# MIRENWEST LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015



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Registered Office 86 Bondway London SW8 1SF	

### **DIRECTORS' REPORT**

### FOR THE YEAR ENDED 31 DECEMBER 2015

The Directors present their annual report and financial statements for the year ended 31 December 2015.

The Directors' Report has been prepared in accordance with the special provision relating to small companies under section 415a of the Companies' Act 2006.

The Company has also taken advantage of the small companies' exemption from preparing a Strategic Report.

### **Principal activities**

The principal activity of the Company is to invest in shares, fixed interest and other forms of investments and to earn income therefrom.

#### Results and dividends

The results for the year are set out on page 6.

The Directors do not recommend payment of an ordinary dividend (2014: nil).

### **Directors**

The Directors, who served throughout the year were as follows:

Mr Henry Klotz Mr A G P Millet Mr John Whiteley Mr Fredrik Widlund Mr Simon Wigzell

Qualifying third-party indemnity provisions (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the Directors who held office in 2015.

### **Auditors**

In accordance with the Company's articles, a resolution proposing that Deloitte LLP be reappointed as auditors of the company will be put at a General Meeting.

### DIRECTORS' REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2015

### Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the Directors must not approve the financial statements unless they are satisfied that the financial statements give a true and fair view of the state of affairs of the Company and of the income statement of the Company 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;
- 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.

### Statement of disclosure to auditors

Each Director in office at the date of approval of this annual report confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a Director in order to make himself aware
  of any relevant audit information and to establish that the Company's auditors are aware of that
  information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

### DIRECTORS' REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2015

### Principal risk and uncertainities

The Directors consider there are a number of potential risks and uncertainties which could have a material impact on the Company's performance and could cause the actual results to differ materially from expected and historical results. Management and mitigation of these risks is the responsibility of the Directors of the Company. The principal risks and uncertainties facing the Company are broadly grouped as funding risk and political and economic risk.

### Funding Risk

An adverse interest rate movement or breach in borrowing covenants may have a detrimental effect on the ability of the Company to meet its financial obligations. In order to mitigate this risk, the Group's treasury function closely monitors the performance of the Company on a daily basis and looks to limit its exposure through various financial hedging instruments. In addition, parent debt service cover guarantees have been given to secure funding.

#### Political and Economic Risk

The potential exit of the United Kingdom from the European Union remains an adverse risk to the overall economy, which may impact net asset values and profitability. It is the Directors' view that the United Kingdom's economy sufficiently remains robust to weather any immediate adverse economic effects should this event occur.

Further discussion of these risks and uncertainties, in the context of the Group as a whole, is provided in the Group's annual report which does not form part of this report and can be found on www.clsholdings.com.

### Going concern

After making enquiries, based on the assumptions, sensitivities and uncertainties outlined above and in note 1 of the financial statements, the Directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future despite the net liability position at 31 December 2015. The Directors are in receipt of an unequivocal letter of support from the Parent Company confirming that sufficient funds will be available to ensure all liabilities are met as they fall due for a period of 12 months from the date of approval of the financial statements, so long as the Company is a wholly owned direct or indirect subsidiary of its current Ultimate Parent Company (note 15). The Directors do not expect that the ownership of the Company will change in the foreseeable future and thus continue to adopt the going concern basis of accounting in preparing the financial statements.

By order of the boarg

Secretary

26 May 2016

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MIRENWEST LIMITED

We have audited the financial statements of Mirenwest Limited for the year ended 31 December 2015 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 auditors

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 the 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 2015 and of its loss for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF MIRENWEST LIMITED

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report, or
- · we have not received all the information and explanations we require for our audit.

Mark Beddy FCA (Senior Statutory Augitor) for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor London, United Kingdom

26 May 2016

# INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015

		2015	2014
	Notes	£.	(restated) £
Revenue	4	7,719	6,972
Net rental income		7,719	6,972
Administrative expenses		(15,527)	(16,479)
Operating loss		(7,808)	(9,507)
Investment income Interest payable and similar charges Loss on sale of fixed asset investments	7	267 (24,874) -	5,417 (29,646) (150,844)
Loss on ordinary activities before taxa	tion	(32,415)	(184,580)
Tax on loss on ordinary activities	8	(40,919)	7,303
Loss for the financial year		(73,334) ======	(177,277)

The income statement has been prepared on the basis that all operations are continuing operations.

The notes on pages 10 to 17 form part of these financial statements.

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2015

	2015	2014 (restated)
	£	(restated) £
Loss for the year	(73,334)	(177,277)
Other comprehensive income Fair value gains on available for sale financial		· ·
assets	91,058	107,957
Total comprehensive income//less) for the	· · · · · · · · · · · · · · · · · · ·	
Total comprehensive income/(loss) for the year	17,724	(69,320)

# BALANCE SHEET AS AT 31 DECEMBER 2015

	•	2015	٠.	2014
	Notes	£		(restated) £
Fixed assets		*		
Investments	9	275,757		184,700
				,
Current assets		• .		
Trade and other receivables	1	59	•	61
Corporation tax recoverable	,			2,108
Cash at bank and in hand		9,368		2,019
•	•	9,427	•	4,188
	". ·			
Current liabilities	40	(454.000)	•	(440,000)
Trade and other payables	10	(154,233)		(116,080)
Corporation tax payable		(40,919)	•	
		(195,152)		(116,080)
	•			
A		(405 705)		(444, 000)
Net current liabilities	•	(185,725)		(111,892)
	•			
Non-current liabilities				
Trade and other payables	10	(811,604)		(812,104)
		,	-	
Nat liabilitata		(704 570)		(720, 206)
Net liabilities	•	(721,572)		(739,296)
	* .			
Equity	•			
Called up share capital	<b>11</b> ,	8,250,000		8,250,000
Other reserves	. 12	1,623		(89,435)
Retained earnings		(8,973,195)		(8,899,861)
Total equity	•	(721,572)	\$ 100 P	(739,296)
iotai equity		(721,372) =======		(133,230)

The financial statements were approved by the Board of Directors and authorised for issue on 26 May 2016 Signed on its behalf by:

Mr John Whiteley

Director

Company Registration No. 2991340

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

•	•			
	Share capital £	Other reserves £	Retained earnings £	Total £
Balance at 1 January 2014 (adjusted for transition to FRS 101)	8,250,000	(197,392)	(8,722,584)	(669,976)
Loss for the year Other comprehensive income	- -	107,957	(177,277) -	(177,277) 107,957
Balance at 31 December 2014 (restated)	8,250,000	(89,435)	(8,899,861)	(739,296)
Loss for the year Other comprehensive income	- -	- 91,058	(73,334)	(73,334) 91,058
Balance at 31 December 2015	8,250,000	1,623	(8,973,195)	(721,572)

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

### 1 Accounting policies

### 1.1 Accounting convention

The Company meets the definition of a qualifying entity under Financial Reporting Standard 101 (FRS 101) issued by the Financial Reporting Council. Accordingly, in the year ended 31 December 2015 the Company has changed its accounting framework from pre-2015 UK GAAP to FRS 101 as issued by the Financial Reporting Council and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices. These financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. The prior year financial statements were restated for material adjustments on adoption of FRS 101 in the current year, the impact of the transition is shown in note 14 to the financial statements.

The financial statements have been prepared on the historical cost basis except for the revaluation of available for sale financial assets. The principal accounting policies adopted are set out below.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

Where required, equivalent disclosures are given in the Group accounts of the Ultimate Parent Company, the Group accounts of which are available to the public and can be obtained as set out in note 13.

Certain comparative amounts have been reclassified to conform to the current year's presentation.

### 1.2 Going concern

The Directors have at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future despite the net liability position as at 31 December 2015. The Directors are in receipt of an unequivocal letter of support from the Parent Company confirming that sufficient funds will be available to ensure all liabilities are met as they fall due for a period of 12 months from the date of approval of the financial statements, so long as the Company is a wholly owned direct or indirect subsidiary of its current ultimate parent Company (note 13). The Directors do not expect that the ownership of the Company will change in the foreseeable future and thus continue to adopt the going concern basis of accounting in preparing the financial statements.

### 1.3 Revenue

Revenue comprises income receivable from investments.

### 1.4 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The Company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the Company from the adoption of IFRS 13.

### 1.5 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits and other short-term highly liquid investments which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

#### 1 Accounting policies

(Continued)

#### 1.6 Financial assets

Financial assets are recognised in the Company's statement of Balance Sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Available-for-sale investments are initially measured at cost, and are subsequently revalued to fair value. Revaluation gains and losses are recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary assets. On disposal, the cumulative gain or loss previously recognised in other comprehensive income is recycled through profit before tax.

### Financial assets at fair value through profit or loss

Financial assets are classified as at Fair Value Through Profit and Loss when the financial asset is held for trading. This is the case if:

- · the asset has been acquired principally for the purpose of selling in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that the company manages together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset. Interest and dividends are included in 'Investment income' and gains and losses on remeasurement included in 'other gains and losses' in the statement of comprehensive income.

#### Receivables

Trade and other receivables are recognised initially at fair value. An impairment provision is created where there is objective evidence that the Company will not be able to collect the receivable in full.

### Impairment of financial assets

Financial assets, other than those at Fair Value Through Profit and Loss, are assessed for indicators of impairment at each balance sheet date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

### 1.7 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities. Trade and other payables are stated at cost, which equates to fair value.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 1 Accounting policies

(Continued)

#### Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

#### Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's obligations are discharged, cancelled or when they expire.

### 1.8 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### 1.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

#### Deferred tax

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, and is calculated using rates that are expected to apply in the period when the liability is settled or the asset is realised, in the tax jurisdiction in which the temporary differences arise. Deferred tax is charged or credited in arriving at profit after tax, except when it relates to items recognised in other comprehensive income, in which case the deferred tax is also recognised in other comprehensive income.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be used. The deferred tax assets and liabilities are only offset if they relate to income taxes levied by the same taxation authority, there is a legally enforceable right of set-off and the Company intends to settle its current tax assets and liabilities on a net basis.

### 1.10 Foreign exchange

Transactions in foreign currencies are translated into sterling using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into sterling at the exchange rate ruling at that date, and differences arising on translation are recognised in profit before tax.

Changes in the fair value of monetary securities classified as available-for-sale and denominated in foreign currencies are recognised in profit before tax where the translation difference results from changes in the amortised cost of the security, and are recognised in equity where it results from other changes in the carrying amount of the security.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 2 Adoption of new and revised standards and changes in accounting policies

### Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- IFRS 9 Financial Instruments (2009, 2010 and 2014)
- IFRS 15 Revenue from Contracts with Customers
- IFRS 16 Leases
- Defined Benefit Plans: Employee Contributions (Amendments to IAS 19)
- · Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)
- Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)
- Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41)
- Equity Method in Separate Financial Statements (Amendments to IAS 27)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)
- Disclosure Initiative (Amendments to IAS 1)
- Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)
- Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12)
- · Disclosure Initiative (Amendments to IAS 7)
- Annual Improvements to IFRSs: 2010-2012 Cycle
- Annual Improvements to IFRSs: 2012-2014 Cycle

These pronouncements, when applied, either will result in changes to presentation and disclosure, or are not expected to have a material impact on the financial statements, apart from IFRS 15 and IFRS 9. In respect of IFRS 15, the Company is undertaking an assessment of the impact of this standard. In respect of IFRS 9, it is not practical to provide an estimate of the effect of this standard until it is effective.

### 3 Critical accounting estimates and judgements

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or are recognised in the period of the revision and future periods if the revision affects both current and future periods.

There are no estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

4	Revenue		
	An analysis of the Company's revenue is as follows:		
	The state of the company crossing is acrossor.	2015	2014
		£	£
	Dividend income	7,719	6,972
			, ===
	Geographical market		
	Revenue arose wholly within the United Kingdom.		
5	Auditors' remuneration		
	The analysis of auditor's remuneration is as follows:		
	The analysis of additor's remuneration is as follows.	2015	2014
-		£	£
	Fees payable to the Company's auditors for the audit of the Company's	•	
	annual accounts	2,400	2,400
	No fees were payable to Deloitte LLP and its associates for non-audit service current or preceding year.	s to the Company	during the
6	Employees		
	The Company did not have any employees during the period (2014: None).		
	No fees or other emoluments were paid to the Directors of the Company preceding year in respect of their service to the company. The Directors are pulltimate Parent Company's Group.	during either the did by another enti	current or ty within the
7	Investment income	2015	2014
7	investment income	2015 £	2014 £
	Interest income	-	~
	Other interest income	<b>27</b> 0 `	144
	Exchange differences	(3)	5,273
		·	
		267	5,417
	·		
8	Income tax expense		
		2015	2014
		£	£
	Corporation tax		
	Current year	40,919	(8,752)
	Other taxes	· <u>- · -</u>	1,449
	Total tax charge/(credit)	40,919	(7,303)
			====
		,	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

(Continued)

### 8 Income tax expense

The charge/(credit) for the year can be reconciled to the loss on ordinary activities before taxation as follows:

	2015 £	2014 £
Loss on ordinary activities before taxation	(32,415)	(184,580)
	· <del></del>	=======================================
Loss on ordinary activities before taxation multiplied by weighted average		
rate of UK corporation tax of 20.25% (2014 - 21.50%)	(6,564)	(39,685)
Taxation impact of factors affecting tax charge:		
Expenses not deductible in determining taxable profit	· -	32,432
Non-taxable income	(1,563)	(1,499)
Adjustment in respect of prior years	49,046	
Withholding tax paid on overseas dividends received	-	1,449
Tax charge/(credit) for the year	40,919	(7,303)

The rate of UK corporation tax for the financial year beginning 1 April 2014 was 21%. This fell to 20% on 1 April 2015 and the weighted corpoation tax rate for the year ended 2015 was therefore 20.25% (2014 - 21.50%). Deferred tax has been calculated at a rate of 18% being the rate applicable from 1 April 2015 under legislation substantively enacted at the balance sheet date.

### 9 Investments

		2015 £	2014 £
Gilts		3,517	3,760
Listed shares		272,240	180,940
		275,757	184,700
		<del></del>	· <del></del>
		•	
Movements in non-current investments	•	•	•
	Gilts	Shares	Total
Fair value	. <b>£</b>	£	£
At 31 December 2014	3,760	180,940	184,700
Valuation changes	(243)	91,300	91,057
At 31 December 2015	3,517	272,240	275,757

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

10	Trade and other payables				•
		2015 £	2014 £	2015 £	2014 £
	Amounts due to fellow group undertakings	154,233 . 	116,080	811,604 	812,104

Creditors include a balance for £811,604 (2014: £812,104) due to a fellow group undertaking. The loan is due for repayment on 31 December 2017. Interest charged on the loan is a at a rate of 2.5% above the applicable index rate (2014: 2.5% above the applicable index rate). The applicable index rate is the standard market practice rate for the relevant currency for a period of three months, with the loan facility in place being multi currency.

.11	Share capital	-	2015	2014
	Ordinary share capital Authorised, issued and fully paid 8,250,000 Ordinary shares of £1 each		8,250,000 	8,250,000 ======
12	Other reserves			Total
				£
	At 1 January 2014			(197,393)
	Fair value movement			107,958
1	At 31 December 2014			(89,435)
	Fair value movement	* .		91,058
	At 31 December 2015			- 1,623

The balance includes movement in the fair value of securities listed on the London Stock Exchange held by the Company.

### 13 Controlling party

The Directors consider that the immediate and ultimate parent undertaking and controlling party is CLS Holdings plc, which is incorporated in Great Britain. The financial statements of the Company are consolidated into the CLS Holdings plc group accounts for the year ended 31 December 2015, being the largest and only group into which the Company is consolidated. Copies of the group financial statements are publicly available and may be obtained from The Secretary, CLS Holdings plc, 86 Bondway, London, SW8 1SF.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 14 UK GAAP to FRS101 Conversion

This is the first year that the Company has presented its financial statements under FRS 101 by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements issued under a previous GAAP (UK GAAP) were for the year ended 31 December 2014 and the date of transition to FRS 101 was therefore 1 January 2014.

### **INCOME STATEMENT**

There has been no restatement in the transition from UK GAAP to FRS 101 for the year ended 31 December 2014.

### **BALANCE SHEET**

Reconciliation of the Balance Sheet for the year ended 31 December 2014

	Notes	UK GAAP £	Remeasurements £	FRS 101 £
Fixed Assets Investments	A	184,952	(252)	184,700
<b>Equity</b> Other reserves	A	(89,183)	(252)	(89,435)

### STATEMENT OF CHANGES IN EQUITY

Reconciliation of Statement of Changes in Equity for the year ended 31 December 2014

N	otes	Share capital £	Other reserves £	Retained earnings	Total £
Balance at 1 January 2014 (UK GAAP)		8,250,000	(197,281)	(8,722,584)	(669,865)
Remeasurement	A		(111) <sub>.</sub>	-	. (111)
Balance at 1 January 2014 (FRS 101)	_	8,250,000	(197,392)	(8,722,584)	(669,976)
Balance at 31 December 2014 (UK GAAP)		8,250,000	(89,183)	(8,899,861)	(739,044)
Adjustments in respect of prior years			(111)	-	(111)
Remeasurement	Α	-	(141)	-	(141)
Balance at 31 December 2014 (FRS 101)	_	8,250,000	(89,435)	(8,899,861)	(739,296)

### Notes to the reconciliation from UK GAAP to FRS101

### A Measurement of gilts

Under FRS101, gilts are classified as available-for-sale financial assets and measured at fair value. Movements in the fair value of gilts are included in other reserves in equity. Under UK GAAP gilts were measured at amortised cost.