#### **COMPANY REGISTRATION NUMBER 5405104**

#### **QUIET REVOLUTION LIMITED**

#### GROUP CONSOLIDATED FINANCIAL STATEMENTS

**31 DECEMBER 2011** 

A12 21/09/2012

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#### QUIET REVOLUTION LIMITED CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2011

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#### QUIET REVOLUTION LIMITED OFFICERS AND PROFESSIONAL ADVISERS FOR THE YEAR ENDED 31 DECEMBER 2011

| Company | registration  | number |
|---------|---------------|--------|
| Company | i cgisti anon | mambéi |

5405104

The board of directors

Mr R Cochrane (resigned - 23 November 2011)

Mr B Guest (resigned - 26 January 2012)

Mr C Leick

Mr R Webb (resigned - 19 October 2011)
Ms M Hurley (resigned - 1 September 2011)
Mr P Ward (appointed - 31 October 2011)
Mr P Summers (appointed - 25 April 2012)
Ms I Schirmer (appointed - 26 January 2012)

Company secretary

Mr M Park (appointed - 13 May 2011)
Ms M Hurley (resigned - 13 May 2011)

Registered office

Unit 23 B&C Berghem Mews Blythe Road London W14 0HN

**Current auditor** 

Evens & Co Ltd Hamilton House Hamilton Terrace Milford Haven Pembrokeshire SA73 3JP

**Bankers** 

National Westminster

Watford

72-74 High Street

Watford Herts WD17 2GZ

**Solicitors** 

Peachey & Co LLP 95 Aldwych

London WC2B 4JF

### QUIET REVOLUTION LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and consolidated financial statements for the year ended 31 December 2011. These consolidated financial statements have been prepared under International Financial Reporting Standards for Small and Medium-sized Entities as adopted by the European Union, rather than UK GAAP

#### RESULTS AND DIVIDENDS

The loss for the year after taxation amounted to £4,001,300 (2010 - £3,142,727) The directors do not recommend the payment of a dividend (2010 - £nil)

#### PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Group continued the strategy of commercialising its vertical axis wind turbine (VAWT) product in the context of very challenging economic conditions. The project to deliver the next generation of the qr5 remains a key focus, and the Group has consolidated its cost base.

In order to diversify its dependency on a single technology and to capitalise on market opportunities, in early 2012 the Group secured the exclusive UK distribution rights to a market-leading horizontal axis wind turbine (HAWT). This technology complements the Group's existing product range and provides opportunities for new sources of profitable revenues.

The directors recognise the continued challenges of a subsidy-dependant market in the UK but remain confident in the ability of the Group to consolidate its position and to grow through new opportunities. The commercial strategy of the business no longer relies on further investment.

#### PRINCIPAL RISKS AND UNCERTAINTIES

There are a number of risks and uncertainties which could have a material impact on the execution of the company's strategy. Risks are reviewed by the board and appropriate processes and controls are put in place to monitor and mitigate them.

#### Technology risk

Although a certain level of technology risk is inherent in an early stage technology business the group and directors have implemented best practice techniques and design principles, methodologies and technologies to mitigate this risk. Furthermore to ensure the successful commercialisation and transition to scale manufacture of the products the company has employed personnel with significant experience in design for volume manufacture.

#### Global economic and credit market risk

The impact of the current credit market conditions increases the risk of securing further investment. To date the company's customers have fulfilled their contractual obligations, however the directors recognise the increased exposure risk and will continue to monitor closely.

#### Supplier risk

The group remains conscious of the risk of suppliers with regard to pricing, quality, availability and consistency of supply

#### Managing growth and capital requirements

The group has grown its customer base and anticipates further growth in demand. Investment in operational working capital and resources will be required and there is a risk that growth will be constrained by lack of sufficient resources.

### QUIET REVOLUTION LIMITED DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

#### Research and development

The group continued its strategy of product development of its vertical axis wind turbine. During the year the group incurred expenditure of £1,446,309 (2010 - £1.126,476) all of which has been written off to the statement of comprehensive income. Continued development will achieve further cost reductions and product performance improvement for the QR5 product as well as providing the foundation for future products.

#### Key personnel dependence risk

The group recognises the need to recruit and retain a high calibre of employees with the requisite experience required to achieve its goals. There are risks inherent in relying on key employees and management. Stock options have been granted to key personnel as a retention tool. There are also restrictive covenants on employee contracts. These are aimed at reducing risk of disruption to operations and damage to the business due to loss of key personnel.

#### EVENTS AFTER THE REPORTING PERIOD

In April 2012 the group raised a total of £1,236,968 following the issue of new shares. These funds have changed the negative equity of the group into surplus and on that basis the directors consider that they have a reasonable expectation that the group has adequate resources to progress their established strategy for the foreseeable future, without the need for further funding. Accordingly, they continue to adopt the going concern basis in preparing these financial statements

#### DIRECTORS

The directors who served during the year and subsequently were as follows

Mr R Cochrane (resigned 23 November 2011)

Mr B Guest (resigned 26 January 2012)

Mr C Leick

Mr R Webb (resigned 19 October 2011)

Ms M Hurley (resigned 1 September 2011)

Mr P Ward (appointed 31 October 2011)

Mr P Summers (appointed 25 April 2012)

Ms I Schirmer (appointed 26 January 2012)

#### Directors qualifying third party indemnity provision

Qualifying third party indemnity provision is in place for the benefit of all directors of the company

### QUIET REVOLUTION LIMITED DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

In so far as the directors are aware

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

#### **AUDITORS**

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Evens & Co Ltd as auditors

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards for Small and Medium-sized Entities (IFRS for SMEs) as adopted by the European Union and applicable law

International Financial Reporting Standards for Small and Medium-sized Entities requires that financial statements present fairly for each financial year the group's financial position, financial performance and cash flows. This requires faithful representation of the effect of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out on the International Accounting Standards Board's 'Framework for the Preparation and Presentation of Financial Statements'. In virtually all situations, a fair presentation will be achieved by complying with all applicable IFRS for SMEs. In preparing these financial statements, the directors are also required to

- select suitable accounting policies and then apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information.
- provide additional disclosures when compliance with the specific requirements in IFRS for SMEs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group's financial position and financial performance, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business

The directors are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### QUIET REVOLUTION LIMITED DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

The directors have prepared this report in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

Approved by the board on 21 August 2012 and signed on its behalf by

Mr P Summers

Director

# QUIET REVOLUTION LIMITED INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS OF QUIET REVOLUTION LIMITED FOR THE YEAR ENDED 31 DECEMBER 2011

We have audited the consolidated financial statements of Quiet Revolution Limited and its subsidiary (the 'group') for the year ended 31 December 2011 which comprise the Consolidated Income Statement, Consolidated Statement of Changes in Equity, the Consolidated and Parent Company Statements of Financial Position, Consolidated Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards for Small and Medium-sized Entities (IFRS for SMEs) as issued by the International Accounting Standards Board

This report is made solely to the group's shareholders, as a body, in accordance with Section 495 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the group's shareholders those matters we are required to state to them in an auditors' 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 group and the group's shareholders 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 5, the directors are responsible for the preparation of the consolidated financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the consolidated 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 Boards' (APB's) Ethical Standards for Auditors.

#### SCOPE OF THE AUDIT OF THE FINANCIAL ACCOUNTS

An audit involves obtaining evidence about the amounts and disclosures in the consolidated financial statements sufficient to give reasonable assurance that the consolidated 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 consolidated financial statements.

#### **BASIS OF OPINION**

We conducted our audit work in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the consolidated financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in preparation of the consolidated financial statements, and of whether the accounting policies are appropriate for the group and parent company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give a reasonable assurance that the consolidated financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the consolidated financial statements.

# QUIET REVOLUTION LIMITED INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS OF QUIET REVOLUTION LIMITED (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

#### **OPINION ON FINANCIAL STATEMENTS**

In our opinion the consolidated financial statements

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2011 and of its loss for the period then ended,
- have been properly prepared in accordance with IFRS for SMEs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### **EMPHASIS OF MATTER - GOING CONCERN**

In forming our opinion on the consolidated financial statements, which is not qualified, we draw attention to the disclosure made in note 1 to the financial statements concerning the negative equity at the balance sheet date and its impact on the company's ability to continue as a going concern. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the group's ability to continue as a going concern. The consolidated financial statements do not include the adjustments that would result if the group was unable to continue as a going concern.

### OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006 In our opinion

 the information given in the Directors' Report for the financial year for which the consolidated financial statements are prepared is consistent with the consolidated financial statements

#### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following

Under the Companies Act 2006 we are required to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the consolidated 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 of the information and explanations we require for our audit

Bruce Evens (Senior Statutory Auditor)

For and on behalf of

Evens & Co Ltd Hamilton House Hamilton Terrace Milford Haven Pembrokeshire SA73 3JP

21 August 2012

#### QUIET REVOLUTION LIMITED CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

|   | Notes  | 2011<br>£         | 2010<br>£                         |
|---|--------|-------------------|-----------------------------------|
| Revenue   |        | 1,042,193         | 1,080,446                         |
| Cost of sales   |        | (1,729,380)       | (1 496,960)                       |
| GROSS LOSS  |        | (687,187)         | (416,514)                         |
| Other operating income Administrative and distribution expenses |        | 124,074           | 38,723<br>(2,939,771)             |
| OPERATING LOSS  | 3      | (4,216,414)       | $\frac{(2,339,771)}{(3,317,562)}$ |
| or Bratish of Book  | ,      |                   | (0,0,000)                         |
| Finance costs Income from investments                           | 4<br>5 | (39,850)<br>4,985 | (32,859)<br>11,054                |
| LOSS BEFORE TAX   |        | (4,251,279)       | (3,339,367)                       |
| Income tax income   | 6      | 249,979           | 196,640                           |
| LOSS FOR THE YEAR   |        | (4,001,300)       | (3,142,727)                       |

# QUIET REVOLUTION LIMITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2011

|  |                                     | table to equity                          |                |                                       |              |
|--|-------------------------------------|--|----------------|---------------------------------------|--------------|
|  | Issued<br>capital<br>£              |  | Other reserves |                                       | Total equity |
| Balance at 1 January 2011                    | 904,592                             | 12,991,088                               | 101,674        | (12.842,706)                          | 1,154,648    |
| Loss for the year                            | -                                   | -  | -              | (4,001,300)                           | (4,001,300)  |
| Issue of share capital                       | 1,191.944                           | 1,086,095                                | -              | -                                     | 2,278,039    |
| Share issue costs Recognition of share-based | -                                   | (22,316)                                 | -              | -                                     | (22,316)     |
| payments                                     | •                                   | -  | (55,388)       | 55,388                                | -            |
| Balance at 31 December 2011                  | 2,096,536                           | 14,054,867                               | 46,286         | (16,788,618)                          | (590,929)    |
|  | Attributa<br>Issued<br>capital<br>£ | ble to equity h<br>Share<br>premium<br>£ | Other          | e parent<br>Retained<br>earnings<br>£ | Total equity |
| Balance at 1 January 2010                    |                                     | 10,138,154                               | 116,843        | (9,726,413)                           | 1,295,245    |
| Loss for the year                            |                                     | -  | -              | (3,142,727)                           | (3,142,727)  |
| Issue of share capital                       | 137,931                             | 2,862,069                                | -              | •                                     | 3,000,000    |
| Share issue costs Recognition of share-based | -                                   | (9,135)                                  | -              | •                                     | (9,135)      |
| payments                                     | -                                   | -  | (15,169)       | 26,434                                | 11,265       |
| Balance at 31 December 2010                  | 904,592                             | 12,991,088                               | 101,674        | (12.842,706)                          | 1,154,648    |

## QUIET REVOLUTION LIMITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2011

|                               | Notes | 2011<br>£    | 2010<br>£      |
|-------------------------------|-------|--------------|----------------|
| ASSETS                        |       | -            | ~              |
| NON CURRENT ASSETS            |       |              |                |
| Property, plant and equipment | 7     | 357,926      | 336,737        |
| CURRENT ASSETS                |       |              |                |
| Inventories                   | 9     | 707,098      | 412,893        |
| Trade and other receivables   | 10    | 553,362      | <i>557,580</i> |
| Cash and cash equivalents     | 11    | 198,209      | 1,076,001      |
|                               |       | 1,458,669    | 2,046,474      |
| TOTAL ASSETS                  |       | 1,816,595    | 2,383,211      |
| CURRENT LIABILITIES           |       |              |                |
| Interest bearing borrowings   | 12    | (92,345)     | (104,223)      |
| Deferred income               |       | (294,824)    | (340,403)      |
| Provisions                    | 13    | (83,500)     | (166,000)      |
| Trade and other payables      | 14    | (600,242)    | (394,219)      |
|                               |       | (1,070,911)  | (1,004,845)    |
| NON CURRENT LIABILITIES       |       | <del></del>  |                |
| Interest bearing borrowings   | 12    | (1,336,613)  | (223,718)      |
| TOTAL LIABILITIES             |       | (2,407,524)  | (1,228,563)    |
| NET (LIABILITIES)/ASSETS      |       | (590,929)    | 1,154,648      |
| EQUITY                        |       |              |                |
| ISSUED CAPITAL AND RESERVES   |       |              |                |
| Issued share capital          | 15    | 2,096,536    | 904,592        |
| Share premium                 |       | 14,054,867   |                |
| Reserves                      | 17    | 46,286       |                |
| Retained profits              |       | (16,788,618) | (12,842,706)   |
| TOTAL EQUITY                  |       | (590,929)    | 1,154,648      |

Approved by the Board on 21 August 2012 and signed on its behalf by

Mr P Summers, Director

Company registration number 5405104

#### QUIET REVOLUTION LIMITED COMPANY STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2011

|                                     | Notes | 2011<br>£               | 2010<br>£  |
|-------------------------------------|-------|-------------------------|------------|
| ASSETS                              |       |                         |            |
| NON CURRENT ASSETS                  |       |                         |            |
| Property, plant and equipment       | 7     | 273,062                 | 162,641    |
| CURRENT ASSETS                      |       |                         |            |
| Inventories                         | 9     | 157,000                 | 50,488     |
| Trade and other receivables         | 10    | 536,484                 | 1,619.127  |
| Cash and cash equivalents           | 11    | 176,065                 | 1.056,812  |
|                                     |       | 869,549                 | 2,726,427  |
| TOTAL ASSETS                        |       | 1,142,611               | 2,889,068  |
| CURRENT LIABILITIES                 |       |                         |            |
| Interest bearing borrowings         | 12    | -                       | (3,591)    |
| Deferred income                     |       | (294,824)               | , ,        |
| Provisions                          | 13    | (76,500)                | (159,000)  |
| Trade and other payables            | 14    | (921,118)               | (235,144)  |
|                                     |       | (1,292,442)             | (738,138)  |
| NON CURRENT LIABILITIES             |       |                         |            |
| Interest bearing borrowings         | 12    | (1,200,000)             | (497)      |
| TOTAL LIABILITIES                   |       | (2,492,442)             | (738,635)  |
| NET (LIABILITIES)/ASSETS            |       | (1,349,831)             | 2,150,433  |
| EQUITY  ISSUED CARITAL AND DESERVES |       |                         |            |
| ISSUED CAPITAL AND RESERVES         | 15    | 2 004 524               | 904,592    |
| Issued share capital Share premium  | 13    | 2,096,536<br>14,054,867 | *          |
| Options reserves                    | 17    | 46,286                  | 12,991,000 |
| Retained profits                    | 1 /   | (17,547,520)            |            |
| ·                                   |       | <del></del>             | `          |
| TOTAL EQUITY                        |       | (1,349,831)             | 2,150,433  |

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

Approved by the Board on 21 August 2012 and signed on its behalf by

Mr P Summers, Director

Company registration number 5405104

#### QUIET REVOLUTION LIMITED CONSOLIDATED STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31 DECEMBER 2011

|  | 2011<br>£                   | 2010<br>£           |
|--|-----------------------------|---------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES   |                             |                     |
| Total operating Loss   | (4,001,300)                 | (3,142,727)         |
| ADJUSTMENTS TO RECONCILE TO LOSS FROM OPERATIONS   |                             |                     |
| Interest expense Interest income   | 34,865<br>-                 | 21,826<br>(21)      |
| Income tax credit Share based payment expense  | (249,979)                   | (196,640)<br>11,265 |
| ADJUSTMENTS TO RECONCILE LOSS FROM   |                             |                     |
| OPERATIONS   | (215,114)                   | (163,570)           |
|  | (4,216,414)                 | (3,306,297)         |
| NON-CASH ADJUSTMENTS   |                             |                     |
| Depreciation   | 229,857<br>84               | 252,694<br>28,124   |
| Loss on derecognition of property, plant and equipment<br>Provisions used                  | (82,500)                    | (360,482)           |
| NON-CASH ADJUSTMENTS   | 147,441                     | (79,664)            |
| CASH FLOWS BEFORE CHANGES IN WORKING CAPITAL   | (4,068,973)                 | (3,385,961)         |
| INCREASE IN WORKING CAPITAL  |                             |                     |
| (Increase)/Decrease in inventories   | (294,205)                   | 3,550               |
| Decrease in trade and other receivables Increase/(Decrease) in trade and other payables    | 10 <b>2,</b> 061<br>160,444 | 150,033<br>(23,455) |
| INCREASE IN WORKING CAPITAL  | (31,700)                    | 130,128             |
| CASH FLOWS USED IN OPERATING ACTIVITIES  | (4,100,673)                 | (3,255,833)         |
| CASH FLOWS FROM OTHER OPERATING ACTIVITIES   |                             |                     |
| Income taxes refunded  | 166,137                     | -                   |
| NET CASH FLOWS USED IN OPERATING ACTIVITIES  | (3,934,536)                 | (3,255,833)         |
| CASH FLOWS FROM INVESTING ACTIVITIES   |                             |                     |
| Payments to acquire property, plant and equipment  | (265,131)                   | (143,093)           |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES  | (265,131)                   | (143,093)           |
| NET CASH FLOWS AFTER INVESTING ACTIVITIES  | (4,199,667)                 | (3,398,926)         |
| CASH FLOWS FROM FINANCING ACTIVITIES   |                             |                     |
| Gross proceeds from issue of equity share capital Gross proceeds from other borrowings     | 2,255,723<br>1,200,000      | 2,990,865<br>-      |
| Repayment of bank loans  | (92,346)                    | (81,054)            |
| Repayment of obligations under finance leases Payments of interest classified as financing | (6,637)<br>(39,850)         | (6,908)<br>(32,859) |
| Laymonts of interest orassined as financing  | (57,030)                    | (32,039)            |

#### QUIET REVOLUTION LIMITED CONSOLIDATED STATEMENT OF CASH FLOWS (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

|  | 2011<br>£ | 2010<br>£ |
|--|-----------|-----------|
| Other cash inflows from financing activities     | 4,985     | 11,054    |
| NET CASH FLOWS FROM FINANCING ACTIVITIES         | 3,321,875 | 2,881,098 |
| NET CASH FLOWS FROM FINANCING ACTIVITIES         | (877,792) | (517,828) |
| Cash and cash equivalents as at 1 January 2011   | 1,076,001 | 1,593,829 |
| CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER 2011 | 198,209   | 1,076,001 |

The notes on pages 15 to 31 form part of these financial statements.

### 1. AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH IFRS'S

Quiet Revolution Limited (the company) is a limited company incorporated and domiciled in England and Wales. The address of its registered office and principal place of business is at Unit 23 B&C, Berghem Mews, Blythe Road, London W14 0HN

The group consists of the company and its wholly-owned subsidiary Quiet Revolution Manufacturing Limited Their principal activities are the manufacture and supply of wind turbines as described in the Directors' Report

The group's financial statements for the year were authorised for issue on 21 August 2012 and the consolidated statement of financial position signed on the board's behalf by Mr P Summers

The group's financial statements have been prepared in accordance with International Financial Reporting Standards for Small and Medium-sized Entities (IFRS for SMEs) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006. The principal accounting policies adopted by the group are set out in note 2.

The group financial statements incorporate the financial statements of the company and entities controlled by the company (its subsidiary) made up to 31 December each year

Separate financial statements for the parent entity have not been disclosed in these consolidated financial statements in accordance with International Financial Reporting Standards for Small and Medium-sized Entities (IFRS for SMEs) section 9 24

#### FUNDAMENTAL ACCOUNTING CONCEPT

As at 31 December 2011 the group has negative equity of £590,929, however, as detailed in note 19 to the financial statements, the board has subsequently secured further funding to continue in operational existence for the foreseeable future and accordingly has presented their financial statements on a going concern basis. Cash forecasts identifying the group's liquidity requirements are produced regularly and reviewed by the Board. The Board seeks to ensure that sufficient financial headroom exists for at least a 12 month period to safeguard the group's ability to continue as a concern.

#### 2. ACCOUNTING POLICIES

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and its wholly-owned subsidiary. All intra-group transactions, balances, income and expenses are eliminated

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided during the normal course of business net of discounts and VAT and other sales taxes

Revenue for sales of goods is recognised when goods are delivered and/or when significant risks and rewards have passed

#### 2. ACCOUNTING POLICIES (continued)

Revenue from the rendering of maintenance services is recognised over the term of the contract on a straight line basis. Revenue from other services is recognised once the service has been delivered.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable

#### Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability

#### Effective interest method

The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to that asset's or liability's net carrying amount

#### **Government grants**

Government grants are recognised when it is reasonable to expect that the grants will be received and that all related conditions will be met, usually on submission of a valid claim for payment. Grants of a revenue nature are credited to income so as to match them with the expenditure to which they relate

#### Foreign currency exchange

The financial statements are presented in the currency of the primary economic environment in which the group operates (its 'functional currency') The financial statements, results and financial position of the group are expressed in Pounds Sterling, which is the functional currency of the group and the presentational currency of the financial statements

Transactions in currencies other than the functional currency of the group are initially recorded at the exchange rate prevailing on the dates of the transaction. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in profit or loss for the period, except for exchange differences on non-monetary assets and liabilities, which are recognised directly in other comprehensive income when the changes in fair value are recognised directly in other comprehensive income.

#### **Taxes**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date

Deferred tax is recognised on all material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions

#### 2. **ACCOUNTING POLICIES (continued)**

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss,
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future, and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on the tax rates and laws enacted or substantively enacted at the balance sheet date

The carrying amount of deferred income tax assets is reviewed at the balance sheet date Deferred tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred taxes relate to the same taxation authority and that authority permits the company to make a single net payment

Tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise tax is recognised in the statement of comprehensive income

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss

Depreciation is provided on a straight line basis to write off each asset over its estimated useful life or, if held under finance lease, over the term of the lease, whichever is shorter

Plant and machinery

20% - 33% on cost

Fixtures and equipment - 33% on cost

At each reporting date, the group reviews the carrying amount of its property, plant and equipment to determine the extent of the impairment loss (if any) The recoverable amount is the higher of the fair value less costs to sell and value in use

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease

#### Leased assets

Assets obtained under finance leases are capitalised in the statement of financial position

The interest element of these obligations is charged to the statement of comprehensive income over the relevant period. The capital element of the future payments is treated as a liability

#### 2. ACCOUNTING POLICIES (continued)

#### Financial risk management objectives and policies

The objective of the group's capital management is to ensure that it maintains strong credit ratings and capital ratios. This will ensure that the business is correctly supported and shareholder value is maximised.

The group manages its capital structure through adjustments that are dependent on economic conditions. In order to maintain or adjust the capital structure, the group may choose to change or amend dividend payments to shareholders or issue new share capital to shareholders. There were no changes to the objectives, policies or processed during the years ended 31 December 2011 and 31 December 2010.

#### Financial instruments

Financial assets and financial liabilities are recognised when the group has become a party to the contractual provisions of the instrument

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition, as follows

Raw materials - purchase cost on a weighted average basis

Work in progress and finished goods - cost of raw materials used in production on a weighted average basis

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion or disposal

#### Trade and other receivables

Trade receivables are classified as loans and receivables and are initially recognised at fair value. They are subsequently measured at their amortised cost using the effective interest method less any provision for impairment. A provision for impairment is made where there is objective evidence, (including customers with financial difficulties or in default of payments), that amount will not be recovered in accordance with original terms of the agreement. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flows discounted using the original effective interest rate. The carrying value of the receivable is reduced through the use of an allowance account and any impairment loss is recognised in profit or loss.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short term deposits. Short term deposits are defined as deposits with an initial maturity of three months or less

#### Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### 2. ACCOUNTING POLICIES (continued)

#### **Provisions**

Provisions are recognised when the group has a present obligation as a result of a past event which it is probable will result in an outflow of economic benefits that can be reliably estimated. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date.

Provisions are currently recognised by the group in respect of warranties granted to customers Management estimates of expected future expenditure under these warranties are supported by the group's own failure mode data collected by the operations department

#### Critical accounting estimates and assumptions

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

The group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below

#### Warranty provisions

The group provides for future liabilities arising from contractual obligations in relation to warranties granted to customers. Estimates of the likely value of these obligations are made up using the groups own data collected by its operations department, historical costs incurred and forecasted costs based on estimated failure analysis. However, performance under specific warranty obligations cannot be anticipated so a level of uncertainty exists over the amount for warranty provisions included in the balance sheet.

#### Trade and other payables

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

#### 2. ACCOUNTING POLICIES (continued)

#### Share based payments

The group has applied the requirements of IFRS for SMEs Section 26 'Share-Based Payments' in respect of its Employee Stock Options Plan

The group issues share based payments to certain employees. Share based payments are measured at fair value at the date of grant. This fair value is expensed over the vesting period, based on estimates of shares that will eventually vest. Judgement is required in determining the most appropriate valuation model for a grant of equity instruments, depending on the terms and conditions of the grant. Management are also required to use judgement in determining the most appropriate inputs to the valuation model including expected life of the option, volatility and dividend yield. The assumptions and models used are disclosed in note 17.

In assessing this fair value the directors have taken into account the economic value of the ordinary shares of the company, using management judgement based on the most recent company valuations done for fund raising

#### Operating lease commitments

Capital and operating lease commitments payments are recognised as an expense in the consolidated income statement on a straight-line basis over the lease term

#### 3. OPERATING LOSS

Operating loss is stated after charging/(crediting) the following

|  | 2011<br>£     | 2010<br>£       |
|--|---------------|-----------------|
| Cost of inventories recognised as an expense                                       | 1,100,701     | 781,337         |
| Loss on disposal of property, plant and equipment                                  | 84            | 28,124          |
| Depreciation of property, plant and equipment                                      | 229,857       | 252,694         |
| Net foreign currency differences   | 964           | (4,068)         |
| Research and development costs   | 1,446,309     | 1,126,476       |
| Rentals under operating leases   | 168,612       | 150,624         |
| Auditor's remuneration - audit services Auditor's remuneration - taxation services | 17,520<br>980 | 20,000<br>2,500 |
|  |               |                 |

| 4. | FINANCE COSTS   |              |           |                        |           |
|----|---|--------------|-----------|------------------------|-----------|
|    |   |              |           | 2011                   | 2010      |
|    |   |              |           | £                      | £         |
|    | Interest expense Bank borrowings                              |              |           | 7,384                  | 8,014     |
|    | Interest expense Finance leases                               |              |           | 220                    | 1,400     |
|    | Interest expense Other loans                                  |              |           | 32,246                 | 23,445    |
|    |   |              |           | 39,850                 | 32,859    |
| 5. | INCOME FROM INVESTMENTS                                       |              |           |                        |           |
|    |   |              |           | 2011                   | 2010      |
|    |   |              |           | £                      | 2010<br>£ |
|    | Interest earned on loans and deposits                         |              |           | 4,985                  | 11,054    |
|    | interest carried on rouns and deposits                        |              |           | 4,700                  | 11,007    |
| 6. | INCOME TAX  |              |           |                        |           |
|    | Components of income tax expense                              |              |           |                        |           |
|    |   |              |           | 2011                   | 2010      |
|    |   |              |           | £                      | £         |
|    | Current income tax expense                                    |              |           | _                      |           |
|    | Current income tax (credit)/charge                            |              |           | ( <del>249,979</del> ) | (196,640) |
|    | Reconciliation of income tax charge to                        | accounting [ | orofit    |                        |           |
|    |   |              | 2011      |                        | 2010      |
|    |   | % age        | £         | % age                  | £         |
|    | Tax at the domestic income tax rate                           | J            |           | _                      |           |
|    | of  | 20.25        | (860,884) | 21                     | (701,267) |
|    | Tax effect of capital allowances Tax effect of non deductible | 20.25        | (38,403)  | 21                     | (28,679)  |
|    | expenses  | 20.25        | 45,419    | 21                     | 62,430    |
|    | Tax effect of utilisation of losses                           | 20.25        | 392,156   | 21                     | 294,959   |
|    | Tax effect of unutilised losses carried                       |              | ·         |                        |           |
|    | forward   | 20.25        | 650,819   | 21                     | 495,270   |
|    | Tax effect of R&D enhanced                                    |              |           |                        |           |
|    | deduction   | 20.25        | (189,107) | 21                     | (122,713) |
|    | Tax effect of R&D tax credit                                  | 20.25        | (249,979) | 21                     | (196,640) |
|    | Tax expense using effective rate                              |              | (249,979) |                        | (196,640) |

### 7. PROPERTY, PLANT AND EQUIPMENT Group at 31 December 2011

|  | Leasehold<br>improvements<br>£ | Plant and equipment £                     | Fixtures and fittings £                  | Total<br>£                                 |
|--|--------------------------------|---|--|--|
| Cost At 1 January 2011 Additions Disposals                     | 116,801                        | 517,011<br>231,647<br>(22,840)            | 294,835<br>33,484<br>(859)               | 928,647<br>265,131<br>(23,699)             |
| At 31 December 2011  | 116,801                        | 725,818                                   | 327,460                                  | 1,170,079                                  |
| Depreciation At 1 January 2011 Disposals Charge for year       | (72,164)                       | (310,360)<br>8,755<br>(152,030)           | (209,386)<br>859<br>(54,603)             | (591,910)<br>9,614<br>(229,857)            |
| At 31 December 2011  | (95,388)                       | (453,635)                                 | (263.130)                                | (812,153)                                  |
| Net book value<br>At 1 January 2011                            | 44,637                         | 206,651                                   | 85,449                                   | 336,737                                    |
| At 31 December 2011  | 21,413                         | 272,183                                   | 64,330                                   | 357,926                                    |
| Group at 31 December   |                                |   |  |  |
|  | Leasehold<br>improvements<br>£ | Plant and equipment                       | Fixtures and fittings                    | Total<br>£                                 |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010 | 116,801                        | 555,373<br>81,638<br>(120,000)<br>517,011 | 243,690<br>61,455<br>(10,310)<br>294,835 | 915.864<br>143,093<br>(130,310)<br>928,647 |
| Depreciation At 1 January 2010 Disposals Charge for year       | (48,972)<br>-<br>(23,192)      | (243,844)<br>93,250<br>(159,766)          | (148 586)<br>8,936<br>(69,736)           | (441,402)<br>102,186<br>(252,694)          |
| At 31 December 2010  | (72,164)                       | (310,360)                                 | (209,386)                                | (591,910)                                  |
| Net book value<br>At 1 January 2010                            | 67,829                         | 311,529                                   | 95,104                                   | 474,462                                    |
| At 31 December 2010  | 44,637                         | 206,651                                   | 85,449                                   | 336,737                                    |

#### 7. PROPERTY, PLANT AND EQUIPMENT (Continued)

| Company at 31 December 2011  |  |   |  |
|--|--|---|--|
|  | Plant and equipment  | Fixtures and fittings £   | Total<br>£   |
| Cost   |  |   |  |
| At 1 January 2011  | 203,765<br>197,341   | 215,597   | 419,362<br>227,396   |
| Additions Disposals  | (22,840)   | 30,055<br>(859)   | (23,699)   |
| ·  | 378,266  | 244,793   | 623,059  |
| At 31 December 2011  | 3/8,200  | 244,793   | 023,039  |
| Depreciation   |  |   |  |
| At 1 January 2011  | (96,864)   | (159,857)   | (256,721)  |
| Disposals  | 8,755  | 859   | 9,614  |
| Charge for year  | (66,258)   | (36,632)  | (102,890)  |
| At 31 December 2011  | (154,367)  | (195,630)   | (349,997)  |
| Net book value   |  |   |  |
| At 1 January 2011  | 106,901  | 55,740  | 162,641  |
| At 31 December 2011  | 223,899  | 49,163  | 273,062  |
|  |  |   |  |
| Company at 31 December 2010  |  |   |  |
| Company at 31 December 2010  | Plant and  | Fixtures and  |  |
| Company at 31 December 2010  | equipment  | fittings  | Total  |
|  |  |   | Total<br>£   |
| Cost   | equipment<br>£   | fittings<br>£   | £  |
|  | equipment  | fittings  |  |
| Cost At 1 January 2010   | equipment<br>₤<br>252.281  | fittings<br>£<br>181,125  | £ 433,406  |
| Cost At 1 January 2010 Additions   | equipment<br>£<br>252,281<br>71,484  | fittings<br>£<br>181,125<br>44,782  | £ 433,406 116,266  |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010   | equipment £  252,281 71,484 (120,000)  | fittings<br>£<br>181,125<br>44,782<br>(10,310)  | £ 433,406 116,266 (130,310)  |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation   | 252,281<br>71,484<br>(120,000)<br>203,765  | 181,125<br>44,782<br>(10,310)<br>215,597  | £ 433,406 116,266 (130,310) 419,362  |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation At 1 January 2010   | equipment £  252.281 71,484 (120,000) 203,765  | fittings<br>£  181,125 44,782 (10,310) 215,597  (121,119)                               | £ 433,406 116,266 (130,310) 419,362 (256,110)                              |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation   | 252,281<br>71,484<br>(120,000)<br>203,765  | 181,125<br>44,782<br>(10,310)<br>215,597  | £ 433,406 116,266 (130,310) 419,362  |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation At 1 January 2010 Disposals   | equipment £  252,281 71,484 (120,000) 203,765  (134,991) 93,250                          | fittings<br>£  181,125 44,782 (10,310) 215,597  (121,119) 8 936                         | £ 433,406 116,266 (130,310) 419,362 (256,110) 102,186                      |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation At 1 January 2010 Disposals Charge for year At 31 December 2010                 | 252.281<br>71,484<br>(120,000)<br>203,765<br>(134,991)<br>93,250<br>(55,123)             | 181,125<br>44,782<br>(10,310)<br>215,597<br>(121,119)<br>8 936<br>(47,674)              | £ 433,406 116,266 (130,310) 419,362 (256,110) 102,186 (102,797)            |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation At 1 January 2010 Disposals Charge for year                                     | 252.281<br>71,484<br>(120,000)<br>203,765<br>(134,991)<br>93,250<br>(55,123)             | 181,125<br>44,782<br>(10,310)<br>215,597<br>(121,119)<br>8 936<br>(47,674)              | £ 433,406 116,266 (130,310) 419,362 (256,110) 102,186 (102,797)            |
| Cost At 1 January 2010 Additions Disposals At 31 December 2010  Depreciation At 1 January 2010 Disposals Charge for year At 31 December 2010  Net book value | 252.281<br>71,484<br>(120,000)<br>203,765<br>(134,991)<br>93,250<br>(55,123)<br>(96,864) | 181,125<br>44,782<br>(10,310)<br>215,597<br>(121,119)<br>8 936<br>(47,674)<br>(159,857) | £ 433,406 116,266 (130,310) 419,362  (256,110) 102,186 (102,797) (256,721) |

#### 8. RELATED PARTY TRANSACTIONS

#### Subsidiaries

The consolidated financial statements include the financial statements of Quiet Revolution Limited and the subsidiaries listed in the following table

| Name             |                     | Country of      | % Interest | % Interest |
|------------------|---------------------|-----------------|------------|------------|
|                  | Principal activity  | incorporation   | 2011       | 2010       |
| Quiet Revolution |                     |                 |            |            |
| Manufacturing    | Manufacture of wind |                 |            |            |
| Limited          | turbines            | England & Wales | 100%       | 100%       |

The value of the investment is stated as £nil (2010 - £nil) following an impairment review in 2010

#### Trading activities

During the year the Group made sales of £7,316 to RWE Innogy GmbH (2010 - £88,921) RWE Innogy GmbH, via its fully owned Innogy Renewables Technology Fund 1 GmbH & Co KG, holds 48 22% of the share capital of the company and is entitled to appoint a director of the company

Sales of goods to related parties were made at the Group's usual list prices

#### Key management compensation

Director's remuneration comprised

|                    | 2011    | 2010    |
|--------------------|---------|---------|
|                    | £       | £       |
| Wages and salaries | 319,874 | 171,980 |
|                    |         |         |

#### Directors' interests in share options

The number of options over ordinary shares in the company held during the financial year by each director of the company, including their personally related parties are set out below

|          | Balance at start<br>of the year | Forfeited during<br>the year | Balance at the end of the year |
|----------|---------------------------------|------------------------------|--------------------------------|
| M Hurley | 310,000                         | (310,000)                    | -                              |

#### 9. INVENTORIES

|                  |         | Group   |         | Company |
|------------------|---------|---------|---------|---------|
|                  | 2011    | 2010    | 2011    | 2010    |
|                  | £       | £       | £       | £       |
| Raw materials    | 429,121 | 276,313 | -       | -       |
| Work in progress | 3,659   | 51,423  | -       | -       |
| Finished goods   | 274,318 | 85,157  | 157,000 | 50,488  |
|                  | 707,098 | 412,893 | 157,000 | 50,488  |

#### 10. TRADE AND OTHER RECEIVABLES

|                                 |         | Group   |         | Company   |
|---------------------------------|---------|---------|---------|-----------|
|                                 | 2011    | 2010    | 2011    | 2010      |
|                                 | £       | £       | £       | £         |
| Receivable from trade customers | 1,544   | 77,179  | 1,544   | 77,179    |
| Receivable from related parties | -       | -       | _       | 1,086,566 |
| Other receivables               | 105,199 | 86 911  | 88,321  | 61,892    |
| Tax receivables                 | 446,619 | 362,777 | 446,619 | 362,777   |
| Accrued income                  | -       | 30,713  | -       | 30,713    |
|                                 | 553,362 | 557,580 | 536,484 | 1,619,127 |

Amounts receivable from trade customers are non-interest bearing and are generally on 30 - 90 day terms

#### 11. CASH AND CASH EQUIVALENTS

|              |         | Group     |         | Company   |
|--------------|---------|-----------|---------|-----------|
|              | 2011    | 2010      | 2011    | 2010      |
|              | £       | £         | £       | £         |
| Cash at bank | 198,209 | 1,076,001 | 176,065 | 1,056,812 |

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise the following at 31 December 2011

|              |         | Group     |         | Company   |
|--------------|---------|-----------|---------|-----------|
|              | 2011    | 2010      | 2011    | 2010      |
|              | £       | £         | £       | £         |
| Cash at bank | 198,209 | 1,076,001 | 176,065 | 1,056,812 |

#### 12. FINANCIAL LIABILITIES AND EQUITY

|  |           | Group       |           | Company |
|--|-----------|-------------|-----------|---------|
| Group at 31 December 2011                            | 2011      | <i>2010</i> | 2011      | 2010    |
| •  | £         | £           | £         | £       |
| Non-current  |           |             |           |         |
| Finance leases                                       | -         | 566         | -         | 497     |
| Bank loans   | 125,000   | 150,000     | -         | -       |
| Interest bearing other loans                         | 1,211,613 | 73,152      | 1,200,000 | -       |
|  | 1,336,613 | 223,718     | 1,200,000 | 497     |
| Current  |           |             |           |         |
| Finance leases                                       | -         | 6,071       | -         | 3591    |
| Bank loans   | 25,000    | 25,000      | -         | -       |
| Interest bearing other loans                         | 67,345    | 73,152      | -         | -       |
|  | 92,345    | 104,223     |           | 3591    |
| Bank loans and other borrowings                      |           |             |           |         |
|  | 2011      | 2010        | 2011      | 2010    |
|  | £         | £           | £         | £       |
| Fixed rate bank loan                                 | 150,000   | 175,000     | -         | -       |
| Other borrowings                                     | 1,278,958 | 146,304     | 1,200,000 | 497     |
|  | 1,428,958 | 321,304     | 1,200,000 | 497     |
| Less current instalments due on loans and borrowings | (92,345)  | (98,152)    | -         | -       |
|  | 1,336,613 | 223,152     | 1,200,000 | 497     |
|  |           |             | •         |         |

#### Fixed rate bank loan

The bank loan is secured by a debenture including fixed charge over all present freehold and leasehold property, first fixed charge over book and other debts, chattels, goodwill and uncalled capital, both present and future, and first floating charge over all assets and undertaking both present and future dated 27 September 2007

#### Other borrowings

A loan of £1,200,000 was received during the year from venture capital trusts. The loan is repayable in full, together with interest accrued, by September 2013. The interest rate applied to the loan is 8%p a for the first 6 months and 10%p a thereafter payable quarterly in arrears until repayment of the loan. By way of an amendment dated 11 July 2012 the term of the loan was extended to April 2014, and the interest rate capped at 8%

The loan is secured by a fixed charge over the right, title and interest in and to Quiet Revolution Limited's wind turbine development prospects in the UK including any signed ELAs which have not been installed and all data relating to such projects

#### 13. PROVISIONS

| Group | at 31 | December | 2011 |
|-------|-------|----------|------|
|-------|-------|----------|------|

| •  | Warranty<br>provision<br>£ | Repairs<br>provision<br>£ | Dilapidations<br>provision<br>£ | Total<br>£          |
|--|----------------------------|---------------------------|---------------------------------|---------------------|
| At 1 January 2010  | 256,500                    | 262,982                   | 7,000                           | 526,482             |
| Additional provision in the year                         | 43,500                     | · -                       | , <u> </u>                      | 43,500              |
| Release of provision during the year                     | (141,000)                  | (262,982)                 | -                               | (403.982)           |
| At 31 December 2010 Release of provision during the year | 159,000<br>(82,500)        | -                         | 7,000                           | 166,000<br>(82,500) |
| At 31 December 2011                                      | 76,500                     | -                         | 7,000                           | 83,500              |

#### Company at 31 December 2011

|                                      | Warranty<br>provision<br>£ | Repairs provision £ | Dilapidations provision £ | Total<br>£ |
|--------------------------------------|----------------------------|---------------------|---------------------------|------------|
| At 1 January 2010                    | 256,500                    | 262,982             | -                         | 519,482    |
| Additional provision in the year     | 43,500                     | -                   | -                         | 43,500     |
| Release of provision during the year | (141,000)                  | (262,982)           | -                         | (403,982)  |
| At 31 December 2010                  | 159,000                    | -                   |                           | 159,000    |
| Release of provision during the year | (82,500)                   | -                   | -                         | (82,500)   |
| At 31 December 2011                  | 76,500                     |                     | -                         | 76,500     |

#### Warranty provision

A provision is recognised for expected warranty claims on products sold in the last two years, based on past experience of the levels of repairs and returns. Assumptions used to calculate the provision for warranties were based on current sales levels and the current information available about repairs based on the two-year warranty period for all products sold.

#### Repairs provision

A provision was recognised for all known repairs to be made including the replacement of a defective part. The part was redesigned, tested and put into production. The repairs were fully completed in 2010

#### Dilapidations provision

A dilapidation provision has been recognised for the expected dilapidation cost associated with a factory rented by Quiet Revolution Manufacturing Limited

#### 14. TRADE AND OTHER PAYABLES

|                            |         | Group   |         | Company |
|----------------------------|---------|---------|---------|---------|
|                            | 2011    | 2010    | 2011    | 2010    |
|                            | £       | £       | £       | £       |
| Payable to trade suppliers | 431,337 | 211,468 | 318,003 | 103,159 |
| Other payables             | 28,919  | -       | 5,563   | -       |
| Accrued liabilities        | 85,149  | 139,174 | 85,149  | 95,580  |
| Tax payable                | 54,837  | 43,577  | 47,803  | 36,405  |
| Payable to related parties | -       | -       | 464,600 | -       |
|                            | 600,242 | 394,219 | 921,118 | 235,144 |
|                            |         |         |         |         |

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs

The directors consider that the carrying amount of trade payables approximates to their fair value

#### 15. SHARE CAPITAL

#### Group and Company Issued share capital

|                             |            | 2011      |                  | 2010           |
|-----------------------------|------------|-----------|------------------|----------------|
|                             | No.        | £         | No               | £              |
| Issued and fully paid       |            |           |                  |                |
| Ordinary share capital      |            |           |                  |                |
| At 1 January                | 5,137,870  | 513,787   | 5,137,870        | <i>513,787</i> |
| New issues of share capital | 2,772,805  | 277,280   |                  |                |
| At 31 December              | 7,910,675  | 791,067   | 5,137,870        | 513,787        |
| Ordinary A share capital    |            |           |                  |                |
| At 1 January                | 3,908,045  | 390,805   | <i>2,528,735</i> | 252,874        |
| New issues of share capital | 9,146,635  | 914,664   | 1,379 310        | 137,931        |
| At 31 December              | 13,054,680 | 1,305,469 | 3,908,045        | 390,805        |
| Total share capital         |            |           |                  |                |
| At 31 December              | 20,965,355 | 2,096,536 | 9,045,915        | 904,592        |

All issued share capital is classified as equity

#### 16. GOVERNMENT GRANTS

On 28<sup>th</sup> August 2011 the Group received €75,103 from the European Commission as part of an FP7 research grant. The project will run for a further 2 years (3 years in total) and the total grant value is €235,048. Revenue of £113,722 has been recognised in other operating income in 2011.

#### 17. SHARE BASED PAYMENTS

#### Equity-settled share based payments

The group operates a share option plan, under which certain directors and employees have been granted options to subscribe for ordinary shares, which are treated as equity settled share based payments in accordance with the requirements of IFRS for SMEs

The fair value at the grant date of the option is expensed on a straight-line basis over the vesting period based on the group's estimate of shares that will eventually vest. The charge is then credited back to reserves as follows

|                     | Options reserve |
|---------------------|-----------------|
| At 1 January 2011   | 101,674         |
| Diminution of value | (55,388)        |
| At 31 December 2011 | 46,286          |

|                     | Options reserve |
|---------------------|-----------------|
|                     | £               |
| At 1 January 2010   | 116,843         |
| Diminution of value | (15,169)        |
| At 31 December 2010 | 101,674         |

The share options plans vest on the earlier of IPO or trade sale and the following vesting periods

|            |               | Vesting period (after grant date) |         |         |         |
|------------|---------------|-----------------------------------|---------|---------|---------|
| Grant Date | No of options | 1 year                            | 2 years | 3 years | 5 years |
| 01 Nov 06  | 132,650       | -                                 | _       | _       | 100%    |
| 08 Jul 09  | 175,000       | -                                 | 25%     | 25%     | 50%     |
| Various    | 910,000       | 20%                               | -       | -       | 80%     |

#### 17. SHARE BASED PAYMENTS (continued)

Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the year are as follows

|                                     |         | 2011  |         | 2010   |
|-------------------------------------|---------|-------|---------|--------|
|                                     | No. W.  | AEP £ | No      | WAEP £ |
| Outstanding at the beginning of the |         |       |         |        |
| year                                | 900,510 | 2.02  | 837.650 | 2 18   |
| Granted during the year             | -       | _     | 305,000 | 2 18   |
| Forfeited during the year           | 662,860 | 2.78  | 242,500 | 2 77   |
| Outstanding at the end of the year  | 237,650 | 1.21  | 900,510 | 2 02   |
| Exercisable at the end of the year  | 21,000  | 1.21  | 151,000 | 2 35   |

The following table lists the inputs to the models used for the years ended 31 December 2011 and 31 December 2010, no options were granted during 2011 and no inputs were then used in the year ended 31 December 2011

|                                     | 2011 | 2010  |
|-------------------------------------|------|-------|
| Dividend yield (%)                  | -    | 0 00  |
| Expected share price volatility (%) | -    | 67 90 |
| Risk-free interest rate (%)         | -    | 4 97  |
| Expected life of options (years)    | -    | 2 3   |
| Share price on date of grant (£)    | -    | 2 175 |
| Exercise price (£)                  | •    | 2 175 |

The options outstanding at 31 December 2011 had an exercise price between £0 10 and £2 90 (2010 - £0.10 and £2.90)

Volatility was calculated by taking the average of share price volatility of companies in the same industry whose shares are listed on various European stock exchanges

The Group recognised total expenses of £nil (2010 - £11,265) relating to equity-settled share-based payment transactions

#### 18. OPERATING LEASE COMMITMENTS

The minimum lease payments under non-cancellable operating lease rentals are in aggregate as follows

As lessee

|                    | 2011   | 2010    |
|--------------------|--------|---------|
|                    | £      | £       |
| Less than one year | 54,000 | 93,871  |
| One to two years   | -      | 54,000  |
|                    | 54,000 | 147,871 |
|                    |        |         |

#### 19. EVENTS AFTER THE REPORTING PERIOD

On 30 April 2012 the group raised funds from a rights issue for £1,236,968 from existing investors.