HELLENIC CAPITAL PLC

REGISTERED NUMBER 06474216

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2013

CONTENTS

	Page
Officers and Professional Advisers	2
Chairman's Statement	3
Strategic Report	4
Report of the Directors	5 - 6
Corporate Governance Statement	7
Report of the Independent Auditors	8 - 9
Statement of Comprehensive Income	10
Statement of Financial Position	11
Statement of Changes in Equity	12
Statement of Cash Flows	13
Accounting Policies	14
Notes to the Financial Statements	21

Directors	Konstantinos Papadimitrakopoulos Gavin John Burnell
Secretary	Lorraine Young
Registered Office	190 High Street Tonbridge Kent TN9 1BE
Corporate Adviser	Keith, Bayley, Rogers & Co Limited 2nd Floor, Finsbury Tower 103-105 Bunhill Row London EC1Y 8LZ
Solicitors	Edwin Coe LLP 2 Stone Buildings Lincoln's Inn London WC2A 3TH
Independent Auditor	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD
Registrars	Share Registrars Limited Suite E First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL
Registered Number	06474216

I am pleased to announce the results for the Company

The Company made a pre-tax loss of £21,547 (2012 loss £19,648) for the year

Interest receivable for the year was £nil (2012 £434)

Cash in the bank at the end of December 2013 was £132,314 (2012 £154,435)

The Directors have been seeking potential acquisitions and investment opportunities since the successful flotation of Hellenic Capital PLC on the ISDX market (formerly PLUS) The Company has not yet commenced formal due diligence on any particular opportunity but the Board intends to complete a transaction as soon as it finds a suitable target

The Directors remain focused on businesses or companies that they consider have the potential to produce a favourable return for shareholders in both the short and medium terms

Konstantinos Papadimitrakopoulos
Non-Executive Chairman

The Directors of the Company present their Strategic Report on the Company for the year ended 31 December 2013

The Strategic Report is a new statutory requirement under section 414c of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and is intended to inform members of the Company and help them assess how the Directors have performed and to provide fair, balanced and understandable information that enables the Directors to be satisfied that they have complied with section 172 of the Companies Act, which sets out the Directors duty to promote the success of the Company

Business Review

The Directors have been seeking potential acquisitions and investment opportunities since the successful flotation of Hellenic Capital Plc on the ISDX market (formerly PLUS) in 2008 which raised £268,895 gross

The Company has not yet commenced formal due diligence on any particular opportunity but the Board intends to complete a transaction as soon as it finds a suitable target

Financial Review

The loss for this year after taxation was £21,547 (2012 loss £19,648)

The Company made a pre-tax loss of £21,547 (2012 loss £19,648) for the year Interest receivable for the year was £nil (2012 £434)

Cash in the bank at the end of December 2013 was £132,314 (2012 £154,435)

The Directors consider the results for the year to be satisfactory

Principal Risk and Uncertainty

Given the nature of the business and activity of the Company, the Directors believe that the Company is not exposed to significant risks other than liquidity risk

Liquidity risk

The Company's continued future operations depend on the ability to hold sufficient working capital to be able to meet its financial obligations The Directors are confident that there is adequate funding to finance future immediate working capital requirements

Key Performance Indicators

The nature of the Company's activities during the period was such that no financial or non-financial key performance indicators were used

Future Development

The Directors remain focused looking for opportunities where the businesses or companies that they consider have the potential to produce a favourable return for shareholders in both the short and medium terms

This report was approved by the Board on 30 May 2014, and signed on its behalf by

Gavin Burnell
Director

The Directors present their Annual Report on the affairs of the Company, together with the audited Financial Statements for the year ended 31 December 2013

Principal Activity

The principal activity of the Company is to invest in or acquire a company or companies, or assets, in the technology and renewable energy sectors

Dividends

The Directors do not recommend the payment of a dividend The Directors consider the results for the year to be satisfactory

Directors and Directors' Interests

The Directors who held office during the year to the date of approval of these Financial Statements had the following beneficial interests in the ordinary shares of the Company

	Ordinary Shares interest at end of year No	Warrants Interest at end of Year No.	Ordinary shares interest at start of Year No	Warrants Interest at start of year No.
Gavin J Burnell	9,000,000	-	9,000,000	1,547,237
Konstantinos Papadimitrakopoulos	10,000,000	-	10,000,000	1,547,237

Substantial Interests

As at 31 December 2013, the Directors were aware of the following shareholdings in excess of 3% of the Company's issued share capital

	%	Number of ordinary shares
Pershing Nominees Limited	21 49	13,300,000
Konstantinos Papadimitrakopoulos	16 16	10,000,000
Gavin Burnell	14 54	9,000,000
Charalabos Zafeiropoulos	6 46	4,000,000
Philippos Adamidis	6 14	3,800,000
Michail Papavasileiou	5 92	3,663,450
Ioannis Lampadiaris	4 85	3,000,000
Dimitrious Gryparis	4 04	2,500,000
Gerasimos Bonanos	4 04	2,500,000
Dimitrios Vlachos	3 37	2,087,750

Supplier Payment Policy

Whilst there is no formal code or standard, it is Company policy to agree terms of payment with creditors when agreeing the terms of each transaction and to abide by the creditors' terms of payment There are no creditors subject to special arrangements outside of suppliers' terms and conditions

Matters Covered in the Strategic Report

The business review, review of KPIs and details of future developments are included in the Strategic Report

Events After the Reporting Date

There have been no events after the reporting date

Provision of Information to Auditor

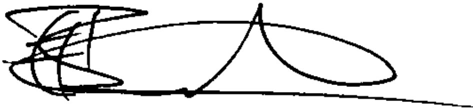
So far as each of the Directors is aware at the time this report is approved

- there is no relevant audit information of which the Company's auditor is unaware, and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Auditor

The auditors, PKF Littlejohn LLP (formerly Littlejohn LLP), will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the Board on 30 May 2014, and signed on its behalf by



Gavin Burnell
Director

Introduction

The Company's system of corporate governance, which is summarised below, has been formulated with the UK Corporate Governance Code in mind However, not every provision and principle of this Code has been dealt with as it is considered by the Directors to be inappropriate due to the current size of the Company Although not required, the Directors have decided to provide the following corporate governance information

Board of Directors

As at 31 December 2013 the Board consisted of a Non-Executive Chairman and a Non-Executive Director The Board communicates and/or meets on a regular basis and the agenda of matters discussed and approved consists of matters concerned with the future direction of the business

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations

Company law requires the Directors to prepare Financial Statements for each financial year Under that law the Directors have elected to prepare the Financial Statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union Under Company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for that period In preparing these Financial Statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs as adopted by the European Union 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 that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The Directors confirm that they have complied with the above requirements in preparing these Financial Statements

Independent Auditor's report to the Shareholders of Hellenic Capital Plc

We have audited the Financial Statements of Hellenic Capital plc for the year ended 31 December 2013 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 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

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of Directors and Auditor

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

Scope of the audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by Directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on Financial Statements

In our opinion the Financial Statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

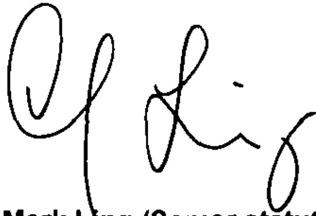
In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements

Matters on which we are required to report by exception

The Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Financial Statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit,

We have nothing to report in respect of the above matters



Mark Ling (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

1 Westferry Circus
Canary Wharf
London E14 4HD

30 May 2014

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2013

Continuing Operations	Note	2013 £	2012 £
Operating expenses	2	(21,547)	(20,082)
Operating loss		(21,547)	(20,082)
Finance income		-	434
Loss before income tax		(21,547)	(19,648)
Income tax expense	4	-	-
Loss for the year		(21,547)	(19,648)
Other comprehensive income		-	-
Total comprehensive loss for year		(21,547)	(19,648)
Earnings per share attributable to equity holders during the year – basic and diluted	5	(0 00p)	(0 00p)

The Accounting Policies and Notes on pages 14 to 25 form part of the Financial Statements

	Note	As at 31 December 2013 £	As at 31 December 2012 £
Assets			
Current assets			
Trade and other receivables	7	3,443	999
Cash and cash equivalents		132,314	154,435
Total assets		135,757	155,434
Equity and liabilities			
Equity attributable to shareholders			
Share capital	8	61,890	61,890
Share premium		173,544	173,544
Shares to be issued under warrants	8	-	13,121
Retained loss		(105,227)	(96,801)
		130,207	151,754
Current liabilities			
Trade and other payables	10	5,550	3,680
Total equity and liabilities		135,757	155,434

These Financial Statements were approved and authorised for issue by the Board of Directors and were signed on its behalf on 30 May 2014

Gavin Burnell
Director

The Accounting Policies and Notes on pages 14 to 25 form part of the Financial Statements

	Attributable to the equity shareholders				
	Share Capital	Share premium	Shares to be issued under warrants	Retained loss	Total
	£	£	£	£	£
Balance as at 1 January 2012	61,890	173,544	13,121	(77,153)	171,402
Loss for the year	-	-	-	(19,648)	(19,648)
Total comprehensive loss for the year	-	-	-	**(19,648)**	**(19,648)**
Total transactions with owners of the Company	-	-	-	-	-
Balance as at 31 December 2012	61,890	173,544	13,121	(96,801)	151,754
Balance as at 1 January 2013	61,890	173,544	13,121	(96,801)	151,754
Loss for the year	-	-	-	(21,547)	(21,547)
Total comprehensive loss for the year	-	-	-	**(21,547)**	**(21,547)**
Expiry of share options and warrants	-	-	(13,121)	13,121	-
Total transactions with owners of the Company	-	-	**(13,121)**	**13,121**	-
Balance as at 31 December 2013	61,890	173,544	-	(105,227)	130,207

The Accounting Policies and Notes on pages 14 to 25 form part of the Financial Statements

STATEMENT OF CASH FLOWS
For the year ended 31 December 2013

	2013 £	2012 £
Cash flows out from operating activities		
Loss before taxation	(21,547)	(19,648)
Interest received	-	(434)
Movements in working capital		
(Increase)/decrease in trade and other receivables	(2,444)	6,709
Increase/(decrease) in trade and other payables	1,870	(7,332)
Net cash used in operations	(22,121)	(20,705)
Cash flows from investing activities		
Interest received	-	434
Decrease in cash and cash equivalents	(22,121)	(20,271)
Cash and cash equivalents at the beginning of the year	154,435	174,706
Cash and cash equivalents at the end of the year	132,314	154,435

The Accounting Policies and Notes on pages 14 to 25 form part of the Financial Statements

Summary of Significant Accounting Policies

The principal Accounting Policies applied in the preparation of these Financial Statements are set out below These Policies have been consistently applied to all the periods presented, unless otherwise stated

Basis of Preparation of Financial Statements

The Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) as adopted by the European Union and the Companies Act 2006 applicable to Companies reporting under IFRSs The Financial Statements have also been prepared under the historical cost convention

The preparation of Financial Statements in conformity with IFRSs requires the use of certain critical accounting estimates It also requires management to exercise its judgement in the process of applying the Company's Accounting Policies The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements are disclosed later in these accounting policies

The Financial Statements are presented in Pound Sterling (£), rounded to the nearest pound, which is both the Company's functional and presentational currency

Standards and Interpretations in issue but not yet effective or not yet endorsed

(a) New and amended standards and interpretations mandatory for the first time for the financial year beginning 1 January 2013 but not currently relevant to the Company

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2013, and have not been applied in preparing these financial statements None of these is expected to have a significant effect on the financial statements of the Company

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income became effective during the period Items in the consolidated statement of comprehensive income that may be reclassified to profit or loss in subsequently periods are now presented separately from items that will not be reclassified to profit or loss in subsequent periods

IAS 19, 'Employee benefits', was amended in June 2011 The amendments eliminate the option to defer the recognition of gains and losses, known as the "corridor method", streamline the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring re-measurements to be presented in other comprehensive income, and enhance the disclosure requirements for defined benefit plans, providing better information about the characteristics of defined benefit plans and the risks that entities are exposed to through participation in those plans

Amendment to IFRS 1, 'First-time Adoption of International Financial Reporting Standards' on government loans This amendment addresses how first-time adopters would account for a government loan with a below-market rate of interest when transitioning to IFRS It also adds an exception to the retrospective application of IFRS, which provides the same relief to first time adopters granted to existing preparers of IFRS Financial Statements when the requirement was incorporated into IAS 20 'Accounting for Government Grants and Disclosure of Government Assistance' in 2008

IFRS 7, 'Financial Instruments Disclosures' was amended for asset and liability offsetting This amendment requires disclosure of information that will enable users of financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position

(a) New and amended standards and interpretations mandatory for the first time for the financial year beginning 1 January 2013 but not currently relevant to the Company (continued).

IFRS 13, "Fair value measurement" became effective during the period The standard was introduced to improve consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs The fair values of cash and cash equivalents, trade and other receivables and trade and other payables approximate to their book values due to the short maturity periods of these financial instruments

IFRIC 20, 'Stripping Costs in the Production Phase of a Surface Mine', clarifies when production stripping should lead to the recognition of an asset and how that asset should be measured, both initially and in subsequent periods

'Annual Improvements 2009 – 2011 Cycle' sets out amendments to various IFRSs as follows

- An amendment to IFRS 1, 'First-time Adoption' clarifies whether an entity may apply IFRS 1
    - (a) if the entity meets the criteria for applying IFRS 1 and has applied IFRS 1 in a previous reporting period, or
    - (b) if the entity meets the criteria for applying IFRS 1 and has applied IFRSs in a previous reporting period when IFRS 1 did not exist
- The amendment to IFRS 1 also addresses the transitional provisions for borrowing costs relating to qualifying assets for which the commencement date for capitalization was before the date of transition to IFRSs
- An amendment to IAS 1, 'Presentation of Financial Statements' clarifies the requirements for providing comparative information
    - (a) for the opening Statement of Financial Position when an entity changes accounting policies, or makes retrospective restatements or reclassifications, and
    - (b) when an entity provides Financial Statements beyond the minimum comparative information requirements
- An amendment to IAS 16, 'Property, Plant and Equipment' addresses a perceived inconsistency in the classification requirements for servicing equipment
- An amendment to IAS 32, 'Financial Instruments Presentation' addresses perceived inconsistencies between IAS 12, 'Income Taxes' and IAS 32 with regard to recognizing the consequences of income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction
- An amendment to IAS 34, 'Interim Financial Reporting' clarifies the requirements on segment information for total assets and liabilities for each reportable segment

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2013 and not early adopted

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the financial statements are disclosed below The Company intend to adopt these standards, if applicable, when they become effective

Amendment to IAS 19, 'Defined Benefit Plans Employee Contributions', provides guidance added to IAS 19 Employee Benefits on accounting for contributions from employees or third parties set out in the formal terms of a defined benefit plan The Directors do not believe that this will have an impact on the Company however will be adopted no later than accounting period beginning on or after 1 July 2014, subject to endorsement by the EU

IAS 27, 'Separate Financial Statements', replaces the current version of IAS 27, 'Consolidated and Separate Financial Statements' as a result of the issue of IFRS 10 The revised standard includes the requirements relating to separate financial statements The revised standard becomes effective for accounting periods beginning on or after 1 January 2014

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2013 and not early adopted (continued)

IAS 28, 'Investments in Associates and Joint Ventures', replaces the current version of IAS 28,'Investments in Associates', as a result of the issue of IFRS 11 The revised standard includes the requirements for associates and joint ventures that have to be equity accounted following the issue of IFRS 1 The Company is yet to assess full impact of the revised standard and intends to adopt IAS 28 (revised) no later than the accounting period beginning on or after 1 January 2014

Amendments to IAS 32, 'Financial Instruments Presentation', add application guidance to address inconsistencies identified in applying some of the criteria when offsetting financial assets and financial liabilities This includes clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement The Company is yet to assess the full impact of the amendments to IAS 32 and intends to adopt the amended standard no later than the accounting period beginning on or after 1 January 2014

Amendment to IAS 36, 'Recoverable Amount Disclosures for Non-Financial Assets', to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to disclose the discount rate used in determining impairment (or reversals) where recoverable amount (based on fair value less costs of disposal) is determined using a present value technique The Company is yet to assess the full impact of the revised standard and intends to adopt the amendment to IAS 36 no later than the accounting period beginning on or after 1 January 2014

Amendment to IAS 39, 'Novation of Derivatives and Continuation of Hedge Accounting', makes it clear that there is no need to discontinue hedge accounting if a hedging derivative is novated, provided certain criteria are met The Directors do not believe that this will have an impact on the Company but intend to adopt the amendment to IAS 39 no later than the accounting period beginning on or after 1 January 2014

IFRS 10, 'Consolidated financial statements', builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company The standard provides additional guidance to assist in the determination of control where this is difficult to assess The Company is yet to assess IFRS 10's full impact and intends to adopt IFRS 10 no later than the accounting period beginning on or after 1 January 2014

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities IFRS 9 was issued in November 2009 and October 2010 It replaces parts of IAS 39 that relate to the classification and measurement of financial instruments IFRS 9 requires financial assets to be classified into two measurement categories those measured as at fair value and those measured at amortised cost The determination is made at initial recognition The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics for the instrument For financial liabilities, the standard retains most of the IAS 39 requirements The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch The Company is yet to assess IFRS 9's full impact and intends to adopt IFRS 9 no later than the accounting period beginning on or after 1 January 2014, subject to endorsement by the EU The Company will also consider the impact of the remaining phases of IFRS 9 when completed by the Board

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2013 and not early adopted (continued)

IFRS 11, 'Joint Arrangements' provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form There are two types of joint arrangement, joint operations and joint ventures Joint operations arise where a joint operator has rights to the assets and obligations relating to the arrangement and therefore accounts for its share of assets, liabilities, revenue and expenses Joint ventures arise where the joint venture has rights to the net assets of the arrangement and therefore equity accounts for its interest Proportional consolidation of joint ventures is no longer allowed The Company is yet to assess IFRS 11's full impact and intends to adopt IFRS 11 no later than the accounting period beginning on or after 1 January 2014

IFRS 12, 'Disclosures of interests in other entities', includes the disclosure requirements for all forms of interests in entities, including joint arrangements, associates, special purpose vehicles and other off Statement of Financial Position vehicles The Company is yet to assess IFRS 12's full impact and intends to adopt IFRS 12 no later than the accounting period beginning on or after 1 January 2014

Amendments to IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements" and IFRS 12 "Disclosure of Interests in Other Entities" clarify the IASB's intention when first issuing the transition guidance in IFRS 10, provide similar relief in IFRS 11 and IFRS 12 from the presentation or adjustment of comparative information for periods prior to the immediately preceding period, and provide additional transition relief by eliminating the requirement to present comparatives for the disclosures relating to unconsolidated structured entities for any period before the first annual period for which IFRS 12 is applied The Company plans to adopt these amendments no later than the accounting period beginning on or after 1 January 2014

Amendments to IFRS 10 "Consolidated Financial Statements", IFRS 12 "Disclosure of Interests in Other Entities" and IAS 27 "Separate Financial Statements" define an investment entity and introduce an exception to consolidating particular subsidiaries for investment entities These amendments require an investment entity to measure those subsidiaries at fair value through profit or loss in accordance with IFRS 9, 'Financial Instruments', in its consolidated and separate financial statements The amendments also introduce new disclosure requirements for investment entities in IFRS 12 and IAS 27 This amendment applies to accounting periods beginning on or after 1 January 2014

IFRIC 21, 'Levies', provides guidance on when to recognise a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets and those where the timing and amount of the levy is certain It provides the following guidance on recognition of a liability to pay levies

- The liability is recognised progressively if the obligating event occurs over a period of time,
- If an obligation is triggered on reaching a minimum threshold, the liability is recognised when that minimum threshold is reached

The Company is yet to assess the full impact and intends to adopt the standard no later than the accounting period beginning on or after 1 January 2014, subject to endorsement by the EU

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2013 and not early adopted (continued).

"Annual Improvements 2010 – 2012 Cycle" sets out amendments to various IFRSs and provides a vehicle for making non-urgent but necessary amendments to IFRSs

- IFRS 2 "Share-based Payment" amendment to the definition of a vesting condition
- IFRS 3 "Business Combinations" amendments to the accounting for contingent consideration in a business combination
- IFRS 8 "Operating Segments" aments to the aggregation of operating segments and the reconciliation of the total of the reportable segments' assets to the entity's assets
- IFRS 13 "Fair Value Measurement" amendments to short-term receivables and payables
- IAS 16 "Property, Plant and Equipment" amendments to the revaluation method in relation to the proportionate restatement of accumulated depreciation
- IAS 24 "Related Party Disclosures" amendments regarding key management personnel
- IAS 38 "Intangible Assets" amendments to the revaluation method in relation to the proportionate restatement of accumulated depreciation

The Company intends to adopt the amended standards no later than the accounting period beginning on or after 1 July 2014, subject to EU endorsement

Annual Improvements 2011 – 2013 Cycle" sets out amendments to various IFRSs and provides a vehicle for making non-urgent but necessary amendments to IFRSs

- IFRS 1 "First-time Adoption of International Financial Reporting Standards" amendment to the meaning of 'effective IFRSs'
- IFRS 3 "Business Combinations" amendments to the scope exceptions for joint ventures
- IFRS 13 "Fair Value Measurement" amendments to the scope of paragraph 52 (portfolio exception)
- IAS 40 "Investment Property" amendments clarifying the interrelationship between IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property

The Company intends to adopt the amended standards no later than the accounting period beginning on or after 1 July 2014, subject to EU endorsement

Going Concern

The Directors have prepared the Financial Statements on a going concern basis and consider this to be appropriate having considered a period of no less than twelve months from the approval of these Financial Statements

The Company is meeting its day-to-day working capital requirements and the Directors believe the Company has sufficient resources to continue in operation

Segmental Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker The chief operating decision-maker, which is responsible for allocating resources and assessing performance, has been identified as the Board of Directors that makes strategic decisions

Financial Assets

Classification

The Company's financial assets consist of loans and receivables The classification depends on the purpose for which the financial assets were acquired Management determines the classification of its financial assets at initial recognition

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market They are included in current assets and comprise trade and other receivables and cash and cash equivalents at the year end

Financial Assets (continued)

Recognition and measurement

Loans and receivables are subsequently carried at amortised cost using the effective interest method These assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred, and the Company has transferred substantially all of the risks and rewards of ownership

Trade Receivables

Trade and other receivables are amounts due from third parties in the ordinary course of business

Cash and Cash Equivalents

Cash and cash equivalents comprises cash at hand and current and deposit balances with banks and similar institutions, which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value

Share Capital

Ordinary shares are classified as equity Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds

Share Based Payments

The Company operates a number of equity-settled, share-based schemes, under which the entity receives services from employees as consideration for equity instruments (options and warrants) of the Company The fair value of the employee services received is expensed in the Statement of Comprehensive Income and its value is determined by reference to the fair value of the options granted

- including any market performance conditions,
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability or sales growth targets, or remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save)

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest The total expense or charge is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions It recognises the impact of the revision to original estimates, if any, in the Statement of Comprehensive Income or equity as appropriate, with a corresponding adjustment to a separate reserve in equity

When the options are exercised, the Company issues new shares The proceeds received, net of any directly attributable transaction costs, are credited to share capital (nominal value) and share premium when the options are exercised

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer) If not, they are presented as non-current liabilities

Trade payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method

Taxation

Tax losses available to be carried forward, are only recognised as deferred tax assets, to the extent that it is probable that there will be future taxable profits against which the temporary differences can be utilised

Critical Accounting Estimates and Judgements

The preparation of the Financial Statements in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amount of expenses during the year Actual results may vary from the estimates used to produce these Financial Statements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances

Significant items subject to such estimates and assumptions include, but are not limited to

Share based payment transactions

The Company has made awards of options and warrants over its unissued share capital to certain Directors as part of their remuneration package

In accordance with IFRS 2 'Share Based Payments' the Company has recognised the fair value of warrants, calculated using the Black-Scholes option pricing model The Directors have made significant assumptions particularly regarding the volatility of the share price at the grant date in order to reach a fair value

The valuation of these options and warrants involves making a number of critical estimates relating to price volatility, future dividend yields, expected life of the options and forfeiture rates These assumptions have been described in more detail in Note 9

1. Segmental information

The Company has a single class of business and all its activities relate to the UK

The Company has no revenue or non-current assets

2 Expenses by nature

	2013 £	2012 £
Legal and professional fees	15,455	15,172
Auditor's remuneration (Note 3)	5,950	4,808
Bank charges	100	102
Other expenses	42	-
	21,547	20,082

3 Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor and its associates

	2013 £	2012 £
Fees payable to the Company's auditor and its associates for the audit of Financial Statements	3,300	2,940
Fees payable to the Company's auditor and its associates for other services		
Tax compliance services	960	698
Tax compliance services – under provision from previous years	520	-
Other assurance services	1,170	1,170
	5,950	4,808

4 Income tax expense

Tax charge for the year

No taxation arises on the result for the year because of the trading loss

Factors affecting the tax charge for the year

The tax charge for the year does not equate to the loss for the year at the applicable rate of UK small Companies corporation tax of 20% (2011 20%) The differences are explained below

	2013 £	2012 £
Loss for the year before taxation	21,547	19,648
Loss for the year before tax multiplied by the rate of UK small companies' corporation tax of 20%	4,309	3,930
Tax losses for the year not relieved	(4,309)	(3,930)
	-	-

Factors affecting the tax charge of future periods

Tax losses available to be carried forward by the Company at 31 December 2013 against future profits are estimated at £118,348 (2012 £96,801)

A deferred tax asset has not been recognised in respect of these losses in view of the uncertainty as to the level of future taxable profits

5 Earnings per share

The calculation of basic loss per share is based on the loss attributable to ordinary shareholders of £21,547 (2012 £19,648) divided by the weighted average number of ordinary shares in issue of 61,889,500 (2012 61,889,500) This results in a loss per share which is too low to be meaningful For the current year under review, in accordance with IAS 33, basic and diluted loss per share is identical as no share options or warrants were outstanding at the year end In the year ended 31 December 2012 no warrant is potentially dilutive, as the average market price of the ordinary shares during the year was less than the exercise price of the warrants and hence basic and diluted loss per share is the same

6. Staff costs

The Company did not incur any staff costs, being the Directors, during 2013 and 2012 The Company did not incur any costs in respect of Directors' emoluments in respect of qualifying services

The average monthly number of staff, being the Directors, during the financial year was as follows

	2013 No	2012 No
Directors	2	2

7 Trade and other receivables

	2013 £	2012 £
Prepayments and accrued income	3,443	999
	3,443	999

8. Share capital

	2013 £	2012 £
Authorised		
485,000,000 ordinary shares of 0 1p each	485,000	485,000
15,000,000 redeemable shares of 0 1p each	15,000	15,000
	500,000	500,000
Allotted, issued and fully paid		
61,889,500 ordinary shares of 0 1p each	61,890	61,890

9 Share based payments

On 11 February 2008 the Company granted 6,188,949 warrants in total to Gavin Burnell, Konstantinos Papadimitrakopoulos, and Ruegg & Co Limited The warrants granted to Ruegg & Co Limited were transferred to a minority shareholder for £nil consideration during 2009 Each warrant entitles the holder to subscribe for one new ordinary share at an exercise price of £0 01 per share at any time until the fifth anniversary of Admission

A reconciliation of the options and warrants granted is shown below

	2013 Number	2013 Weighted average exercise price £	2013 Number	2013 Weighted average exercise price £
Outstanding as at 1 January	6,188,949	0 01	6,188,949	0 01
Expired	(6,188,949)	(0 01)	-	-
Outstanding as at 31 December	-	-	6,188,949	0 01

9 Share based payments (continued)

The fair value of the warrants was as follows

Granted to	Date granted	Number	Exercise price	Expiry date	Fair value at grant date
			£		£
Gavin Burnell	11 Feb 2008	1,547,237	0 01	19 April 2013	3,280
Konstantinos Papadimitrakopoulos	11 Feb 2008	1,547,237	0 01	19 April 2013	3,280
Ruegg & Co Limited	11 Feb 2008	3,094,475	0 01	19 April 2013	6,561
		6,188,949			13,121

The warrants were exercisable at £0 01 at any time from the date of the original admission to the ISDX market (formerly PLUS) and expiring five years from such date

The weighted average fair value of warrants granted on 11 February 2008, determined by using the Black-Scholes valuation model, was £0 00212 per warrant for the 6,188,949 warrants granted The significant inputs into the model were

	Founder Warrants	Warrants
Dividend rate (%)	-	-
Risk free interest rate (%)	4 75%	4 75%
Expected volatility (%)	5%	5%
Share price at grant date (£)	1p	1p
Exercise price (£)	0 1p	1p

The warrants were granted on 11 February 2008, only 26 days after incorporation The Directors were therefore unable to base their expected volatility rate on the historical performance of the Company's share price The Directors therefore assumed a low volatility rate reflecting the cash shell status of the Company and low volume of trading expected

All warrants granted in February 2008 expired in 2013 and the shares to be issued balance has been eliminated as at 31 December 2013

10 Trade and other payables

	2013	2012
	£	£
Trade payables	1,530	480
Accruals and deferred income	4,020	3,200
	5,550	3,680

11. Capital commitments

There were no capital commitments authorised by the Directors or contracted for at 31 December 2013 or 31 December 2012

12. Treasury policy and financial instruments

The Company operates informal treasury policies which include ongoing assessments of interest rate management and borrowing policy The Board approves all decisions on treasury policy

The Company has financed its activities by the raising of funds through the placing of shares There are no material differences between the book value and fair value of the financial assets

13 Capital management policies

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions

14 Ultimate Parent Company

The Directors believe there to be no ultimate controlling party