Group Strategic Report, Report of the Directors and Consolidated Financial Statements for the Year Ended 30 June 2016

for

360 Group Limited





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Company Information for the Year Ended 30 June 2016

DIRECTORS:

B Keegan X Bosch FCA

REGISTERED OFFICE:

360 House

7 Cambridge Court

London W6 7NJ

REGISTERED NUMBER:

03645154 (England and Wales)

AUDITORS:

J P B Harris & Co. Chartered Accountants & Statutory Auditors Harmile House 54 St Marys Lane

Upminster Essex RM14 2QP

Group Strategic Report for the Year Ended 30 June 2016

The directors present their strategic report of the company and the group for the year ended 30 June 2016.

REVIEW OF BUSINESS

The results for the year and financial position of the company and the group are as shown in the annexed financial statements.

The group's key financial and other performance indicators during the year were as follows:

	Year	18 month period	% change pro rata
	2015	2014	-
	€000	000£	
Turnover	14,396	21,244	-32%
Profit on ordinary activities before tax	(207,820)	22	

Whilst the current reporting period was challenging, given the economic climate, the group by focusing on profitable activities has increased profitability significantly.

PRINCIPAL RISKS AND UNCERTAINTIES

As the principle activity of the group is the provision of professional employment services the principle risks and uncertainties revolve around legislative changes expected in April 2016. The group will be ensuring full compliance with the new regulations and expects a notable change to how we deliver our services to the contingent worker and user community.

The group runs the risk of non payment by clients. Procedures are in place to minimise such losses and the company is confident it's client credit scoring is extremely robust.

FUTURE DEVELOPMENTS

The directors are optimistic about the group's growth potential.

ON BEHALF OF THE BOARD:

31 March 2017

Report of the Directors for the Year Ended 30 June 2016

The directors present their report with the financial statements of the company and the group for the year ended 30 June 2016.

DIVIDENDS

No dividends will be distributed for the year ended 30 June 2016.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 July 2015 to the date of this report.

B Keegan X Bosch FCA

EMPLOYEES

The group places considerable value on the involvement of its employees in the business and has continued its practice of keeping them informed on matters affecting them as employees.

The group is committed to providing equality of opportunity to all employees. Appropriate training, career development and promotion opportunities are provided fro all employees regardless of gender, physical disability, religion, belief, race or ethnic origin.

It is the group's policy to give full consideration to suitable applications for employment by disabled persons. Disabled employees are eligible to participate in all career development opportunities available to staff. Opportunities also exist for employees who become disabled to continue in their employment or to be trained for other positions in the group.

The group is committed to involving all employees in the performance and development of the group. Employees are encouraged to discuss with management matters of interest to the employees and subjects affecting day to day operations of the group.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 the group and of the profit or loss of the group 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director 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 group's auditors are aware of that information.

Report of the Directors for the Year Ended 30 June 2016

AUDITORS

The auditors, JPB Hartis & Co., will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

B Keegan Director

31 March 2017

Report of the Independent Auditors to the Members of 360 Group Limited

We have audited the financial statements of 360 Group Limited for the year ended 30 June 2016 on pages seven to nineteen. 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).

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 a Report of the Auditors 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 set out on page three, 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 group's and the parent 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 Group Strategic Report and the Report of the Directors 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 group's and of the parent company's affairs as at 30 June 2016 and of the group's 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the Independent Auditors to the Members of 360 Group 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

A S Robinson FCA (Senior Statutory Auditor)

for and on behalf of J P B Harris & Co.

Chartered Accountants

& Statutory Auditors

Harmile House

54 St Marys Lane

Upminster

Essex

RM14 2QP

31 March 2017

Consolidated Profit and Loss Account for the Year Ended 30 June 2016

	Notes	30.6.16 £	30.6.15 £
TURNOVER		14,395,691	21,244,423
Cost of sales		13,405,539	20,096,577
GROSS PROFIT	•	990,152	1,147,846
Administrative expenses		1,237,437	1,126,283
		(247,285)	21,563
Other operating income		9,408	<u>-</u>
OPERATING (LOSS)/PROFIT	3	(237,877)	21,563
Interest receivable and similar income		57	742
		(237,820)	22,305
Interest payable and similar charges	4	-	649
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(237,820)	21,656
Tax on (loss)/profit on ordinary activities	5	8,411	6,825
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(246,231)	14,831
Minority interest - equity		(12,195)	1,098
(DEFICIT)/RETAINED PROFIT FOR THE GROUP CARRIED FORWARD		(234,036)	13,733

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the loss for the current year and the profit for the previous year.

Consolidated Balance Sheet 30 June 2016

		30.6.1	6	30.6.1	5
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	8		•		
Tangible assets	9		-		159
Investments	10		•		· -
•			•		159
CURRENT ASSETS					
Debtors: amounts falling due within one year	r (1	899,000		3,481,772	
Debtors: amounts falling due after more than	1				
one year	11	-		540	
Cash at bank and in hand		398,127		802,031	
		1,297,127		4,284,343	
CREDITORS					
Amounts falling due within one year	12	986,383		3,727,527	
NET CURRENT ASSETS			310,744		556,816
TOTAL ASSETS LESS CURRENT					
LIABILITIES			310,744		556,975
LIABILITIES			310,744		330,973
MINORITY INTERESTS	13		24,794		36,989
					
NET ASSETS			285,950		519,986
CAPITAL AND RESERVES					
Called up share capital	14		100		100
Profit and loss account	15		285,850		519,886
SHAREHOLDERS' FUNDS	18		285,950		519,986
	••				=====

The financial statements were approved by the Board of Directors on 31 March 2017 and were signed on its behalf by:

B Keegan - Director

Company Balance Sheet 30 June 2016

		30.6.16	5	30.6.15	;
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	8		- ,		•
Tangible assets	9		-		-
Investments	10	·	75		75
			75		75
CURRENT ASSETS					
Debtors	11	47,316		44,761	
Cash at bank and in hand		914		10,428	
				· ********* *	
		48,230		55,189	
CREDITORS					
Amounts falling due within one year	12	29,908		32,179	
NEW OF PARTY ASSESSED.		•	10.000		22.210
NET CURRENT ASSETS			18,322		23,010
TOTAL ASSETS LESS CURRENT					
LIABILITIES			10 207		22.006
LIABILITIES			18,397		23,085
CAPITAL AND RESERVES					
Called up share capital	14		100		100
Profit and loss account	15		18,297		22,985
SHAREHOLDERS' FUNDS	18		18,397		23,085
CHARLES COLDS	10		10,377		23,083

The financial statements were approved by the Board of Directors on 31 March 2017 and were signed on its behalf by:

B Kreean - Director

Consolidated Cash Flow Statement for the Year Ended 30 June 2016

N. d. d. d.	Notes	30.6.16 £	30.6.15 £
Net cash outflow from operating activities	1	(396,491)	(1,147,951)
Returns on investments and servicing of finance	2	(679)	(8,771)
Taxation		(6,734)	(229,211)
Equity dividends paid			(120,000)
Decrease in cash in the period		(403,904)	(1,505,933)
Reconciliation of net cash flow to movement in net funds	3		
Decrease in cash in the period		(403,904)	(1,505,933)
Change in net funds resulting from cash flows		(403,904)	(1,505,933)
Movement in net funds in the period Net funds at 1 July		(403,904) 802,031	(1,505,933) 2,307,964
Net funds at 30 June		398,127	802,031

3.

Notes to the Consolidated Cash Flow Statement for the Year Ended 30 June 2016

1. RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	30.6.16	30.6.15
	£	£
Operating (loss)/profit	(237,877)	21,563
Depreciation charges	159	9,662
Decrease/(increase) in debtors	2,582,832	(995,198)
Decrease in creditors	(2,741,605)	(183,978)
Net cash outflow from operating activities	(396,491)	(1,147,951)

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

		30.6.16 £	30.6.15 £
Returns on investments and servicing of finan-	ce		
Interest received		57	742
Interest paid		(736)	87
Dividends paid to minority interests			(9,600)
Net cash outflow for returns on investments an	nd servicing of finance	(679) ——	(8,771) ===
ANALYSIS OF CHANGES IN NET FUNDS			
			At
	At 1.7.15	Cash flow	30.6.16
Net cash:	£	£	£
Cash at bank and in hand	802,031	(403,904)	398,127
	802,031	(403,904)	398,127
Total	802,031	(403,904)	398,127

1. ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of 360 Group Limited and its subsidiaries as at the balance sheet date

Consolidation is from the date control is transferred to the group and cease to be consolidated from the date on which control is transferred from the group. The financial statements for the subsidiary used in the consolidation are prepared for the same reporting period as the parent company using consistent accounting policies. All intergroup balances and transactions have been eliminated in full.

Weblogix Limited, a subsidiary, went into administration on 21 January 2014 and has subsequently been put into a creditors voluntary liquidation. As a result no accounts are available for the company for the period under review. Consequently in these financial statements the group's share of the assets of Weblogix Limited, as at 1 January 2013, have been written off.

TURNOVER

Turnover represents net invoiced sales of goods, excluding value added tax.

GOODWILL

Goodwill, being the amount paid in connection with the acquisition of a business in 2004, is being amortised evenly over its estimated useful life of ten years.

TANGIBLE FIXED ASSETS

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Improvements to property

- over the term of the lease

Computer equipment

- 33% on cost

DEFERRED TAX

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

HIRE PURCHASE AND LEASING COMMITMENTS

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

PENSION COSTS AND OTHER POST-RETIREMENT BENEFITS

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

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	for the Year Ended 30 June 2016		
2.	STAFF COSTS	30.6.16	30.6.15
		£	£
	Wages and salaries	1,881,970	1,431,989
	Social security costs	147,188	133,260
	Other pension costs	51,761	
		2,080,919	1,565,249
	The average monthly number of employees during the year was as follows:		
	and a congression and a construction of the co	30.6.16	30.6.15
	Employees under contract	141	183
	Accountancy taxation and payroll	-	1
	Sales and administration	1	4
		142	188
			====
3.	OPERATING (LOSS)/PROFIT		
	The operating loss (2015 - operating profit) is stated after charging/(crediting):		
		30.6.16	30.6.15
		£	£
	Other operating leases	92,722	75,061
	Depreciation - owned assets	159	4,929
	Goodwill amortisation Auditors' remuneration	18,725	4,733 11,835
	Foreign exchange differences	(9,408)	834
	2 croight strongings untertained	===	
	Directors' remuneration	<u>.</u>	
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		30.6.16	30.6.15
	Interest on overdue tax	£	£ 649
	interest on overque tax		
5.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the loss on ordinary activities for the year was as follows:		
		30.6.16	30.6.15
	Current tax:	£	£
	UK corporation tax	7,931	6,725
	Deferred tax	480	. 100

Tax on (loss)/profit on ordinary activities

6,825

8,411

5. TAXATION - continued

FACTORS AFFECTING THE TAX CHARGE

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	30.6.16 £	30.6.15 £
(Loss)/profit on ordinary activities before tax	(237,820)	21,656
(Loss)/profit on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 20% (2015 - 20%)	(47,564)	4,331
Effects of:		
Expenses not deductible for tax purposes	50,945	1,200
Capital allowances in excess of depreciation	(567)	-
Utilisation of tax losses	5,117	-
Adjustments to tax charge in respect of previous periods	-	1,194
Current tax charge	7,931	6,725

6. LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the Profit and Loss Account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £(4,688) (2015 - £108,904 profit).

7. **DIVIDENDS**

	30.6.16	30.6.15
	£	£
Interim	<u>.</u>	120,000

8. INTANGIBLE FIXED ASSETS

Group

•	Goodwill £
COST	
At 1 July 2015	
and 30 June 2016	95,000
AMORTISATION	
At 1 July 2015	
and 30 June 2016	95,000
NET BOOK VALUE	
At 30 June 2016	-
	
At 30 June 2015	

9. TANGIBLE FIXED ASSETS

Group

·	Improvements to property £	Computer equipment	Totals £
COST			
At 1 July 2015			
and 30 June 2016	48,090	310,542	358,632
DEPRECIATION			
At 1 July 2015	48,090	310,383	358,473
Charge for year	_	159	159
At 30 June 2016	48,090	310,542	358,632
NET BOOK VALUE			
At 30 June 2016	•	-	-
At 30 June 2015		159	159

10. FIXED ASSET INVESTMENTS

Company

·	Shares in group undertakings £
COST At 1 July 2015 and 30 June 2016	
NET BOOK VALUE At 30 June 2016	75 ———
At 30 June 2015	75

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

SUBSIDIARIES

Hyperlink Services Limited

Nature of business: Consultancy

,	%		
Class of shares:	holding		
Ordinary	93.00		
·		30.6.16	30.6.15
		£	£
Aggregate capital and reserves		219,393	464,163
(Loss)/profit for the year		(244,770)	92,487
			

10. FIXED ASSET INVESTMENTS - continued

11.

Deferred tax asset	Gı 30.6.16	oup 30.6.15	Com ₁ 30.6.16	pany 30.6.15
Aggregate amounts	<u>899,000</u>	3,482,312	<u>47,316</u>	44,761
Amounts falling due after more than one year: Other debtors		540	<u>-</u>	-
	<u>899,000</u>	3,481,772	47,316	44,761
Deferred tax asset Prepayments and accrued income	280,913	480 748,167	-	
Trade debtors Amounts owed by group undertakings Other debtors	418,415 - 199,672	228,821 2,504,304	47,316 -	41,761 3,000
Amounts falling due within one year:	Gi 30.6.16 £	30.6.15 £	Com _l 30.6.16 £	30.6.15 £
DEBTORS	·			
Aggregate capital and reserves Profit/(loss) for the year			£ 57,916 24,066	£ 33,850 (68,970)
Nature of business: Accountancy, taxation service Class of shares: Ordinary	h	dmin % olding 93.00	30.6.16	30.6.15
Aggregate capital and reserves (Loss)/profit for the year 3sixty Group Holdings Limited			15,113 (20,839)	35,952 2,410
Class of shares: Ordinary		olding 93.00	30.6.16 £	30.6.15 £
3sixty Financial Limited Nature of business: Financial services		%		

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

•	Group		Company	
	30.6.16	30.6.15	30.6.16	30.6.15
	£	£	£	£
Trade creditors	14,605	5,030	-	-
Amounts owed to group undertakings	-	-	13,110	23,857
Tax	7,931	6,734	-	-
Social security and other taxes	74	52,213	-	-
VAT	6,116	85,051	-	-
Other creditors	253,637	3,142,961	12,798	6,822
Accruals and deferred income	704,020	435,538	4,000	1,500
	986,383	3,727,527	29,908	32,179

13. MINORITY INTERESTS

The interest held by third parties in the profits and assets of the group.

14. CALLED UP SHARE CAPITAL

Allotted, issu	ied and fully paid:			
Number:	Class:	Nominal	30.6.16	30.6.15
		value:	£	£
100	Ordinary	£1	100	100
	•			

15. RESERVES

Group

Отомр	Profit and loss account £
At 1 July 2015 Deficit for the year	519,886 (234,036)
At 30 June 2016	285,850
Comments	

Company

	account £
At 1 July 2015 Deficit for the year	22,985 (4,688)
At 30 June 2016	18,297

Profit and loss

16. RELATED PARTY DISCLOSURES

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A company in which B Keegan is a shareholder and director

In the year the group acquired services to th value of £2,575,237 (2015: £Nil).

	30.6.16	30.6.15
	£	£
Amount due from related party at the balance sheet date		1,669,271

Oxygen 360 Limited

A company in which B Keegan is a shareholder and director

Services were acquired by the group in the period amounting to £11,016,931 (2015: £17,047,009)

	30.6.16	30.6.15
	£	£
Amount due from/(to) related party at the balance sheet date	10,746	(2,443,615)

Oxygenthreesixty Limited

Shared director of this company's corporate shareholder

Services provided in the year under review £150,000 (2015: £209,399).

	30.6.16	30.6.15
•	£	£
Amount due from related party at the balance sheet date	150,000	600,988

17. ULTIMATE CONTROLLING PARTY

The controlling party is B Keegan.

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group

	30.6.16	30.6.15
	£	£
(Loss)/profit for the financial year	(234,036)	13,733
Dividends	<u> </u>	(120,000)
Net reduction of shareholders' funds	(234,036)	(106,267)
Opening shareholders' funds	519,986	626,253
Closing shareholders' funds	285,950	519,986

Notes to the Consolidated Financial Statements - continued for the Year Ended 30 June 2016

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS - continued

Company

	30.6.16	30.6.15
	£	£
(Loss)/profit for the financial year	(4,688)	108,904
Dividends		(120,000)
Net reduction of shareholders' funds	(4,688)	(11,096)
Opening shareholders' funds	23,085	34,181
Closing shareholders' funds	18,397	23,085
		