MARECHALE
CAPITAL

MARECHALE CAPITAL PLC

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2020

MARECHALE CAPITAL PLC

COMPANY INFORMATION

Directors	Mark Warde-Norbury (Chairman) Patrick Booth-Clibborn (Chief Executive) Lord Flight, of Worcester (Non 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 broker and adviser	Cenkos Securities Plc 6.7.8 Tokenhouse Yard, London EC2R 7AS
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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Chairman's statement

Marechale Capital is an established corporate finance firm providing strategic, M&A and advisory services primarily to hospitality and renewable companies in the UK and Europe. Marechale also finances earlier stage and growth capital companies from its family office, private investor and private equity relationships.

A year ago we took the difficult decision to significantly reduce our cost base in order to deliver an annual profit and we were on-track to doing so before the Covid lockdown stopped most commercial activity, and specifically investments. Traditionally we earn a significant proportion of our annual revenues in the last quarter, much of it tax driven growth investments, which affected our March and April revenues, and meant that we missed our target. Our business, which is predominantly hospitality advisory and growth finance has since been affected by the coronavirus.

Marechale's revenues for the year of £477,000 (2019: £512,000) were slightly down on last year, but because of lower third-party commissions, we delivered a higher Gross Profit of £422,000 (2019: £400,000).

Administrative expenses were reduced to £447,000 from £688,000 in 2019.

Whilst the Company was not profitable for the year as hoped, the business delivered an operating loss of £25,000, significantly better than the £288,000 loss in 2019.

Investments in two client companies realised gains of £19,350 which were offset by the need to write off £20,850 for an investment now in liquidation, producing a net overall loss of £1,500 compared to £22,000 of gains in 2019.

The Company has raised equity and debt funding for a number of new and existing clients. This included funding for the telecommunications business Fast2fibre and raising capital for The Forest Road Brewing Company for their new brewery. Funding for existing clients include leading gastropub group Brewhouse & Kitchen, and the craft spirits distiller Oslo Distillery to finance their further development and product launch into the United States. Additionally, the Company has completed advisory work for a wide range of consumer brand, hospitality and renewable energy businesses.

In accordance with IFRS9 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. Given our Investments and Warrants are held, broadly speaking, in the Renewables and in the Hospitality sectors, where under Lockdown the former continued to trade but the latter were closed, with potential well publicised difficulties to re-open, the Board was forced to consider re-valuing the latter at 30 April 2020, rather than two months earlier in healthier times. The Board determined to make a 50% 'Covid 19' downward fair value adjustment of £11,000 (2019: 'non Covid' of £30,000) against all our Hospitality Investments and Warrants in the sincere hope that these may be recovered this time next year.

The net effect is a loss for the year before tax of £37,500 compared to a £298,000 loss in 2019.

The balance sheet value has reduced during the year to £159,000 (2019: £179,000) which is more fully explained in the Statement of Changes in Equity.

Chairman's Statement (continued)

Finally, it will come as no surprise that current trading is very challenging as there is concern and lack of confidence in the Hospitality sector, nonetheless the Directors are confident that markets will recover. While there is increasing optimism that the worst of Covid is over, there is significant uncertainty as to the timing and extent of any recovery.

M. W

Mark Warde-Norbury

Chairman

21 August 2020

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

The Operation of Marechale Capital

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

Marechale has two full-time staff being the Chief Executive and his Assistant ('CEA'), supported by a part-time Chairman, one Non Executive Director ('NED'), who can also be considered independent, a Company Secretary/Financial Officer, and other Corporate Finance Associates. With the exception of the NED, (and during the restrictions imposed during the Covid-19 pandemic) when required, all staff attend the sole office at 46 New Broad Street, where they share the same office, which ensures that lines of communication are very short. With the exception of the CEA, all the staff are 'seasoned professionals' in their fields, the average age being >50 years. The Corporate Culture reflects that cumulative experience without the need for detailed day-to-day supervision. The Corporate Strategy and Objectives are determined by the Board of Directors. The management of risk, and take-on of new clients, are determined by the Chief Executive. The Board of Directors meets regularly and the agenda always includes consideration of the key challenges and how to address these in executing its strategy. The Remuneration and Audit Committees, meet at least once a year, as part of the risk management process.

The operational model of Marechale is as a low cost investment banking business, where external expertise is brought in, as required, on a fee basis.

The Board considers that its level of disclosure, evaluation, monitoring and reporting is commensurate with the size of the business, and hence the omission from these accounts of audit committee, remuneration committee and board performance reports.

More detail on the experience and background of the Directors together with further disclosures required by the QCA Corporate Governance Code can be found in the Corporate Governance section of the Company's website.

Board of Directors

The Board of Directors is responsible for Corporate Governance and consists of the two 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 an 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 four members of staff, of whom two 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 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, e.g. informal arrangements with creditors and/or the ability to sell both Equity investments and/or Warrants should the need arise to overcome any potential short-term cash flow shortage. In order to preserve cash during Covid, as with many other businesses, the Company has benefitted from both the formal arrangement with HMRC whereby payment of monthly PAYE/NI has been deferred to post lockdown restrictions, and through the Company's existing bankers, Barclays, via HMG backed guarantees. On 6 July 2020 the Company drew down in full a £50,000 'Bounce Back Loan' not repayable until July 2021 over 5 years in 60 monthly instalments of £833. Under the terms of the loan, no repayments or interest is payable for the first year, with an applicable interest rate of 2.5% thereafter and there are no penalties for early repayment.

Going concern (continued)

Furthermore the Company benefitted from the HMRC Furlough Scheme relating to those staff who were unable to work during lockdown.

The short-term market response to the effect of Covid, has on the one hand, been to temporarily suspend investors' activity, but on the other, to encourage pre-investment corporate finance activity by clients in the anticipation of post-Covid opportunities. While there is increasing optimism that the worst of Covid is over, there is significant uncertainty as to the timing and extent of any recovery.

Whilst the Directors recognise that there is significant material uncertainty around going concern as a result of the current economic uncertainty and 2020 trading results, the accounts have still been prepared on a going concern basis, which is supported by confidence over the ability to raise sufficient funds through the issue of further equity should the need arise.

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 a 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.

On behalf of the Board

Mark Warde-Norbury
Director
21 August 2020

Principal Activity

The Company provides advice and broking services to companies.

Review of the Business

Please also see opening remarks in the Chairman's Statement.

The Directors' report:

- an 7% reduction in revenues from £512,000 to £477,000
- a 5% increase in gross profit – revenue less commissions paid to 3rd party IFA's - from £400,000 to £422,000
- a 10% increase in gross profit % from 78% to 88%.
- a 33% decrease in Administrative expenses from £668,000 to £447,000
- Operating losses reduced from £288,000 to £25,000

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. Nonetheless, in 2020 the Company realised gains of £19,341 (2019: £21,743) offset by the need to write off an investment of £20,833 (2019: £0) and to make 'Covid 19' downward fair value adjustments of £10,880 (2019: 'non Covid' £30,100), an overall net loss of £12,372 (2019: loss £8,357).

The net effect of the above delivered a loss before tax of £37,500 (2019: loss £298,000).

Position at 30 April 2020

The Balance Sheet at 30 April 2020 is set out on page 27.

The movement in Equity Investments consists of £7,600 additions less: a £500 disposal, a £20,800 write-off, and £10,200 'Covid 19' downward fair value adjustments.

The movement in Warrants consists of a £700 'Covid 19' downward fair value adjustment.

Trade and other receivables have reduced by £43,000 reflecting the Covid lockdown.

Cash and cash equivalents have Increased by £9,000 (2019: £30,000) as more fully described in the Consolidated Cash Flow Statement.

Trade and other payables decreased by £50,000 (2019: increased by £43,000), and 2019's figure included £40,000 compensation terms on the departure of a Director.

Net assets at 30 April 2020 stood at £159,000 compared to £179,000 at 30 April 2019, as a result of Operating Losses.

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

In normal times the principal risk and uncertainty faced by the Group are if it fails to attract new clients and execute fund-raising corporate finance projects. Given Covid 19 and the Company's specialism in the hospitality sector, there are clearly significant uncertainties and macro-economic risks associated with the pandemic, nonetheless the Directors are confident that markets will recover.

The 'Operation of Marechale Capital' is more fully described in the Corporate Governance Section above, where it benefits from very short lines of communication meaning that it is well placed to monitor and manage the effects of Covid 19.

S172(1) Statement

The Board of Directors, in line with their duties under s172 of the Companies Act 2006, acts in a way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term. Key decisions and matters that are of strategic importance to the Company are appropriately informed by s172 factors and the Directors consider, both individually and collectively, that they have taken these factors into account when exercising their duty to promote the success of the Group during the year.

The Board have identified the following Key Stakeholders:

- Employees, Associates, Suppliers, Professional Advisers, and Independent Financial Advisers ('IFA') who as a group provide 'input' to Marechale Capital Plc ('Marechale').
- Investee Clients ('IC'), and Investors and IFA's who invest in IC's, who provide Marechale's 'outputs'.
- Shareholders – Marechale's owners
- The London Stock Exchange and the Financial Conduct Authority – the regulatory authorities

Company inputs -

The context in which Marechale operates and how that effects its employees and Associates is fully described in 'The Operation of Marechale Capital' in the 'Corporate Governance' section above.

S172(1) Statement (continued)

Company inputs (continued) -

Marechale's only supplier of any significance is the Company's landlord from whom a very small office is rented; other suppliers largely consist of utilities and office-related supplies.

Professional Advisers fall into two groups: 'retained' in order to assist with regulatory matters, e.g. the Auditors, the NOMAD and the Registrar, and 'project driven' advisers engaged to assist with the delivery of a particular client engagement.

Marechale raises funds for its investee clients both directly from investors and other financial institutions, and indirectly through IFA's, the latter in this case as a 'supplier of funds' to whom Marechale pays commissions.

Critical to the well-being of the above in their relationship with Marechale is that the Company should continue to run a profitable, cash-generative, operation. Critical to those ends was, and remains, the Company's ability to attract investors and raise funds for investee clients, *and* to attract new clients. At the start of the 2016/17 Financial Year the Company made a strategic decision to hire additional resources to ramp up its fund-raising capacity, a decision which was only partially successful.

In parallel with the fund-raising side of Marechale, it often will take a stake in an investee company, either in shares or warrants. In 2014 for a nominal investment, Marechale took a 25% founder-stake in an Associate Company – 'NUKS' - whose remit was to exploit solar energy development sites, for whom Marechale raised £1.1m in new equity. Due to a very unfortunate accident of timing, the Government removed all subsidies on solar sites, such that NUKS failed to deliver and went into Administration at the start of 2019.

The net result of the above was that in FY 2017/18 and 2018/19 the Company recorded losses of £200,000 and £300,000 (respectively) leaving a much-weakened balance sheet value of £180,000 at 30 April 2019 or 0.3p/share compared to market value of 0.8p/share.

In April 2019 the Board took the strategic decisions to (a) reduce the Company's resources and (b) to further downsize the Company's already 'modest' offices, in order to deliver annual savings versus FY 2018/19's overheads of £200,000 and return the Company to profitability.

S172(1) Statement (continued)

Company outputs

The Company raises funds from individuals and/or institutions, such relationships being both complex and strongly influenced by matters of timing. 'Complex' because of each investor's own track-record with Marechale and in a particular sector, and each investor will have his own personal needs. 'Timing' is important because of each investor's capacity and/or appetite to invest, over which Marechale has little or no control. A painful example of the latter is the effect that 'Brexit' has had on the investment community where 'uncertainty' results in non-investment.

Shareholders –

Given that 3 Directors own almost 35% of Marechale's shares, plus Options over a further 8.6% and therefore their interests are closely aligned with all other shareholders. Those 3 shareholders who hold >3% of the share capital, almost 17% in aggregate, are noted in the Directors' Report below. Outside of those previously mentioned, there are 106 registered shareholders, many of them as Nominees, who in turn represent many investors.

The Board are acutely aware of their responsibilities towards their shareholders and the need to communicate regularly. However, the Board is equally aware that the Company's shares may be classed as a 'penny share' and, along with illiquidity in the market, small absolute movements in the share price can be measured in significant percentage gains (or losses). Before the current age in which Social Media plays such an important part, penny shares were often subject to unwarranted speculative buying or selling which has been heightened by Social Media.

The Board maintains close contact with the Company's 'Nominated Adviser' to ensure that any regulatory information is announced; regrettably it is beyond the Board's powers to avert speculation.

The Regulatory Authorities –

The Company is regulated by the London Stock Exchange and the Financial Conduct Authority and the Board has determined that it will at all times comply with the regulations governing it from its own resources and through professional advisers. The Board is also determined to maintain the highest standards of professional conduct.

S172(1) Statement (continued)

S172(1) – the effect on the community and the environment:

Marechale's role is that of an 'intermediary' between investors and investee companies and therefore has little direct impact on either the community or the environment: however, Marechale does have the ability to influence the parties involved by exercising the very highest standards of integrity and social responsibility. In the highly unusual circumstances where a client failed to meet these standards, it would be at Marechale's discretion as to whether it continued that relationship.

M. W-N

Mark Warde-Norbury

Director

21 August 2020

The Directors present their report together with the audited financial statements of the Group for the year ended 30 April 2020.

Results

As more fully described on page 26, the Company incurred a loss of £37,500 (2019: loss £298,000).

Dividends

The Directors do not recommend the payment of a dividend for the current year (2019: £nil).

Key Performance Indicators

1. To deliver a Profit before tax, which was frustrated by the Covid lockdown and therefore not achieved.
2. To increase the pipeline of existing and new clients leading to more deals closed. The Company achieved the former, but not the latter.

Directors

The Directors who held office since 1 May 2019 were:
Mark Warde-Norbury (Chairman)
Lord Flight of Worcester (Non-Executive)
Patrick Booth-Clibborn (Chief 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 2020	At 30 April 2019
Mark Warde–Norbury	11,282,902-19.6%	11,282,902-19.6%
Lord Flight	388,060 – 0.7%	388,060 – 0.7%
Patrick Booth-Clibborn	8,244,740 – 14.3%	8,244,740 – 14.3%

Options on 0.8p Ordinary Shares	30 April 2020	30 April 2019
Mark Warde–Norbury	547,971 – 0.95%	547,971 – 0.95%
Lord Flight	-	-
Patrick Booth-Clibborn	4,395,303 - 7.62%	4,395,303 - 7.62%

The remuneration of the Directors was as follows:

	30 April 2019 £	30 April 2018 £
Mark Warde–Norbury	30,000	30,000
Lord Flight *	8,500	8,500
Patrick Booth-Clibborn **	189,750	180,000

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

** In March 2019 a liability to pay Mr Booth-Clibborn of £9,750 was established for payment of commission relating to the period prior to 2009 when he joined the Company, subject to cash-flow constraints. The payment was eventually made in March 2020.

Options approved at the 23 September 2019 AGM but not yet granted

Options over a further 10% of the company's share capital were approved but have not yet been granted due to unwarranted speculation in the company's share price; these are in addition to 10% options already granted.

Substantial Shareholders

As at 6 August 2020 (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):

Substantial Shareholders (continued)

3% or more shareholders (excluding Directors)	*No. shares*	*%*
Mr B Reynolds	5,023,000	8.7%
Mr D Smith	2,400,000	4.2%
Mr L Hogan	2,290,702	4.0%

Directors' Responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and International Financial 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

M. W

Mark Warde-Norbury

Director

21 August 2020

UHY Hacker Young
Chartered Accountants

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

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

Opinion

We have audited the financial statements of Marechale Capital Plc ("the Parent Company") and its subsidiaries ("the Group") for the year ended 30 April 2020, 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's and Parent Company's affairs as at 30 April 2020 and of the Group's loss for the year end then ended;
- the Group and Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- the financial statements 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 Group and the Parent 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.

Material uncertainty relating to Going concern

We draw attention to the Going Concern section of the Significant Accounting Policies of the Group financial statements which explains that the Group has unpredictable revenue due to the nature of Corporate Finance advisory and the reliance upon deal-driven transactions. The impact of Covid-19 and Government restrictions to reduce the spread of the pandemic has had a significant impact on the wider economy and specifically the hospitality and leisure sector which is one of the Group's main sector specialisms. Should the Group not be able to generate sufficient revenue to meet its operating costs it will generate losses as was the case during the years ended 30 April 2020 and 2019. Should losses continue to be generated at similar levels without additional capital being raised from the shareholders then the company will likely breach its capital resources requirement with the FCA and not be able to meet its liabilities as they fall due for the foreseeable future.

Whilst the Directors believe sufficient revenue will be generated or additional capital provided by the shareholders these conditions along with other matters discussed in note 2 to the financial statements indicate the existence of a material uncertainty which may cast significant doubt over the Group's and Parent Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

The risk

The Group is financed by equity and retained earnings and requires the ongoing generation of revenue to meet operating costs. Following to the recent COVID-19 outbreak, there is uncertainty around the Group's ability to continue its primary activity of corporate finance activities in respect of the hospitality and leisure industry which has been significantly impacted by Government restrictions to restrict the spread of Covid-19.

Given the above factors, we consider going concern to be a significant audit risk area.

The directors' conclusion of the risks and circumstances described in the Going Concern section of the Significant Accounting Policies of the Group financial statements represent a material uncertainty over the ability of the Group and Company to continue as a going concern for a period of at least a year from the date of approval of the financial statements. However, clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there is a related material uncertainty, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter.

How our audit addressed the key audit matter

Our audit procedures included:

- We discussed plans for the Group going forward with management, ensuring these had been incorporated into the budgeting.
- Assessing the transparency and the completeness and accuracy of the matters covered in the going concern disclosure by evaluating management's cashflow projections for the next 12 months and the underlying assumptions.
- We obtained budgets and cashflow forecasts, reviewed the methodology behind these, ensured arithmetically correct and challenged the assumptions.
- We obtained post year end trading results and compared these to budget to ensure budgeting is reasonable and results are in line with expectations.
- We completed sensitivity analysis on the budgets provided to assess the change in revenue or costs that would need to occur to push the Group into a cash negative position.

Emphasis of matter – valuation of investments

In forming our opinion on the financial statements, which is not modified, we have considered the valuation of the investments held at fair value through profit or loss. As discussed in Note 12, a downward fair value adjustment of 50% against the hospitality sector investments and warrants was made to the total of £11,000, this along with the other valuations are estimates based on the Directors' assessment of the performance of the underlying investment and incorporating the impact of Covid-19. As explained further in our Key Audit Matter in regard to the valuation of these estimates we consider there is a material uncertainty in respect of their valuation. Our opinion is not qualified in respect of this matter.

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

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition Under IFRS 15 "Revenue from Contracts with Customers" (IFRS 15), the Group shall recognise revenue to depict the services to customers in an amount that reflects consideration to which the entity expects to be entitles to in exchange for the services. The revenue stream is primarily derived from advisory services paid via a retainer for ongoing advice and success fees on the successful fund raising. Both of these are significant to the financial statements and an error in the calculation of the recognition criteria would likely lead to a material error. Auditing standards set out a rebuttable risk of fraudulent revenue recognition and consider that it should be treated as a significant risk. In this regard we consider that there a risk that revenue is recognised on an inappropriate basis; meaning incorrect calculations of income being made.	Our audit work included, but was not restricted to: • We obtained a list of 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. • Whilst performing the audit testing we assessed whether the treatment of revenue was in accordance with the Group recognition criteria as per the Group accounting policy. • Assessing whether the Group's accounting policies for revenue recognition are in accordance with the requirements of IFRS 15. **Key observations:** We did not identify any material issues or errors from the testing we performed and are therefore satisfied that we have assurance of the revenue recognition and cut off around the year end.

Key audit matter	How our audit addressed the key audit matter
Valuation of the investments held at fair value through profit or loss IFRS 9 "Financial instruments" provides a principles based-two step approach to classifying such financial assets and under the Group's accounting policy are carried at fair value through profit or loss. The fair value of these financial assets inherently involve more significant management judgement as they are primarily in private companies, often at an early stage of development and are typically illiquid. The impact of the Covid-19 pandemic provides further uncertainty in respect of the value of these investments at the balance sheet date and management has undertaken an assessment of the fair value in consideration of this uncertainty. Accordingly there is a risk of incorrect valuation of Financial Instruments held by the group.	Our audit work included, but was not restricted to: • We obtained the full list of equity instruments and warrants held by the Group and agreed a sample to supporting documentation to provide evidence of ownership. • We reviewed the Director's assessment of the fair value of the equity instruments and warrants on a sample basis and agreed the assessments to supporting information where possible. • We agreed the arithmetical accuracy of fair value adjustments and the accounting for such adjustments. **Key observations:** The underlying valuations are inherently uncertain and many of the financial instruments are in sectors that have been impacted by the Covid-19 pandemic which creates further significant uncertainty over the valuations. The Directors took the view to reduce the fair value of certain investments exposed to the hospitality and leisure industry by 50% to reflect the impact on those business as at 30 April 2020. Whilst this approach is considered reasonable in the circumstances, it requires a number of judgements and is inherently uncertain and it is therefore not possible to conclude with minimal uncertainty that the valuations are materially correct. Accordingly, there is a material uncertainty in respect of the fair value of the investments held at fair value through profit or loss at the year end as referenced in the Emphasis of Matter paragraph.

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.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Overall materiality:	We determined materiality for the financial statements as a whole to be £14,000.
How we determined it:	Based on the main key indicators, being 3% of revenue.
Rationale for benchmarks applied:	We believe that 3% of revenue us the most appropriate due to the size and nature of the Company and Group.
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 £10,500.

We have determined Parent Company materiality to be £14,000, the same as Group materiality owing to the subsidiaries being dormant and the associate being liquidated during the year.

Reporting threshold

We agreed with the Audit Committee that we would report to them all misstatements over £700 (5% of Group materiality) identified during the audit, as well as differences below that threshold that, in our view, warrant reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

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 and the Group, their 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.

Our Group audit scope includes all of the Group companies, however as the two subsidiaries are dormant and immaterial to the Group the audit focused primarily on the Parent Company. At the Parent Company level, we also tested the consolidation procedures. The audit team communicated regularly throughout the audit with the Company Secretary in order to ensure we had a good knowledge of the business of the Group. 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 auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

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

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and Parent 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 Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group 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.

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

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 Group and Parent 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 Group and Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

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

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

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.

UHY Hacker Young
Chartered Accountants

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

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

22 August 2020

Marechale Capital Plc

Consolidated Income Statement
Year ended 30 April 2020

	Notes	Year ended 30-Apr 2020 (£)	Year ended 30-Apr 2019 (£)
Continuing operations			
Revenue	4	476,743	511,691
Cost of sales		(54,587)	(111,323)
Gross profit		422,156	400,368
Administrative expenses		(447,063)	(688,171)
Operating loss	5	(24,907)	(287,803)
Finance expense	6	(251)	(149)
Other gains/(losses)	7	(12,372)	(8,357)
Net (loss) in respect of associate	11b	-	(1,708)
Loss before tax		(37,530)	(298,017)
Taxation	8	-	-
Loss for the year on continuing operations		(37,530)	(298,017)
Loss per share		**(Pence)**	**(Pence)**
Basic - Continuing operations	10	(0.07)	(0.52)
- Diluted	10	(0.07)	(0.52)

Consolidated Statement of Comprehensive Income

Loss for the year		(37,530)	(298,017)
Total recognised comprehensive loss (all attributable to owners of the parent)		(37,530)	(298,017)

Marechale Capital Plc

Consolidated Balance Sheet

As at 30 April 2020

	Notes	Year ended 30-Apr 2020 (£)	Year ended 30-Apr 2019 (£)
Current assets			
Investment in associate (liquidated March 2020).	11a	-	12,330
Equity investments at fair value through profit and loss	12	52,036	75,479
Warrants at fair value through profit and loss	13	881	1,550
Trade and other receivables	14	61,990	105,206
Cash and cash equivalents	15	157,232	148,600
Total current assets		272,139	343,165
Total assets		272,139	343,165
Current liabilities			
Trade and other payables	16	(113,517)	(164,028)
Total current liabilities		(113,517)	(164,028)
Net assets		158,622	179,137
Equity			
Capital and reserves attributable to equity shareholders			
Share capital	17	461,449	461,449
Reserve for own shares		(50,254)	(50,254)
Reserve for share based payments		28,953	11,939
Retained losses		(281,526)	(243,997)
		158,622	179,137

The financial statements were approved by the Board of Directors and authorised for issue on 21 August 2020. They were signed on its behalf by:

M. W

Mark Warde-Norbury
Director

Company No: **03515836**

Marechale Capital Plc
Company Balance Sheet
As at 30 April 2020

	Notes	Year ended 30-Apr 2020 (£)	Year ended 30-Apr 2019 (£)
Current assets			
Investment in subsidiary and associate	11	2	508
Equity investments at fair value through profit and loss	12	52,036	75,479
Warrants at fair value through profit and loss	13	881	1,550
Trade and other receivables	14	61,990	105,206
Cash and cash equivalents	15	157,232	148,600
Total current assets		272,141	331,343
Total assets		272,141	331,343
Current liabilities			
Trade and other payables	16	(113,517)	(164,028)
Total current liabilities		(113,517)	(164,028)
Net assets		158,624	167,315
Equity			
Capital and reserves attributable to equity shareholders			
Share capital	17	461,449	461,449
Reserve for own shares		(50,254)	(50,254)
Reserve for share based payments		28,953	11,939
Retained losses		(281,524)	(255,819)
		158,624	167,315

The loss for the company for the year is £25,705 (2019: Loss £296,310).

The financial statements were approved by the Board of Directors and authorised for issue on 21 August 2020. They were signed on its behalf by:

M. W

Mark Warde-Norbury
Director

Company No: **03515836**

Marechale Capital Plc
Statement of Changes in Equity
Year ended 30 April 2020

Consolidated	Share capital (£)	Reserve for fair value (£)	Reserve for own shares (£)	Reserve for share based payments (£)	Retained earnings (£)
Balance at 30 April 2018	**461,449**	**81,826**	**(50,254)**	**0**	**(27,806)**
Total comprehensive income					
Charge/ (loss) for the financial period				11,939	(298,017)
Transfer to P&L Reserves per IFRS#9		(81,826)			81,826
Total comprehensive income	-	(81,826)	-	11,939	(216,191)
Balance at 30 April 2019	**461,449**	**-**	**(50,254)**	**11,939**	**(243,997)**
Total comprehensive income					
Charge/ (loss) for the financial period				17,014	(37,530)
Rounding					1
Total comprehensive income	-	0	-	17,014	(37,529)
Balance at 30 April 2020	**461,449**	**-**	**(50,254)**	**28,953**	**(281,526)**
Company					
Balance at 30 April 2018	**461,449**	**81,826**	**(50,254)**	**0**	**(41,336)**
Total comprehensive income					
Charge/ (loss) for the financial period				11,939	(296,309)
Transfer to P&L Reserves per IFRS#9		(81,826)			81,826
Total comprehensive income	-	(81,826)	-	11,939	(214,483)
Balance at 30 April 2019	**461,449**	**-**	**(50,254)**	**11,939**	**(255,819)**
Total comprehensive income					
Charge/ (loss) for the financial period				17,014	(25,705)
Total comprehensive income	-	-	-	17,014	(25,705)
Balance at 30 April 2020	**461,449**	**-**	**(50,254)**	**28,953**	**(281,524)**

Marechale Capital Plc
Consolidated Cash Flow Statement
Year ended 30 April 2020

	Note	Year ended 30-Apr 2020 (£)	Year ended 30-Apr 2019 (£)
Net cash from operating activities			
Loss before tax		(37,530)	(298,017)
Reverse provision for share based payments		17,014	11,938
Reverse losses on fair value investment through profit and loss		10,880	30,100
Reverse losses/(gains) gains on disposal of investments		1,492	(21,743)
Reverse loss in Associate Company		-	1,708
Reverse net interest expense		251	149
Operating cash flows before movements in working capital		(7,893)	(275,865)
Movement in working capital			
Decrease in receivables		43,216	95,969
(Decrease)/increase in payables		(50,511)	42,684
Tax paid		-	-
		(7,295)	138,653
Cash flow from operating activities		(15,188)	(137,212)
Investment activities			
Interest received		45	46
Expenditure on equity investments		(7,601)	(12,700)
Proceeds from sale of equity investments through profit and loss		31,672	103,483
Proceeds from sale of warrants through profit and loss		-	76,838
Cash flow from investing activities		24,116	167,667
Financing			
Interest paid		(296)	(195)
Cash flow from financing activities		(296)	(195)
Net increase in cash and cash equivalents		8,632	30,260
Cash and cash equivalents at start of the financial year		148,600	118,340
Cash and cash equivalents at end of the financial year	15	157,232	148,600
Net increase in cash and cash equivalents		8,632	30,260

Marechale Capital Plc
Company Cash Flow Statement
Year ended 30 April 2020

		Year ended 30-Apr 2020 (£)	Year ended 30-Apr 2019 (£)
Net cash from operating activities			
Loss before tax		(25,705)	(296,310)
Provision for/(reversal of) share based payments		17,014	11,939
Reverse losses on fair value investment through profit and loss		10,880	17,500
Reverse gains on disposal of investments		(10,333)	(9,143)
Reverse net interest expense		251	149
Operating cash flows before movements in working capital		(7,893)	(275,865)
Movement in working capital			
Decrease in receivables		43,216	95,969
Increase/(decrease) in payables		(50,511)	42,684
Tax paid		-	-
		(7,295)	138,653
Cash flow from operating activities		(15,188)	(137,212)
Investment activities			
Interest received		45	46
Expenditure on equity investments		(7,601)	(12,700)
Proceeds from sale of equity investments through profit and loss		31,672	103,483
Proceeds from sale of warrants through profit and loss		-	76,837
Cash flow from investing activities		24,116	167,666
Financing			
Interest paid		(296)	(194)
Cash flow from financing activities		(296)	(194)
Net increase in cash and cash equivalents		8,632	30,260
Cash and cash equivalents at start of the financial year		148,600	118,340
Cash and cash equivalents at end of the financial year	15	157,232	148,600
Net increase in cash and cash equivalents		8,632	30,260

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 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, e.g. informal arrangements with creditors and/or the ability to sell both equity investments and/or warrants to overcome any potential short term cash flow shortage. In order to preserve cash during Covid 19, the Company has benefitted from both the formal arrangement with HMRC whereby payment of monthly PAYE/NI has been deferred to post-lockdown, and through the Company's existing bankers, Barclays, via HMG backed guarantees, on 6 July 2020 the Company drew down in full a £50,000 'Bounce Back Loan' not repayable until July 2021 over 5 years in 60 monthly instalments of £833. Under the terms of this loan, no repayments or interest is payable for the first year, with an applicable interest rate of 2.5% and there are no penalties for early repayment. Furthermore the Company benefitted from the HMRC Furlough Scheme relating to those staff who were unable to work during lockdown.

The short-term market response to the effect of Covid, has on the one hand, been to temporarily suspend investors' activity, but on the other, to encourage pre-investment corporate finance activity by clients in the anticipation of post-Covid opportunities. While there is increasing optimism that the worst of Covid is over, there is significant uncertainty as to the timing and extent of any recovery.

Whilst the Directors recognise that there is significant material uncertainty around going concern as a result of the current economic uncertainty and 2020 trading results, the accounts have still been prepared on a going concern basis, which is supported by confidence over the ability to raise sufficient funds through the issue of further equity should the need arise.

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.

2. Significant accounting policies (continued)

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 expected credit losses on receivables.

d. Financial instruments
Investments at fair value through profit and loss ('Equity investments')
Equity investments are initially measured at cost, including transaction costs. At each reporting date, the fair value is assessed and any resultant gains and losses are included directly in the Income Statement under IFRS 9.

Investments at fair value through profit and loss ('Warrants')
Warrants consist of options held in unquoted companies, which are held at fair value. At each reporting date, the fair value is assessed and any resultant gains and losses are included directly in the Income Statement under IFRS 9.

Trade and other receivables
Trade and other receivables are measured at amortised cost.
Appropriate allowance for estimated credit losses is recognised in the Income Statement where there is objective evidence that the asset is irrecoverable. The credit loss 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.

2. Significant accounting policies (continued)

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 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 differences arise from the initial recognition of goodwill or from 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.

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. Reserve for own shares
The Reserve consists of an Employee Share Ownership Plan which is accounted for in line with IAS 32, 'Financial Instruments - Presentation', re treasury shares where 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 equity investments and warrants 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
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
The following IFRS standards and interpretations, have come into effect during the year and have been applied in preparing the financial statements:

IFRS 16 (new standard)	"Leases"	Effective 1 Jan 2019

IFRS 16 requires Marechale to bring onto the balance sheet any lease agreements it has entered into: however, it also provides for exemptions where the leases are either short-term and/or of minimum value. Marechale benefits from two leases: (i) a 12 month lease of its offices with 11 months to run, where there is no automatic right of renewal, and (ii) a 3 year lease of its photocopier with 1 year to run.

The directors do not believe that the adoption of this standard will have a material impact on Marechale's financial performance and instead will continue to account for the costs through profit and loss.

The following IFRS standards and interpretations, have not come into effect during the year but have been considered for their impact from their implementation on their effective date as follows:

- Revised Conceptual Framework for Financial Reporting

- IAS1 and IAS8 (Amendment - Definition of Material)

- IFRS 3 (Amendment - Definition of a Business)

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.

	2020 (£)	2019 (£)
Broking commissions and fees earned from corporate finance	476,743	511,691

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

		2020 (£)	2019 (£)
Operating lease rentals		37,844	62,882
Staff costs (Note 9)		279,318	464,244
Auditors' remuneration for audit services		9,900	9,900

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

		2020 (£)	2019 (£)
Auditors' remuneration:	- for non audit taxation	2,025	1,500
	- for non audit FCA compliance	1,000	1,000

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

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
Nov-18	5,768,115	04-Oct-18	1.12p	5 years from from vesting	1/3rd/year on anniversary date when beneficiary must remain employed.

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

	2020 Number	2020 'WAEP	2019 Number	2019 'WAEP
Outstanding at start of the financial period	5,768,115	1.12p	-	
Granted during the period	-	-	5,768,115	1.12p
Forfeited within the period	-		-	
Outstanding and exercisable at end of the financial period	5,768,115	1.12p	5,768,115	1.12p

The options granted in November 2018 generated a charge of £17,014 (2019: £11,939).
In accordance with the requirements of IFRS 2 Share-based payments, the weighted average estimated fair value for the options granted was calculated as 1.12p 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, the options are currently 'under water' and highly unlikely to be exercised, therefore no dilution is anticipated.

6. Finance Income	**2020 (£)**	**2019 (£)**
Bank interest receivable	45	45
Other interest paid	(296)	(194)
Net Finance Expense	(251)	(149)

7. Other gains and losses	**2020 (£)**	**2019 (£)**
Realised (losses)/gains on equity investments	(1,492)	21,743
Unrealised losses on equity investments	(10,211)	(30,100)
Unrealised loss on warrants	(669)	-
	(12,372)	(8,357)

8. Tax	**2020 (£)**	**2019 (£)**
The tax charge comprises:		
Mainstream UK corporation tax deriving from profits for the prior financial ye	-	-
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% (2019: 19%) to the loss before tax for the reasons set out in the reconciliations below:

(Loss) per financial information	(37,530)	(298,017)
Unrealised losses/ (gains) on warrants	10,880	-
Disallowed items	19,489	18,478
Losses carried forward/ (used)	7,162	279,540
Taxable profit	-	-
Tax at 19% (2018: 19%)	-	-
Tax expense for the period	-	-

The Group had trading losses available to carry forward at 30 April 2020 of approximately £3.35m (2019: £3.30m). 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	**2020 (£)**	**2019 (£)**
Continuing operations		
Wages and salaries (before Furlough Claims)	253,883	378,500
Social security costs	25,435	45,944
Severance payments	-	39,800
	279,318	464,244
Directors' emoluments		
The emoluments of the highest paid Director were:	189,750	180,000
The aggregate Directors' remuneration was:	228,919	373,300

The Group does not operate any form of pension scheme.

Average number of employees for continuing operations:	**Number**	**Number**
Executive and Non-Executive Directors	3	4
Staff	2	2
	5	6

10. Earnings per share

	Earnings (£)	Earnings (£)
Based on a loss of	(37,530)	(298,017)
	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	57,681,151

11. Investments

Cost	(£)
At 1 April 2018	287,861
Additions	-
At 30 April 2019	287,861
Disposal	(506)
At 30 April 2020	287,355
Provision for impairment	
At 1 April 2018	287,353
Provision in the year	-
At 30 April 2019	287,353
Provision in the year	-
At 30 April 2020	287,353
Net book value at 1 April 2018	**508**
Net book value at 30 April 2019	**508**
Net book value at 30 April 2020	**2**

The Company's directly held subsidiary undertakings as at 30 April 2020 were:

Subsidiary undertaking	*Principal Activity*	*Country of Incorporation*	*Percentage of ordinary share capital held*
Marechale Limited	Dormant	England	100%
Marechale Capital Investments Ltd	Dormant	England	100%

11a. Investment in associate - in liquidation January 2019, liquidated March 2020.

The Group had a 25.2% (2018: 25.2%) interest in NUKS which was involved in the development, prior to construction, of solar PV sites in the UK. NUKS was established in June 2013 and was a private entity not listed on any public exchange. The Group's interest in NUKS was accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment:

	2020 (£)	2019 (£)
Current assets	-	53,936
Current liabilities	-	(5,000)
Net Assets	-	**48,936**
Share capital	-	2,009
Share premium	-	1,221,467
Reserves	-	(1,174,540)
Shareholders' funds	-	**48,936**
Proportion of the Group's ownership	-	25.20%
Carrying amount of the investment (before provision for loss on projec	-	12,330
Provision for loss on project - see Note 11c	-	-
Carrying amount of the investment	-	12,330

Dividends amounting to £12,310 were received from the Liquidator in year-ended 30 April 2020.

11b. Net profit/ (loss) in respect of associate	2020 (£)	2019 (£)
Administrative expenses (2019: including cost of Liquidator)	-	(6,002)
(Loss)/ profit before tax	-	(6,002)
Taxation	-	-
(Loss)/ profit for the year	-	(6,002)
Group's share of (loss)/profit for the year	-	(1,513)

12. Investments under fair value through profit and loss	Group 2020 (£)	Group 2019 (£)	Company 2020 (£)	Company 2019 (£)
Quoted investments	225	225	225	225
Unquoted investments	51,811	75,760	51,811	75,760
	52,036	75,985	52,036	75,985

Investments are initially valued at cost. At each reporting date these investments are measured at fair value with any gains or losses recognised through Profit and Loss Account. 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. Nonetheless, in 2020 the Company realised gains of £19,341 (2019: £21,743) offset by the need to write off an investment of £20,833 (2019: £0) and to make 'Covid 19' downward fair value adjustments of £10,880 (2019: 'non Covid' £30,100), an overall net loss of £12,372 (2019: loss £8,357).

	Group 2020 (£)	Group 2019 (£)	Company 2020 (£)	Company 2019 (£)
13. Investments under fair value through profit and loss				
Unquoted options and warrants	881	1,550	881	1,550
	881	1,550	881	1,550

Warrants which have been received as consideration for corporate finance services rendered 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. Resultant gains or losses are recognised through profit and loss.

14. Trade and other receivables	2020 (£)	2019 (£)	2020 (£)	2019 (£)
Trade receivables	29,252	66,375	29,252	66,375
Other receivables	18,625	20,314	18,625	20,314
Prepayments and accrued income	14,113	18,517	14,113	18,517
	61,990	105,206	61,990	105,206

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.

15. Cash and cash equivalents	Group 2020 (£)	Group 2019 (£)	Company 2020 (£)	Company 2019 (£)
Cash held directly at UK Clearing Banks	157,232	148,600	157,232	148,600
	157,232	148,600	157,232	148,600

16. Trade and other payables	2020 (£)	2019 (£)	2020	2019
Trade payables	36,498	58,483	36,498	58,483
Other payables and accruals	37,451	95,277	37,451	95,277
Taxes and social security	39,568	10,268	39,568	10,268
	113,517	164,028	113,517	164,028

17. Share capital

New Ordinary shares of 0.8p	Ordinary shares (number)	Issued share capital (£)
Issued at 30 April 2019 and 2020, Ordinary shares of 0.8p	57,681,151	461,449

18. 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:

	2020 (£)	2019 (£)
Leasehold Property		
Within one year	31,600	31,600
	31,600	31,600
Other Assets		
Within one year	850	1,700
In the second to fifth year (inclusive)	-	850
	850	2,550

19.1 Capital Risk Management

The Group is not reliant on debt finance, its operations currently being funded by equity finance (comprising share capital, other reserves, and retained losses) which totalled £158,600 (2019: £179,100) 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 minimum regulatory capital of €50,000 (£44,000), which it met at 30 April 2020 and 2019.

19.2 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 2021: nonetheless, at 30 April 2020, the Group held cash reserves equivalent to approximately four 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.

20. Related party transactions

Company in whom the Group holds an investment which have paid fees to the Group

Perry's Acre Ltd ('PA'), owner of Burgh Island Hotel ('BI')
The Group owned 10,640 shares, 5% in PA at 30 April 2020, PA is a related party through common directorship of Patrick Booth-Clibborn, a director of the Group.
The Group charged BI £3,900 for other services during the period ended 30 April 2020 (2019: £3000).
At 30 April 2020 BI owed the Group £1,100 (2019: £nil)

Directors
Patrick Booth-Clibborn
During the year, loans of £10,000 (2019: £10,000) were granted to Mr Booth-Clibborn which are repayable within one year and are included within trade and other receivables on the balance sheet. £5,000 was repaid in March 2020.
During 2019, a liability to Mr Booth-Clibborn of £9,750 was established for payment of commission relating to the period prior to 2009 when he joined the Company, which was paid in March 2020.

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 in 2020 was £22,100 (2019: £21,487). The group owed Shand £1,114 at 30 April 2020 (2019: £1,715).

21. Post Balance Sheet events

As more fully described in Note 2a, the Company drew down a £50,000 Bounce Back Loan and has received Furlough Claims from HMRC.

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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 TWENTIETH ANNUAL GENERAL MEETING of Marechale Capital plc (the "Company") will be held at 46 New Broad St., London EC2M 1 JH on Monday 26 October 2020 at 12:00pm for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions numbered 1 - 4 will be proposed as Ordinary Resolutions and resolution numbered 5 will be proposed as a Special Resolution.

Important information about the Annual General Meeting (AGM) and Covid-19

Given the current circumstances in relation to Covid-19, the Board has made the decision that the AGM will be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. This means that the AGM will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the AGM. As such, for the safety and security of all involved, shareholders and their proxies are unable to attend the AGM in person this year. However, shareholders will be able to attend the AGM virtually via Zoom. Shareholders are invited to email the Company at mail@marechalecapital.com by 12.00pm on Friday 23 October 2020 in order to be provided with the relevant Zoom invite. Shareholders wishing to attend by Zoom will be required to supply verifiable contact details which will be accepted at the Company's absolute discretion and to evidence their shareholding (ie how many shares they hold and the nominee name in which they are held, if not held in their personal name).
In light of this, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted. Shareholders are invited to submit any questions that they have on the business of the AGM by email to mail@marechalecapital.com. Where questions are received by 12.00pm on Wednesday 21 October 2020, direct responses will be provided in advance of the AGM. If they are received after this time, direct responses will be provided subsequently.

Ordinary Business

1. THAT the financial statements for the year ended 30 April 2020 and the Reports of the Directors and Auditors thereon, as set out in the Annual Report and Accounts, be received.

2. 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.

3. 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.

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 37.5m shares, or the grant of

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Rights up to an aggregate nominal amount of £300,000, being approximately two thirds 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.

Special Business

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 – pre-emption rights - 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 £300,000 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.

21 September 2020

By Order of the Board
R E SHAND
Secretary

Registered Office
46 New Broad Street
London
EC2M 1JH

Voting instructions:

Please refer to the paragraph headed "Important information about the AGM and Covid-19" on the first page for important information as to how the AGM will be conducted this year.

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 23 October 2020 (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. **However, as the meeting will be conducted as a closed meeting in accordance with the Corporate Insolvency and Governance Act 2020, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.**

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 23 October 2020 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 21 September 2020 (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 21 September 2020 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.

6 The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 – 3 and 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.

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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 12:00 on Monday 26 October 2020 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). **Please note this will be a closed meeting – see Notice of AGM for further information.**

(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 on the above time, date, and place, and at any adjournment thereof.

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

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 2020			
2. To re-appoint Messrs UHY Hacker young LLP as auditors and authorise the directors to determine their remuneration			
3. To re-elect Lord Flight of Worcester as a director of the company			
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			
Special Resolutions			
5. To dis-apply statutory pre-emption rights in connection with the allotment of equity securities for cash, subject to passing Resolution 4 above			

Signature:..Date:..............................

Name:..(in BLOCK CAPITALS)

Address:...(in BLOCK CAPITALS)

Address:...(in BLOCK CAPITALS)

Address:...(Post-code in BLOCK CAPITALS)