

**Company Registration number: 04943684**

**GALMARLEY LIMITED  
TRADING AS BULLIONVAULT.COM  
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

**SATURDAY**



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**11/05/2019**

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**COMPANIES HOUSE**

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **CONTENTS**

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Company Information	1
Strategic Report	2 to 4
Directors' Report	5 to 10
Statement of Directors' Responsibilities	11
Independent Auditor's Report post June 2016	12 to 15
Consolidated Profit and Loss Account	16
Consolidated Statement of Comprehensive Income	17
Consolidated Balance Sheet	18
Balance Sheet	19
Consolidated Statement of Changes in Equity	20 to 21
Statement of Changes in Equity	22 to 23
Consolidated Statement of Cash Flows	24 to 25
Notes to the Financial Statements	26 to 49

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**COMPANY INFORMATION**

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**Directors** P G Tustain  
T Levene  
G Lockwood  
R P Glynne

**Company secretary** J Prytula

**Registered office** 7th Floor  
3 Shortlands  
London  
W6 8DA

**Auditors** Albert Goodman LLP  
Mary Street House  
Mary Street  
Taunton  
Somerset  
TA1 3NW

## **GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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The directors present their strategic report for the year ended 31 October 2018.

### **Fair review of the business**

#### **2018 results**

By the year end BullionVault has had 72,141 users (2017: 69,341). In this, the twelfth full year of trading bullion, sales amounted to £191m (2017 : £250m). The reduction is largely due to an accounting technicality. Where we act as counterparty to a client's trade it increases our turnover with the full trade consideration. Where we act as introducer - putting buyer and seller in touch via the BullionVault order board - only our commission gets counted as turnover. Because of this even quite dramatic changes to reported turnover may have little or no impact on profits.

Profits before tax fell slightly to £3.13m (2017: £3.14m).

Reflecting market circumstances our custody and fees revenues were down, by about 3%, but this deterioration was more than offset by a rise in interest receipts, as both Sterling and US Dollar balances started paying meaningful interest again.

User comments about us on independent sites remain strongly positive, which is a credit particularly to the quality of our personal style of customer service as well as to the exceptionally low prices at which we offer bullion and storage. Our ranking on Trustpilot - the leader of the independent review sites - remains 'Excellent'.

Costs remain well controlled and the group's accounting policies remain cautious.

#### **Gold**

The gold price has remained relatively non-volatile, sliding approximately 3% in GBP.

As at 31 Oct 2018 we were looking after 39.10 tonnes (2017 : 38.05 tonnes).

#### **Silver**

In Sterling terms Silver prices fell a further 12.5%, after falling 13% the previous year.

As at 31 Oct 2018 we were looking after 745 tonnes (2017 : 689 tonnes).

## **GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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### **Platinum**

Having added platinum to our product set in March 2017 we have quickly become a significant player in the market. Physical platinum does not attract the same volume of investor interest as either silver or gold, but according to Johnson Matthey our service's increase over the year of approximately 300 kg accounted for 11.9% of net global investment demand during the year.

Doubtless much of this will have been affected by the rare relative cheapness of platinum by comparison with gold, which in turn was caused by the diesel emissions scandal whose aftermath presents this unusual circumstance where platinum is cheaper (and significantly) than gold. At the year end gold was trading at just over £30,000 and platinum at around £21,000 - both per kilo.

We would like to extend our thanks to the World Platinum Investment Council, who have been very helpful in many ways through the launch of our platinum trading and vaulting services.

### **Headcount**

During the year under review our staff headcount increased slightly to 37 with a further 4 directors.

### **Financial strength**

The group again consolidated its finances with a small transfer to reserves, having distributed most of the previous year's profits to shareholders, in line with the prevailing dividend policy. At the year end we retained net shareholders' funds of £33.6 million (2017 : £33.4m) which sum is mostly held in immediately marketable bullion, or in cash held at call. Post balance sheet date this will have been depleted by the January 2019 dividend payment.

The dividend of £5.50 returned about £2m to our shareholders in January 2018. The dividend was slightly increased to £5.70 which was paid to shareholders in January 2019 in respect of these 2018 profits.

### **Current market position and trading**

BullionVault is by a wide margin the leading supplier of main-market gold bullion to the UK retail customer, and is a significant player on the world stage.

As we maintain our balance sheet in Sterling we will post higher profits when Sterling depreciates, as it did in 2018, because our non-sterling assets tend to rise in price accordingly, and thereby generate asset-holding profits. These profits flatter underlying trading performance because depreciated Sterling balances buy less gold, silver and indeed less of everything.

Nevertheless we continue to regard the future with a high degree of confidence, and trading in the first 4 months of the current year is ahead of the same period in the year being reported; this in spite of the fact that sterling has strengthened since the year end.

Of course Brexit means that future is unusually unpredictable for a British business. We have made our preparations, and we believe we will continue to support our customers successfully however the process of leaving the EU plays out.

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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**WhiskyInvestDirect**

We continue to be pleased with the progress of WhiskyInvestDirect. By the year end it had attracted 2,111 customers (2017 : 1,542).

Taken on its own, WhiskyInvestDirect has performed well. Customers have been well pleased with the performance of their portfolios, and we have been pleased to see the trade now starting to buy mature whisky back from the platform.

We have, however, experienced some problems with James Eadie - which is the single (and 100% owned) subsidiary of WhiskyInvestDirect.

During the year James Eadie has been successfully marketing small batch bottlings of whisky, but it has experienced some set-backs.

We underestimated the informational complexity of the small batch bottling business, and ended up using too much high-cost resource to manage it. Since then, we have had to invest in systems to reduce the ongoing costs, and this too has been expensive.

As a result, at the year's end, James Eadie had incurred debts both to its parent (WhiskyInvestDirect), and to its parent's parent (Galmarley).

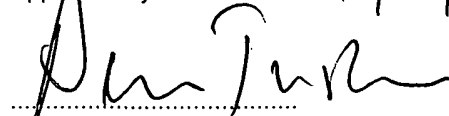
Post year end, James Eadie has been able to pay back in cash the money which it borrowed from WhiskyInvestDirect. However it has not been able to pay back Galmarley. While these are not devastating debts they are significant and were not part of the plan. This resulted in a provision on Galmarley's books.

**Results and dividends**

An interim dividend of £5.50 per £1 ordinary share was paid during the year.

The company paid a further dividend of £5.50 per £1 ordinary share to holders of shares as at 27 January 2018.

Approved by the Board on 9/4/19 and signed on its behalf by:



P G Tustain  
Director

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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The directors present their report and the consolidated financial statements for the year ended 31 October 2018.

#### **Directors of the group**

The directors who held office during the year were as follows:

P G Tustain

T Levene

G Lockwood

R P Glynne

#### **Financial risks**

The group incurs certain risks in relation to financial transactions during the course of operating its business.

#### **Financial risk management and objectives**

The key objective in using financial transactions is the maintenance of a float of bullion and currency in order that the group's bullion trading computer programs have sufficient access to funds and bullion to be able to trade and settle trades on the BullionVault order board, where the rules require instantaneous settlement. This means any bullion sold on the order board by the group must already belong to the group, and be released into the vault before being sold, and any money used to bid for bullion must already be at the group's bank, and be capable of being immediately credited to the seller in cleared funds.

So, more specifically, the objectives of our financial transactions are:-

1. To ensure an immediately available inventory of US Dollars, Euros, Yen and Pounds Sterling, cleared in bank accounts, while not unduly exposing the group to currency risk.

2. To ensure an immediately available inventory of bullion vaulted in London, New York, Singapore, Toronto and Zurich, while not unduly exposing the group to risks of dramatic bullion price movements.

The same principles outlined above apply to whisky and Sterling in the WhiskyInvestDirect business.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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##### **Policies**

To meet these objectives the group engages in two main styles of financial transaction giving rise to material risk.

1. Gold, silver and platinum bullion trades. These are executed with reputable London bullion dealers. The group currently has accounts with three bullion dealing banks. All are members of the London Bullion Market Association. The group buys bullion from them usually for settlement within 24 or 48 hours and is required to pay before receipt of bullion, on the day settlement is due. Making that payment prior to delivery exposes the group to a counterparty default.

2. Trades giving rise to a long position in gold or a foreign currency. Given that the group has shareholders' funds amounting to approximately £33m this has to be held somehow. Leaving it all in sterling (or hedging positions to create a uniquely sterling based risk profile) eliminates any risk of nominal sterling profits or losses arising from rises or falls in the prices of currency and bullion. However that policy would run the risk of a slide in sterling's value significantly impairing the group's ability to buy bullion and FX for stock. In order to mitigate to some degree the risk of such a slide in sterling from impacting the business the group elects to maintain material positions in both bullion and foreign currency. Currently these do not exceed 50% of shareholders' funds. Holding assets which are not sterling gives rise to the possibility of both profits and losses, when, at the end of the year, the holding is presented at its then market value.

There is no material risk regarding the spot and forward currency transactions which the group also undertakes, as in these the amount owed (in one currency) is in value terms owing (in another currency), and both amounts are open with the same counterparty and/or settle at the same time.

The group is not at material risk from customer default because customers can only purchase bullion and whisky with cleared money already received by the group. Similarly customers can only sell bullion and whisky already in the custody of the group.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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##### **Exposure to particular risks**

###### **Bullion supplier default**

Before explaining the nature of the group's biggest risk it is important to point out that this risks only the group's money. Neither client money nor client bullion is exposed.

In our view the default of a market counterparty is the group's biggest direct financial risk. Although we always pay on the day settlement is due we could conceivably pay a counterparty in the morning for the afternoon delivery of bullion, which might not proceed if the counterparty were to fail after receiving our money, and before delivering us our bullion.

There is no 100% safe counterparty.

Our counterparties for bullion trades are all LBMA member firms. We have a number of suppliers so that we can avoid an undue concentration of counterparty risk. As far as we can we arrange our purchases to prevent too much being settled on one day with one counterparty.

We try to keep settlements below £5m and we are successful in more than 95% of cases. This does not reduce the risk of a default by a major bullion bank, but does somewhat reduce its consequence.

We would favour suppliers who segregate money upon receipt, and hold it segregated until we receive delivery of our bullion. Although there is still the risk of operational abuse by a provider (i.e. failure to segregate correctly when under duress) we believe segregation probably offers us better protection than balance sheet size, because modern balance sheets in the banking sector are not generally both comprehensive and credible.

But our major suppliers do not segregate our money upon receipt, which means they do not have to finance our purchase for one or two hours with their own funds. This benefits them in lower costs, and benefits us in their more competitive pricing.

This raises a question of judgment which the board keeps under review. We must weigh the risk of default in that two hour period against the higher pricing which goes with a segregated service. By exercising good judgment we would switch from a competitive unsegregated service to a less competitive but segregated service at any time which suggested increased risks of default, and we have to bear in mind that it is exactly when the risk of defaults increases that we are likely to be at our busiest.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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##### **Reporting currency risk**

In view of the amounts of liquidity injected into the financial system since 2009 we regard it as a diminishing risk that we will see dramatic financial failures. There is, nevertheless, a risk of currency failure. This is as serious for us and places us and all other businesses in a difficult dilemma.

Again I stress this is a risk for the shareholders' funds and not for clients.

We report in Sterling, and manage our gold and FX positions so as to leave them essentially flat. But if we flatten our gold and foreign currency positions completely, then by definition our £33m of shareholders' funds are exposed to fluctuations in the purchasing power of Sterling.

A prolonged or dramatic fall in Sterling - which is still a material risk - would lose our shareholders a great deal of purchasing power, but not generate reportable or tax losses. It would limit our ability to buy gold and expand our business and it would reduce our balance sheet worth expressed - for example - in dollars.

Given the level of deficits and the general unreliability of Sterling as a store of value we must consider diversifying our shareholders' funds to other assets - whether that be currency, or gold, or something else again. The board must exercise a difficult judgment here. Howsoever we choose to distribute our shareholders' funds across monetary assets we risk re-valuation losses. This risk is unavoidable unless we take the even bigger risk of putting all our eggs in the basket of Sterling.

##### **Bank failure**

Lloyds Bank continues to rebuild itself. But it remains the case that its default would be very serious for Galmarley. There would be long delays before the group could reclaim anything.

Regarding the failure of Lloyds it is supposed to be the case that designated client accounts, such as those in which BullionVault users' money is kept, permit those clients to be individually protected by government backed deposit protection - up to the normal personal limits. Therefore BullionVault clients ought to remain protected to some extent in the event of a failure of Lloyds. Nevertheless with a failure of Lloyds it is unlikely that government protection applying on client funds would redeem client money either quickly, or completely, or with its original purchasing power. Additionally, the group's own funds would be materially above any deposit protection threshold.

We also have US dollars deposited at Wells Fargo. Whilst this appears to be one of the strongest banks in certainly the financially strongest country on Earth, for completeness we must reference that our business is exposed there too. This is automatic for anyone who has a reputational or financial interest in a bank's solvency.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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##### **Market risk**

The group is exposed to movements in the gold price. It maintains an unhedged gold inventory of approximately 70kg which is allowed to float up and down by a maximum of 24kg before being corrected by a market trade.

We also keep up to about 30% (£10m) of our shareholders funds in US\$, although this was reduced during the last financial year and is currently maintained at about \$2.5m.

We do not seek to hedge these balances entirely out of market risk. At current prices a maximum long of 94kg undergoing a two percent price fall in gold - which would be a sharp one day move - costs the group about £58,000 in inventory losses, which is easily absorbed by our financial strength. By the same token price rises produce similar inventory profits. The \$ position produces rather more violent swings, with a 1% move in \$/£ producing profit or loss of up to +/- £80,000.

Neither the gold nor US\$ positions, nor the smaller € or silver positions are considered a material risk.

##### **Liquidity risk**

The group only operates in bullion and currency markets both of which are among the deepest capital markets in the world. There is minimal risk of these markets becoming illiquid in normal circumstances. Gold has had by far the best long term record of deep and liquid markets of any financial asset in history.

All customers now have direct access to the London Bullion Market - the biggest bullion market in the world. In any marketplace nothing can guarantee a determined seller access to a willing buyer. However by providing direct dealing access to all our other customers, and direct access to the London Bullion Market, the risk of a failure of liquidity is in our opinion as low as it can reasonably be.

Whisky is a materially less liquid market but at this stage is insignificant in the context of the group.

##### **Cash flow risk**

The group has no current material risk in terms of cash flow. The group has sufficient liquid assets to meet all expenses at the current level for 5 years - even in the absence of any revenues.

The group's assets are almost entirely held in currency and bullion which are both highly liquid, so excepting supplier default there is no realistic danger of not being able to raise any cash required in the short and medium term.

##### **Other financial risks**

The most material other financial risk to the business is customer fraud. In the course of normal business we pay large sums by bank wire to our customers' original funding bank account. We regard every substantial payment as having a potential for serious loss. Nevertheless we must pay our customers quickly and efficiently when they demand it. We maintain tight control of our procedures in this regard.

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018**

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**Other risks**

The Directors believe that there are - as in any business - unquantifiable risks relating to, for example, reputation and unpredictable force majeure events. These are a general feature of a modern business environment.

Data breach (hacking) is also a material risk, and our measures against it are under regular review involving the chairman, the CEO and the CTO.

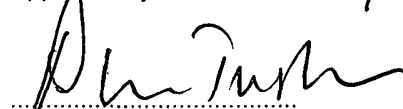
**Future Developments**

The future developments of the business are included within the strategic report.

**Disclosure of information to the auditor**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 9/4/19 and signed on its behalf by:



P.G Tustain  
Director

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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The directors acknowledge their responsibilities 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 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 of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records 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.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED**

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#### **Opinion**

We have audited the financial statements of Galmarley Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 October 2018, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 October 2018 and of the group's profit 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.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED**

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#### **Other information**

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

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

We have nothing to report in this regard.

#### **Opinion on other matter prescribed by the Companies Act 2006**

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

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

In the light of our knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

#### **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.

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED**

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**Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

**GALMARLEY LIMITED**

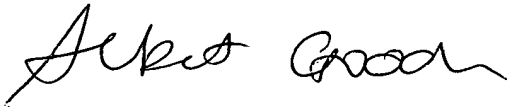
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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED**

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**Use of our report**

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.



Alison Kerr FCA (Senior Statutory Auditor)  
For and on behalf of Albert Goodman LLP, Statutory Auditor

Mary Street House  
Mary Street  
Taunton  
Somerset  
TA1 3NW

12 April 2019

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM  
CONSOLIDATED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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	<b>Note</b>	<b>2018 £ 000</b>	<b>2017 £ 000</b>
Turnover	3	191,048	249,622
Cost of sales		<u>(184,380)</u>	<u>(243,234)</u>
Gross profit		6,668	6,388
Administrative expenses		(3,558)	(3,103)
Other operating income		<u>336</u>	<u>171</u>
Operating profit	4	3,445	3,456
Other interest receivable and similar income	5	2	10
Interest payable and similar charges	6	<u>(317)</u>	<u>(327)</u>
Profit before tax		3,129	3,139
Taxation	10	<u>(633)</u>	<u>(609)</u>
Profit for the financial year		<u>2,497</u>	<u>2,530</u>
<b>Profit/(loss) attributable to:</b>			
Owners of the company		2,505	2,518
Minority interests		<u>(9)</u>	<u>12</u>
		<u>2,497</u>	<u>2,530</u>

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**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Profit for the year	<u>2,497</u>	<u>2,530</u>
Total comprehensive income for the year	<u><u>2,497</u></u>	<u><u>2,530</u></u>
<b>Total comprehensive income attributable to:</b>		
Owners of the company	2,505	2,518
Minority interests	<u>(9)</u>	<u>12</u>
	<u><u>2,497</u></u>	<u><u>2,530</u></u>

**GALMARLEY LIMITED**

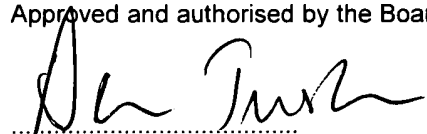
**TRADING AS BULLIONVAULT.COM**

**(REGISTRATION NUMBER: 04943684)**

**CONSOLIDATED BALANCE SHEET AS AT 31 OCTOBER 2018**

	<b>Note</b>	<b>2018 £ 000</b>	<b>2017 £ 000</b>
<b>Fixed assets</b>			
Intangible assets	11	25	19
Tangible assets	12	312	252
		<u>337</u>	<u>272</u>
<b>Current assets</b>			
Stocks	14	20,835	21,741
Debtors	15	14,622	9,219
Cash at bank and in hand		22,486	25,200
		<u>57,944</u>	<u>56,159</u>
<b>Creditors: Amounts falling due within one year</b>	17	<u>(20,329)</u>	<u>(18,646)</u>
<b>Net current assets</b>		<u>37,615</u>	<u>37,514</u>
<b>Total assets less current liabilities</b>		37,951	37,786
<b>Creditors: Amounts falling due after more than one year</b>	17	(4,331)	(4,362)
<b>Provisions for liabilities</b>	18	<u>(51)</u>	<u>(37)</u>
<b>Net assets</b>		<u>33,569</u>	<u>33,386</u>
<b>Capital and reserves</b>			
Called up share capital	20	360	363
Share premium reserve		8,462	8,462
Capital redemption reserve		4	-
Profit and loss reserve		<u>24,503</u>	<u>24,311</u>
Equity attributable to owners of the company		33,329	33,137
Minority interests		<u>240</u>	<u>249</u>
<b>Total equity</b>		<u>33,569</u>	<u>33,386</u>

Approved and authorised by the Board on 9/4/19 and signed on its behalf by:



P G Tustain  
Director

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

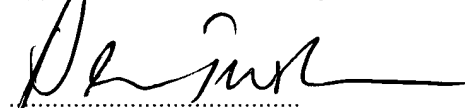
**(REGISTRATION NUMBER: 04943684)**

**BALANCE SHEET AS AT 31 OCTOBER 2018**

	Note	2018 £ 000	2017 £ 000
<b>Fixed assets</b>			
Intangible assets	11	18	19
Tangible assets	12	24	35
Investments	13	2,000	2,000
		<u>2,042</u>	<u>2,054</u>
<b>Current assets</b>			
Stocks	14	19,098	18,485
Debtors	15	14,745	9,572
Cash at bank and in hand		20,138	22,442
		<u>53,982</u>	<u>50,500</u>
<b>Creditors: Amounts falling due within one year</b>	17	<u>(20,034)</u>	<u>(16,408)</u>
<b>Net current assets</b>		<u>33,948</u>	<u>34,091</u>
<b>Total assets less current liabilities</b>		35,990	36,145
<b>Creditors: Amounts falling due after more than one year</b>	17	<u>(2,776)</u>	<u>(2,807)</u>
<b>Net assets</b>		<u>33,214</u>	<u>33,338</u>
<b>Capital and reserves</b>			
Called up share capital		360	363
Share premium reserve		8,462	8,462
Capital redemption reserve		4	-
Profit and loss reserve		24,388	24,512
<b>Total equity</b>		<u>33,214</u>	<u>33,338</u>

The company made a profit after tax for the financial year of £2,189,689 (2017 - profit of £2,375,938).

Approved and authorised by the Board on 9/4/19 and signed on its behalf by:



P G Tustain  
Director

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Ordinary share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss reserve £ 000	Total £ 000	Non- controlling interests £ 000	Total equity £ 000
At 1 November 2017	363	8,462	-	24,311	33,137	249	33,386
Movement in year:							
Profit/(loss) for the year	-	-	-	2,505	2,505	(9)	2,497
Total comprehensive income	-	-	-	2,505	2,505	(9)	2,497
Dividends	-	-	-	(1,999)	(1,999)	-	(1,999)
Purchase of own share capital	(4)	-	4	(323)	(323)	-	(323)
Share based payment transactions	-	-	-	9	9	-	9
Total movement for the year	(4)	-	4	192	192	(9)	183
At 31 October 2018	360	8,462	4	24,503	33,329	240	33,569

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Ordinary share capital £ 000	Share premium £ 000	Profit and loss reserve £ 000	Total £ 000	Non- controlling interests £ 000	Total equity £ 000
At 1 November 2016	361	8,369	23,730	32,460	237	32,697
Movement in year:						
Profit for the year	-	-	2,518	2,518	12	2,530
Total comprehensive income	-	-	2,518	2,518	12	2,530
Dividends	-	-	(1,997)	(1,997)	-	(1,997)
New share capital subscribed	3	93	-	96	-	96
Share based payment transactions	-	-	60	60	-	60
Total movement for the year	3	93	581	677	12	689
At 31 October 2017	363	8,462	24,311	33,137	249	33,386

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM  
STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Ordinary share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss reserve £ 000	Total £ 000
At 1 November 2017	363	8,462	-	24,512	33,338
Movement in year:					
Profit for the year	-	-	-	2,190	2,190
Total comprehensive income	-	-	-	2,190	2,190
Dividends	-	-	-	(1,999)	(1,999)
Purchase of own share capital	(4)	-	4	(323)	(323)
Share based payment transactions	-	-	-	9	9
	(4)	-	4	(124)	(124)
At 31 October 2018	360	8,462	4	24,388	33,214

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM  
STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Ordinary share capital £ 000	Share premium £ 000	Profit and loss reserve £ 000	Total £ 000
At 1 November 2016	361	8,369	24,073	32,803
Movement in year:				
Profit for the year	-	-	2,376	2,376
Total comprehensive income	-	-	2,376	2,376
Dividends	-	-	(1,997)	(1,997)
New share capital subscribed	3	93	-	96
Share based payment transactions	-	-	60	60
	3	93	439	535
At 31 October 2017	363	8,462	24,512	33,338

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Note	2018 £ 000	2017 £ 000
<b>Cash flows from operating activities</b>			
Profit for the year		2,497	2,530
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	4	41	32
Financial instrument net (gains)/losses through profit and loss		(268)	936
Loss on disposal of tangible assets		1	-
Finance income	5	(2)	(10)
Finance costs	6	317	327
Share based payment transactions		9	60
Income tax expense	10	633	609
		<u>3,229</u>	<u>4,484</u>
Working capital adjustments			
Decrease in stocks	14	905	429
(Increase)/decrease in trade debtors	15	(5,403)	1,692
Increase/(decrease) in trade creditors	17	3,868	(2,261)
		<u>2,599</u>	<u>4,344</u>
Cash generated from operations			
Income taxes paid	10	(563)	(840)
Net cash flow from operating activities		<u>2,036</u>	<u>3,503</u>
<b>Cash flows from investing activities</b>			
Interest received		2	10
Acquisitions of tangible assets		(100)	(168)
Acquisition of intangible assets	11	(8)	(20)
Net cash flows from investing activities		<u>(106)</u>	<u>(178)</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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	<b>Note</b>	<b>2018 £ 000</b>	<b>2017 £ 000</b>
<b>Cash flows from financing activities</b>			
Interest paid	6	(271)	(281)
Proceeds from issue of ordinary shares, net of issue costs		-	95
Payments for purchase of own shares		(323)	-
Repayment of bullion loans		(1,943)	-
Interest on preference shares		(107)	-
Dividends paid		<u>(1,999)</u>	<u>(1,997)</u>
Net cash flows from financing activities		<u>(4,643)</u>	<u>(2,183)</u>
Net (decrease)/increase in cash and cash equivalents		(2,714)	1,143
Cash and cash equivalents at 1 November 2017		<u>25,200</u>	<u>24,057</u>
Cash and cash equivalents at 31 October 2018		<u><u>22,486</u></u>	<u><u>25,200</u></u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**1 General information**

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

7th Floor  
3 Shortlands  
London  
W6 8DA  
United Kingdom

**2 Accounting policies**

**Summary of significant accounting policies and key accounting estimates**

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 years presented, unless otherwise stated.

**Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

**Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

These financial statements are presented in Sterling (£).

**Departure from requirements of FRS 102**

Bullion stocks are valued at their net realisable value, which is a departure from the requirements of FRS 102. This departure is further explained within the stocks accounting policy.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Basis of consolidation**

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 October 2018.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

#### **Turnover recognition**

Turnover represents amounts receivable for the sale of bullion, whisky and related services as part of a composite supply of services to customers and includes interest earned on client accounts.

Turnover for the sale of bullion and whisky is recognised at the point of settlement and ancillary services when provided. Interest is recognised on an accruals basis.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

#### **Tax**

The tax expense for the period comprises current tax and deferred. Tax is recognised in the profit and loss account, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the group operates and generates taxable income.

Deferred tax is recognised on timing differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the group. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Deferred tax liabilities are presented within provisions for liabilities on the balance sheet.

#### **Tangible assets**

Tangible assets are stated at cost, less accumulated depreciation and accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### **Depreciation**

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

##### **Asset class**

Short leasehold improvements  
Fixtures, fittings and equipment  
Plant and machinery

##### **Depreciation method and rate**

Straight line over the life of the lease  
Straight line over 3 years  
Straight line over 15 years

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Business combinations**

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

#### **Goodwill**

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date. Goodwill is amortised over its useful life, which shall not exceed ten years if a reliable estimate of the useful life cannot be made.

#### **Amortisation**

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

<b>Asset class</b>	<b>Amortisation method and rate</b>
Goodwill	Over its expected useful economic life
Trademarks	Straight line over 10 years

#### **Investments**

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value and specifically does not include bullion.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Debtors**

Other debtors largely consist of unsettled client fees and client trades not yet due for settlement (maximum two days).

Main market bullion settlements and foreign exchange trades are expected to settle within the normal market cycle of two days.

Main market bullion settlements can be either normal market transactions due for settlement within 48 hours or forward trades acting to hedge the inventory which by their nature are outstanding for longer periods. All main market bullion settlements are valued at the LBMA daily price.

#### **Stocks**

Stocks consist of gold, silver and platinum bullion and whisky held by the group.

Gold, silver and platinum bullion stocks are valued at the LBMA daily price as determined by the London Bullion Market Association at the balance sheet date. Changes in the valuation of stocks are recorded in the profit and loss account.

Whilst this policy is consistent with that adopted by similar businesses it is not in accordance with the requirements of FRS102, which requires stocks to be valued at the lower of cost and net realisable value. The directors consider the policy of valuing stocks at net realisable market value to be necessary to show a true and fair view and wholly consistent with the operation of the group's business. It is not possible to quantify the impact of departing from FRS102 as historic information regarding original cost has no application to the business and is therefore not available.

Whisky stocks are valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

#### **Creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. No trade creditors are for a period long enough to consider amortisation.

Main market bullion settlements and foreign exchange trades are expected to settle within the normal market cycle of two days.

Main market bullion settlements can be either normal market transactions due for settlement within 48 hours or forward trades acting to hedge the inventory which by their nature are outstanding for longer periods. All main market bullion settlements are valued at the LBMA daily price.

Other loans are loans denominated in bullion. These amounts are repayable in bullion and the liability is valued at each reporting date at the LBMA daily price.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Borrowings**

The other borrowings shown in note 21 are denominated in bullion and are initially recorded at fair value.

They are subsequently measured at fair value, with the movement through the profit and loss account. The interest expense is recognised on an accruals basis for the interest due for the reporting period and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

#### **Reserves**

Called up share capital represents the nominal value of shares that have been issued.

Share premium account includes any premiums received on the issue of share capital. Transaction costs associated with the issuing of shares are deducted from the share premium.

Profit and loss account includes all current and prior period profits and losses.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

#### **Defined contribution pension obligation**

The group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. Once the contributions have been paid the group has no further payments obligations.

The contributions are recognised as an expense in the profit and loss account when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the group in independently administered funds.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Share based payments**

The group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the entity. The fair value of the employee services received is measured by reference to the estimated fair value at the grant date of equity instruments granted and is recognised as an expense over the vesting period. The estimated fair value of the option granted is calculated using the Black Scholes option pricing model. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

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.

#### **Client accounts**

The group operates separately designated client accounts in each currency in which the group trades. Customers are only able to purchase bullion or whisky once the group has received cleared money and this money is paid to and held in the separately designated financial accounts. As these amounts are held within designated client accounts and beneficial entitlement is retained by the customers, these cash balances are not included in the balance sheet of the group.

#### **Operating premises leasing**

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

#### **Redeemable preference shares**

Redeemable preference shares are treated as non-current loans and borrowings, which is in accordance with FRS102.

### **3 Turnover**

The group's income is derived from its activities of enabling its customers to buy and sell gold, silver, platinum and whisky via the internet and arranging the custody of the gold, silver, platinum and whisky owned by its customers which is considered by the directors to be a single global market.

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Sale of goods	183,974	242,653
Commission and fee income	6,497	6,788
Interest received	576	181
	<u>191,048</u>	<u>249,622</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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**4 Operating profit**

Arrived at after charging/(crediting):

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Depreciation expense	<u>40</u>	<u>31</u>

**5 Other interest receivable and similar income**

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Interest income on bank deposits	<u>2</u>	<u>10</u>

**6 Interest payable and similar expenses**

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Interest on preference shares	47	47
Interest expense on other finance liabilities	<u>271</u>	<u>281</u>
	<u>317</u>	<u>327</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**7 Staff costs**

The aggregate payroll costs (including directors' remuneration) were as follows:

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Wages and salaries	2,193	1,939
Social security costs	217	211
Pension costs, defined contribution scheme	92	91
Share-based payment expenses	9	60
Other employee expense	35	9
	<u>2,546</u>	<u>2,310</u>

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	<b>2018</b>	<b>2017</b>
	<b>No.</b>	<b>No.</b>
Development and support staff	37	34
Directors	4	4
	<u>41</u>	<u>38</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**8 Directors' remuneration**

The directors' remuneration for the year was as follows:

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Remuneration	309	320
Contributions paid to money purchase schemes	9	30
Share-based payment expenses	1	43
	<u>319</u>	<u>392</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	<b>2018</b>	<b>2017</b>
	<b>No.</b>	<b>No.</b>
Received or were entitled to receive shares under long term incentive schemes	1	1
Accruing benefits under money purchase pension scheme	<u>2</u>	<u>2</u>

In respect of the highest paid director:

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Remuneration	228	233
Benefits under long-term incentive schemes (excluding shares)	1	43
Company contributions to money purchase pension schemes	<u>8</u>	<u>29</u>

During the year the highest paid director received or was entitled to receive shares under a long term incentive scheme.

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**9 Auditors' remuneration**

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Audit of these financial statements	48	41
Audit of the financial statements of subsidiaries of the company pursuant to legislation	29	23
	<u>77</u>	<u>64</u>
<b>Other fees to auditors</b>		
Taxation compliance services	7	3
All other assurance services	16	6
	<u>22</u>	<u>8</u>

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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**10 Taxation**

Tax charged/(credited) in the profit and loss account:

	<b>2018</b> <b>£ 000</b>	<b>2017</b> <b>£ 000</b>
<b>Current taxation</b>		
UK corporation tax	619	587
UK corporation tax adjustment to prior periods	<u>-</u>	<u>(15)</u>
	619	572
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	<u>14</u>	<u>37</u>
Tax expense in the profit and loss account	<u>633</u>	<u>609</u>

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2017 - the same as the standard rate of corporation tax in the UK) of 19% (2017 - 19.41%).

The differences are reconciled below:

	<b>2018</b> <b>£ 000</b>	<b>2017</b> <b>£ 000</b>
Profit before tax	<u>3,129</u>	<u>3,139</u>
Corporation tax at standard rate	595	609
Effect of expense not deductible in determining taxable profit (tax loss)	12	21
Increase/(decrease) from tax losses for which no deferred tax asset was recognised	14	(13)
Decrease in UK and foreign current tax from adjustment for prior periods	-	(15)
Tax increase from effect of capital allowances and depreciation	3	7
Tax increase from other short-term timing differences	<u>9</u>	<u>-</u>
Total tax charge	<u>633</u>	<u>609</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

**11 Intangible assets**

**Group**

	<b>Goodwill £ 000</b>	<b>Other intangible assets £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>			
At 1 November 2017	177	20	197
Additions acquired separately	-	8	8
At 31 October 2018	177	27	204
<b>Amortisation</b>			
At 1 November 2017	177	1	178
Amortisation charge	-	2	2
At 31 October 2018	177	2	179
<b>Carrying amount</b>			
At 31 October 2018	-	25	25
At 31 October 2017	-	19	19

**Company**

	<b>Other intangible assets £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>		
At 1 November 2017	20	20
Additions acquired separately	1	1
At 31 October 2018	20	20
<b>Amortisation</b>		
At 1 November 2017	1	1
Amortisation charge	1	1
At 31 October 2018	2	2
<b>Carrying amount</b>		
At 31 October 2018	18	18
At 31 October 2017	19	19

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

---

**12 Tangible assets**

**Group**

	<b>Short leasehold improvements £ 000</b>	<b>Furniture, fittings and equipment £ 000</b>	<b>Plant and machinery £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>				
At 1 November 2017	72	249	235	556
Additions	-	11	90	100
Disposals	-	-	(1)	(1)
At 31 October 2018	<u>72</u>	<u>260</u>	<u>323</u>	<u>655</u>
<b>Depreciation</b>				
At 1 November 2017	72	215	17	304
Charge for the year	-	21	18	40
Eliminated on disposal	-	-	-	-
At 31 October 2018	<u>72</u>	<u>236</u>	<u>35</u>	<u>344</u>
<b>Carrying amount</b>				
At 31 October 2018	<u>-</u>	<u>24</u>	<u>288</u>	<u>312</u>
At 31 October 2017	<u>-</u>	<u>35</u>	<u>218</u>	<u>252</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**Company**

	<b>Short leasehold improvements £ 000</b>	<b>Furniture, fittings and equipment £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>			
At 1 November 2017	72	249	322
Additions	-	11	11
At 31 October 2018	72	260	333
<b>Depreciation</b>			
At 1 November 2017	72	215	287
Charge for the year	-	21	21
At 31 October 2018	72	236	309
<b>Carrying amount</b>			
At 31 October 2018	-	24	24
At 31 October 2017	-	35	35

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

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**13 Investments****Company**

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Investments in subsidiaries	<u>2,000</u>	<u>2,000</u>

**Subsidiaries****£ 000****Cost or valuation**

At 1 November 2017

2,000**Carrying amount**

At 31 October 2018

2,000

At 31 October 2017

2,000**Details of undertakings**

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

<b>Undertaking</b>	<b>Country of incorporation</b>	<b>Holding</b>	<b>Proportion of voting rights and shares held</b>	
			<b>2018</b>	<b>2017</b>
<b>Subsidiary undertakings</b>				
Bullionvault Limited	England	Ordinary	100%	100%
BullionVault Clients Limited	England	Ordinary	100%	100%
WhiskyInvestDirect Limited	England	Ordinary	87.5%	87.5%
James Eadie Limited	England	Ordinary	87.5%	87.5%

The principal activity of Bullionvault Limited is the trading of high integrity platinum.

The principal activity of BullionVault Clients Limited is holding of client assets.

The principal activity of WhiskyInvestDirect Limited is that of a whisky peer to peer trading platform.

The principal activity of James Eadie Limited is that of a specialist whisky developer.

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018****14 Stocks**

	<b>2018</b>	<b>Group</b>	<b>2018</b>	<b>Company</b>
	<b>£ 000</b>	<b>2017</b>	<b>£ 000</b>	<b>2017</b>
		<b>£ 000</b>		<b>£ 000</b>
Gold bullion	12,411	11,736	12,411	11,736
Silver bullion	5,592	6,749	5,709	6,749
Platinum bullion	978	1,970	978	-
Whisky	1,506	1,048	-	-
Other stocks	348	237	-	-
	<u>20,835</u>	<u>21,741</u>	<u>19,098</u>	<u>18,485</u>

**15 Debtors**

	<b>2018</b>	<b>Group</b>	<b>2018</b>	<b>Company</b>
	<b>£ 000</b>	<b>2017</b>	<b>£ 000</b>	<b>2017</b>
		<b>£ 000</b>		<b>£ 000</b>
Main market bullion settlements*	13,396	8,086	13,396	7,790
Foreign exchange trades*	338	441	338	441
Trade debtors	67	65	5	5
Amounts owed by group undertakings	-	-	277	826
Other debtors	490	503	420	403
Prepayments	332	124	309	107
	<u>14,622</u>	<u>9,219</u>	<u>14,745</u>	<u>9,572</u>

\* Generally, these amounts are settled within 48 hours.

**16 Cash and cash equivalents**

	<b>2018</b>	<b>Group</b>	<b>2018</b>	<b>Company</b>
	<b>£ 000</b>	<b>2017</b>	<b>£ 000</b>	<b>2017</b>
		<b>£ 000</b>		<b>£ 000</b>
Cash at bank	<u>22,486</u>	<u>25,200</u>	<u>20,138</u>	<u>22,442</u>

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 OCTOBER 2018**

**17 Creditors**

	Note	2018 £ 000	Group 2017 £ 000	2018 £ 000	Company 2017 £ 000
<b>Due within one year</b>					
Loans and borrowings	21	4,640	8,392	4,640	6,680
Trade creditors		82	41	54	36
Main market bullion settlements*		13,624	8,180	13,624	7,884
Foreign exchange trades*		367	463	367	463
Amounts owed to group undertakings		-	-	149	92
Social security and other taxes		74	116	65	110
Other creditors		42	70	20	66
Accrued expenses		1,067	948	750	762
Corporation tax	10	382	326	365	314
Preference share dividends accrued	24	50	110	-	-
		<u>20,329</u>	<u>18,646</u>	<u>20,034</u>	<u>16,408</u>
<b>Due after one year</b>					
Loans and borrowings	21	<u>4,331</u>	<u>4,362</u>	<u>2,776</u>	<u>2,807</u>

\* Generally, these amounts are settled within 48 hours.

**GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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**18 Deferred tax and other provisions**

**Deferred tax**

**Group**

Deferred tax assets and liabilities

	<b>Liability £ 000</b>
<b>2018</b>	
Accelerated capital allowances	<u>51</u>
<b>2017</b>	
Accelerated capital allowances	<u>37</u>

**19 Pension and other schemes**

**Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £91,853 (2017 - £91,498).

**20 Share capital**

**Allotted, called up and fully paid shares**

	<b>No. 000</b>	<b>2018 £ 000</b>	<b>No. 000</b>	<b>2017 £ 000</b>
Ordinary shares of £1 each	<u>360</u>	<u>360</u>	<u>363</u>	<u>363</u>

During the year, 3,750 Ordinary shares with an aggregate nominal value of £3,750 were repurchased by the company for aggregate consideration of £323,325, and subsequently cancelled.

**GALMARLEY LIMITED****TRADING AS BULLIONVAULT.COM****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 OCTOBER 2018**

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**21 Loans and borrowings**

	<b>2018</b>	<b>Group</b>	<b>2018</b>	<b>Company</b>
	<b>£ 000</b>	<b>2017</b>	<b>£ 000</b>	<b>2017</b>
		<b>£ 000</b>		<b>£ 000</b>
<b>Current loans and borrowings</b>				
Other borrowings	<u>4,640</u>	<u>8,392</u>	<u>4,640</u>	<u>6,680</u>

Other loans include £4,628,000 (2017 - £6,667,000) in respect of loans denominated in gold and £12,000 (2017 - £13,000) of loans denominated in silver. These loans are repayable in gold and silver bullion respectively and the liability has been valued at the relevant closing pm fix as determined by the London Bullion Market Association.

Interest on the gold and silver debts is payable at 1.25%. Redemption of these loans can be made at any time by way of one months notice given by either the group or the lender. These loans of bullion are from individuals to the group and there is no impact on the segregation of the bullion owned by BullionVault customers.

	<b>2018</b>	<b>Group</b>	<b>2018</b>	<b>Company</b>
	<b>£ 000</b>	<b>2017</b>	<b>£ 000</b>	<b>2017</b>
		<b>£ 000</b>		<b>£ 000</b>
<b>Non-current loans and borrowings</b>				
Redeemable preference shares	1,555	1,555	-	-
Other borrowings	<u>2,776</u>	<u>2,807</u>	<u>2,776</u>	<u>2,807</u>
	<u>4,331</u>	<u>4,362</u>	<u>2,776</u>	<u>2,807</u>

The loans due in more than one year relate to loans denominated in gold bullion of £2,605,000 (2017 - £2,616,000) and silver bullion of £171,000 (2017 - £192,000). The changes from year to year reflect changes in value and the amount of gold and silver remained constant.

The gold and silver loans have no final maturity date and can only be repaid with the agreement of both parties. It is the intention that these are long term loans to the group. As with the gold and silver loans due in less than one year, the loans are repayable in gold and silver respectively and the liability has been valued at the relevant closing pm fix as determined by the London Bullion Market Association. Interest on these loans is payable at 7% per annum and is computed on the value of the gold and silver loans respectively based on the value of gold or silver at 31 March each year.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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#### **Redeemable convertible preference shares**

The redeemable preference shares issued by subsidiary company WhiskyInvestDirect Limited are accounted for as debt rather than equity in accordance with accounting standards.

The redeemable convertible preference shares are redeemable at the option of the holder between 1 May 2019 and 31 May 2019 or 1 May 2025 and 31 May 2025. They are redeemable at £1 per share together with any unpaid cumulative preference dividend at the time of redemption and carry no voting rights. The holder has the right to purchase one ordinary share of £0.01 each per preference share redeemed between 1 May 2025 and 31 May 2025 for consideration of £1 each. If the shares are not redeemed by the holder during either of the periods above then the company can enforce redemption after 31 May 2025.

## **22 Obligations under leases and hire purchase contracts**

### **Group and company**

#### **Operating leases**

The total of future minimum lease payments is as follows:

	<b>2018</b>	<b>2017</b>
	<b>£ 000</b>	<b>£ 000</b>
Not later than one year	39	157
Later than one year and not later than five years	-	549
	<u>39</u>	<u>706</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £137,000 (2017 - £156,000).

At 31 October 2018 the company had been given notice by the landlord and had not yet signed the lease for the offices the company moved into the January.

## **GALMARLEY LIMITED**

**TRADING AS BULLIONVAULT.COM**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

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### **23 Share-based payments**

During the year ended 31 October 2013, the company established a government approved Enterprise Management Incentive (EMI) share option scheme.

The option scheme is described below:

Type of arrangement	EMI
Date of grant	1 May 2013
Number granted	9,316
Contractual life	10 years

The directors considered the fair value at the date of grant of each share option granted as required by FRS 20 Share Based Payment, which was in place at the date of grant. Taking into account the uncertainty of the various inputs to option pricing models for this and similar companies, the directors considered that the fair value of the share options granted would not lead to a material profit and loss charge being required and accordingly no share based payment charge was made. The adoption of FRS102 has not required this assessment to be re-visited.

	2018	2018	2017	2017
	Number of options	Weighted average exercise price £	Number of options	Weighted average exercise price £
Outstanding at start of year	2,095	186.30	8,430	163.80
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	-	-	-	-
Modified	-	-	(6,335)	156.36
Outstanding at end of year	2,095	186.30	2,095	186.30
Exercisable at end of year	2,095	186.30	2,095	186.30

During the year ended 31 October 2017 a modification to the scheme occurred with options over 6,335 shares exercisable at £156.36 transferred to the company's new share option schemes.

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

During the year ended 31 October 2017, the company granted new share options with scheme details set out below.

The fair value of these equity settled options is estimated at the date of grant using the Black - Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The services received are recognised over the expected vesting period.

The expense recognised for equity settled share based payments in respect of employee services received during the year to 31 October 2018 is £9,047 (2017 - £60,154).

	2018	2018	2017	2017
	Number of options	Weighted average exercise price £	Number of options	Weighted average exercise price £
Outstanding at start of year	11,002	90.87	-	-
Granted	-	-	12,680	90.45
Forfeited	(186)	156.36	(1,305)	90.11
Exercised	-	-	(373)	79.10
Outstanding at end of year	10,816	89.74	11,002	90.87
Exercisable at end of year	8,321	84.28	7,363	83.00

The share options were granted on 22 February 2017 and have varying exercise prices and vesting periods with a contractual life of 10 years.

#### **24 Dividends**

	2018 £ 000	2017 £ 000
Interim dividend of £5.50 (2017 - £5.50) per ordinary share	<u>1,999</u>	<u>1,997</u>

## **GALMARLEY LIMITED**

### **TRADING AS BULLIONVAULT.COM**

### **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 OCTOBER 2018**

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## **25 Related party transactions**

### **Group**

#### **Other transactions with directors**

The only key management personnel are the directors. The aggregate compensation paid to them is the amount shown in note 8, Directors' Remuneration.

During the year the company paid dividends totalling £810,612 (2017 - £810,612) to one of the directors.

Included within other borrowings are loans of gold and silver to the company to support its trading activities from P G Tustain and his spouse. Interest is paid at 7% pa based on the valuation of the gold or silver at 31 March each year and interest of £154,000 (2017 - £156,000) has been charged to the profit and loss account. These loans have no final maturity date and can only be redeemed with the agreement of the company. At the balance sheet date the company owed P G Tustain and his spouse £2,175,000 (2017 - £2,205,000).

Included within other borrowings are loans of gold to the company to support its trading activities from the personal pension scheme of P G Tustain. Interest is paid at 7% pa based on the valuation of the gold or silver at 31 March each year and interest of £21,000 (2017 - £22,000) has been charged to the profit and loss account. These loans have no final maturity date and can only be redeemed with the agreement of the company. At the balance sheet date the amount due to the pension scheme was £318,000 (2017 - £319,000).

### **Company**

#### **Summary of transactions with subsidiaries**

The company maintains interest free intercompany accounts with its subsidiaries which are repayable on demand and are primarily used for costs related to IT, operational and financial support provided by the company. At the balance sheet date the company was due £566,000 (2017 - £541,000) from its subsidiaries which are not wholly owned.