, Marechale Capital Plc, 46 New Broad Street, London, EC2M 1JH, so as to be received not later than on 2 October 2018 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.

4 As at 20 August 2018 (being the last business day prior to the publication of this notice), the Company's issued share capital was 57,681,151 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 August 2018 were 57,681,151 ordinary shares.

5 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

MARECHALE CAPITAL

6 The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

7 In order to facilitate voting by corporate representatives at the meeting. arrangements will be put in place at the meeting so that (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (b) if more than one corporate representative for the same corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives -www.icsa.com -for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.

8 Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.

MARECHALE CAPITAL PLC

(a company incorporated and registered in England and Wales under the Companies Act 2006 and registered with number 3515836)

FORM OF PROXY

For use at the Annual General Meeting to be held at 11:00 on Thursday 4 October 2018 at 46 New Broad St, London EC2M 1JH

I/We whose name(s) and address(es) is/are shown below, being (a) member(s) of Marechale Capital plc HEREBY APPOINT the Chairman of the Meeting or (see note 2)

(BLOCK CAPITALS)………...

of……

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00 on Thursday 4 October 2018 at 46 New Broad St House, London EC2M 1JH and at any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments made (see note 3).

PLEASE ENTER THE NUMBER OF SHARES in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement……………………………………..(No. of shares)

I/We direct that my/our vote(s) be cast on the resolutions to be considered at the meeting as indicated by an "X" in the appropriate space below. In the absence of any specific direction, my/our proxy may vote or abstain as he/she thinks fit.

Ordinary Resolutions	For	Against	Vote withheld
1 To receive the annual report and accounts for the year ended 30 April 2018			
2a To re-elect Mr Patrick Booth-Clibborn as a director of the company			
2b To re-elect Lord Flight, of Worcester, as a Director of the company			
3 To re-appoint Messrs UHY Hacker young LLP as auditors and authorise the directors to determine their remuneration			
5 To dis-apply statutory pre-emption rights in connection with the allotment of equity securities for cash, subject to passing Resolution #4 below			
Special Resolutions			
4 To grant the directors authority to allot shares in the Company or grant rights to subscribe for, or to convert any security, into shares in the Company			

Signature:………………………………………………………………………Date:……………………………………………

Name:……………………………………………………………………………………………………(in BLOCK CAPITALS)

Address:………………………………………………………………………………………………(in BLOCK CAPITALS)

Address:……………………………………………………………………………… (inc Post-code in BLOCK CAPITALS)