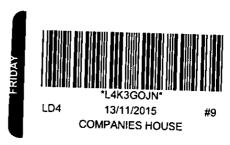
Company Registration No: 07988346

THE SHARE REPUBLIC PLC
ANNUAL REPORT

FOR THE YEAR ENDED 31 MAY 2015





# THE SHARE REPUBLIC PLC FOR THE YEAR ENDED 31 MAY 2015

# **COMPANY INFORMATION**

Mi Geoffrey Hoodless Directors

Mis Vola Parker

Company number 07988346

Registered office Quadrant House

4 Thomas More Square

London EIW IYW

UHY Hacker Young LLP **Auditors** 

Quadrant House 4 Thomas More Square

London EIW IYW

# THE SHARE REPUBLIC PLC FOR THE YEAR ENDED 31 MAY 2015

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## CHAIRMAN'S REPORT FOR THE YEAR ENDED 31 MAY 2015

In 2014, we continued to seek funding for the online share trading platform. Towards the end of the previous financial year we had had discussions, and agreed on an investment, with a Swedish based business angels group. Though agreements were reached, the funds did not materialise and we terminated the discussions during the year as it became clear that the proposed investor had its own organisational problems, for which there did not appear any short term solutions.

As we shook hands on the above deal, we were about to go "live" on a crowd funding website, and as a consequence of the investment offer that we had agreed upon, we withdrew from the crowd funding initiative Preparing for crowd funding was time consuming, and information, particularly financial information needs to be current, so it was not possible to immediately go back

We continue to look for funding and crowd funding is still under consideration. We also continue to explore other sources of capital

Whilst our trading subsidiary, The Share Republic com Ltd is authorised for corporate finance business, our primary focus was on developing and launching the share trading platform. Occasionally corporate finance opportunities arise, but they tend to be very time consuming as well as success fee based. For a thriving corporate finance business, we need to have several projects running, allowing for waste and lead time

Since March 2014, we have been working on a project inspired from the Canadian Toronto Stock Exchange Capital Pool Company Program, a solely North American based product

The Board has agreed to bring these efforts into The Share Republic com Ltd, and we have developed a set of Rules and are trade marking the product. The initiative will be a "product" whereby it can be sold to other advisers, or The Share Republic com Ltd can be appointed Corporate Finance Adviser. We expect this product will be ready towards the end of this calendar year, by which time our website will be updated to reflect this new focus.

2014-2015 has been challenging, we continue to strive to secure funding to take our share trading and corporate finance initiatives forward

Mr Geoffrey Hoodless Chairman

## STRATEGIC REPORT FOR THE YEAR ENDED 31 MAY 2015

#### **Review of business**

Your directors have reviewed numerous corporate financial opportunities, but the low level of corporate finance revenue reflects the current economic environment, and the company's primary goal of developing an electric dealing platform

The Company was created with the intention to develop, build and exploit an online, interest based, securities trading platform, so that private (retail) customers could buy and sell securities, initially on the UK stock exchanges

The principle risks and uncertainties relate to the ability to successfully launch the electronic dealing platform and to generate sufficient customer levels exceed the cost base

On behalf of the board

Mr Geoffrey Hoodless

Director

724 Ocholer 2015

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2015

The directors present their report and consolidated financial statements for the year ended 31 May 2015

#### Principal activity

The principal activity of its wholly owned subsidiary The Share Republic com Limited is that of corporate finance advisory services. The Share Republic com Limited is authorised and regulated by the Financial Conduct Authority.

The directors have reviewed numerous corporate finance opportunities, but the low level of corporate finance revenue reflects the current economic environment, and the company's primary goal of developing an electronic dealing platform

## Directors' responsibilities for the accounts

The directors are responsible for preparing the Strategic Report, Directors' 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 then 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,
- 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.

#### Results and dividends

The results for the period are set out in the consolidated profit and loss account on page 7. The directors do not recommend payment of a dividend. Retained losses of £6,295 have been transferred to reserves

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2015

#### Directors and shareholdings

The directors who held office during the year were

Mr Geoffrey Hoodless Mrs Vola Parker

#### Statement of disclosure to auditors

So far as the directors are aware, at the time of approval of their report

- There is no relevant audit information of which the company's auditors are 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 auditors are aware of that information

#### **Auditors**

In accordance with Section 485 of the Companies Act 2006, a resolution proposing that UHY Hacker Young LLP be re-appointed as auditors of the company will be put to the Annual General Meeting

By order of the board

Mr Geoffrey Hoodless

Director

John October 2015



#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE SHARE REPUBLIC PLC

We have audited the group and parent company financial statements (the "financial statements") of The Share Republic Plc on pages 7 to 18 for the year ended 31 May 2015, which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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

#### Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at <a href="https://www.frc.org/uk/apb/scope/private.cfm">www.frc.org/uk/apb/scope/private.cfm</a>

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the group's and the company's affairs as at 31 May 2015 and of the group's loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006



# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE SHARE REPUBLIC PLC

#### Emphasis of matter - Intangible assets and investments

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in note 6 and in note 8 to the financial statements. The directors have valued their online share trading platform at cost, without any impairment. This valuation is based upon the belief that once live, the platform shall earn revenues to cover the cost of investment (its value in use), or that the platform shall be sold for at least the cost recognised (its recoverable amount). The valuation of the platform also supports the value of the investment, from the company perspective

Should the platform not generate the stated value, an impairment would be required. No impairment has been recognised in these accounts

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

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

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

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

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

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Daniel Hutson (Senior Statutory Auditor) For and on behalf of UHY Hacker Young

Chartered Accountants Statutory Auditor

31 Odober 2015

# CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2015

	Notes	2015 £	2014 £
Turnovei	2	7,500	-
Administrative expenses		(13,795)	(11,297)
Loss on ordinary activities before taxation		(6,295)	(11,297)
Lax on loss on ordinary activities	4	-	-
Loss for the financial year	12	(6,295)	(11,297)

The consolidated profit and loss account has been prepared on the basis that all operations are continuing operations

There were no recognised gains or losses other than the loss for the year

# CONSOLIDATED BALANCE SHEET

<b>AS AT</b>	31	MAY	2015
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	Notes	£	2015 £	£	2014 £
Fixed assets					
Intangible assets	6		93,097		93,097
Tangible assets	7		<u>.</u>		
			93,097		93,097
Current assets					
Debtors	9	-		6,530	
Cash at bank and in hand		16,354		17,774	
		16,354		24,304	
Creditors: amounts falling lue within one year	10	(25,019)		(26,674)	
ude widilii one year	10	(25,019)		(20,074)	
let current liabilities			(8,665)		(2,370)
Total assets less current liabilities			84,432		90,727
			======		=======================================
Capital and reserves					
Called up share capital	11		60,052		60,052
hare premium account	12		24,700		24,700
Profit and loss account	12		(111,569)		(105,274)
Merger reserve	12		111,249		111,249
Shareholders' funds	13		84,432		90,727
			·		

Approved by the board on Is and signed on its behalf by

Mr Geoffrey Hoodless Company No: 07988346

# COMPANY BALANCE SHEET

AS AT 31 MAY 2015

	Notes	£	2015 £	£	2014 £
Fixed assets Investments	8		99,752		99,752
			,		
			99,752		99,752
Current assets  Cash at bank and in hand		3,343		5,773	
		3,343		5,773	
Creditors: amounts falling due within one year	10	(28,359)		(28,659)	
Net current liabilities		<del>- , ., </del>	(25,016)		(22,886)
Fotal assets less current liabilitie	s		74,736		76,866
Capital and reserves					
Called up share capital	11		60,052		60,052
Share Premium account	12		24,700		24,700
Profit and loss account	12		(10,016)		(7,886)
Shareholders' funds	13		74,736		76,866

Approved by the board on so add and signed on its behalf by

Mr Geoffrey Hoodless Company No: 07988346

# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2015

	Notes	£	2015 £	£	2014 £
Net cash outflow from operating activities	16		(1,420)		(6,864)
Net cash outflow for capital ex	ependiture		•		-
Net cash outflow before mana liquid resources and financing	-		(1,420)	-	(6,864)
Financing Issue of ordinary share capital		•		10,000	
Net cash inflow from financing	g		-		10,000
(Decrease)/increase in cash in the financial year	17		(1,420)	:	3,136

#### 1. Principal accounting policies

#### a) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards

As at 31 May 2015 the Group had net assets of £84,432 (2014 £90,727) and the directors are satisfied that the going concern basis is appropriate for the preparation of these financial statements as they consider that the support of the shareholders will be forthcoming as and when required. The shareholders have confirmed their willingness to provide such support

The financial statements do not include the adjustments that would result if the Group were unable to continue as a going concern

#### b) Cash flow statement

The cash flows of the company are included in the consolidated cash flow statement of The Share Republic plc Consequently the company is exempt under the terms of FRS 1 (Revised) from publishing a cash flow statement

#### c) Consolidation

The financial statements consolidate the accounts of the company and its subsidiary undertakings and have been prepared by using the principles of merger accounting in accordance with FRS 6 Acquisitions and Mergers. The Group was formed following a share for share exchange exercised on 2 August 2013 between the company and the Share Republic com Limited which is considered to meet the requirements of FRS 6 to be accounted for as a merger. Accordingly a merger reserve has been created to represent the difference between the value of the shares issued and the nominal value of the share capital and share premium account in the subsidiary.

Intra-group balances are eliminated fully on consolidation

#### d) Turnover

Turnover represents fees for undertaking corporate finance transactions net of VAT Turnover is recognised when the Group is contractually entitled to do so

#### e) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation

Depreciation is provided at rates calculated to write-off the cost less estimated residual value of each asset, over its expected useful life as follows -

Fixtures and fittings

- 3 years straight line

#### 1. Principal accounting policies (continued)

# f) Intangible fixed assets

Intangible fixed assets relate to capitalised development costs in respect of an online trading platform and are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life from the date that the platform is brought into use, as follows.

Trading platform

- 5 years straight line

#### g) Investments

Fixed asset investments are stated at cost less provision for diminution in value

#### 2. Turnover

The total turnover of the Group for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

# 3. Operating loss

Operating loss is stated after charging	2015	2014
	£	£
Fees payable to the company's auditors for the audit of the annual accounts	1,200	1,200
Fees payable to the company's auditors for the audit of its subsidiaries	2,400	2,400
Fees payable to the company's auditors for other services – taxation	250	500
	======	

# 4. Tax on loss on ordinary activities

	2015 £	2014 £
Corporation tax - current period	~ ~	-
		~ <del>************************************</del>
Tax charge	-	
	2015 £	2014 £
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	(6,295)	(11,297)
Loss on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 20% (2014–20%)	(1,295)	(2,259)
Effects of		
Other tax adjustments	1,295	2,259
	1,295	2,259
Current tax charge for the year	-	-

The Group have trading losses of approximately £103,000 to carry forward against future profits

# 5. Holding company profit and loss account

The Company has taken advantage of the legal dispensation granted under S 408 of the Companies Act 2006 allowing it not to present its own profit and loss account. The retained loss for the year of £2,130 (2014 £5,580) has been dealt with in the accounts of the Company

# 6. Intangible fixed assets

mangible tracti a wet	Development costs
	£
<b>Cost</b> As at 1 June 2014 and 31 May 2015	93,097
Net book value	
As at 1 June 2014 and 31 May 2015	93,097 =======

Amounts classified as intangible assets relate to the development of an online share trading platform. The directors hold the view that the policy to capitalise this expenditure reflects the purpose and long-term usefulness of the platform. The directors also believe that the cost does not require impairment, as the value of the platform shall be realised through use, by generating future revenues, or by sale.

# 7. Tangible fixed assets

Tangible fixed assets	Fixtures, fittings & equipment
	£
Cost As at 1 June 2014 and 31 May 2015	1,750
Depreciation As at 1 June 2014 and 31 May 2015	1,750
Net book value As at 1 June 2014 and 31 May 2015	-

#### 8. Fixed asset investments

The Company

Shares in subsidiary undertakings £

Cost

1 June 2014 and 31 May 2015

99,752

In the opinion of the directors, the aggregate value of the investment in the subsidiary undertaking is not less than the carrying amount. The recovery of the investment will be achieved through use or sale of the share trading platform, as set out in note 6.

A summary of the subsidiary undertakings is shown below

Name of company Held directly	Country of registration or incorporation	% of capital held	Nature of business
The Share Republic com Ltd	UK	100%	Corporate finance advisory
TSRC Nominees Ltd	UK	100% (indirectly)	Dormant

9.	Debtors		2015	2014	
		Group	Company	Group £	Company £
	Trade debtors Provision	6,530 (6,530)	-	6,530	-
				6,530	-

The provision for doubtful debts is in respect of a significantly aged trade debtor. Whilst the directors believe that the amount is recoverable, due to the long term nature of the outstanding balance, a provision has been recognised.

10.

# NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MAY 2015

Creditors: amounts falling due within one y		2015		2014	
	Group	Company	Group £	Company £	
Amounts owed to subsidiary undertakings	-	10,928	-	9,728	
Trade creditors	631	631	2,131	2,131	
Other creditors	19,038	15,000	19,038	15,000	
Accruals and deferred income	5,350	1,800	5,505	1,800	
	25,019	28,359	26,674	28,659	

Included within other creditors is a loan of £15,000 from Eurico Oscar Da Conceicao dos Santos Covas and Geoffrey Hoodless to facilitate the acquisition of shares in The Share Republic com Limited. The loan is unsecured and is convertible into ordinary shares at the behest of the creditors into ordinary shares in the company as a price of £0.08 per share up to 31 August 2022.

Included within "other creditors" is an amount owed to the director, Geoffrey Hoodless, of £4,039 (2014 £4,039)

# 11. Called up share capital

	2015 £	2014 £
Allotted, called up and fully paid 6,005,200 ordinary shares of £0 01 each	60,052	60,052

#### 12. Statement of movement on reserves

The Group	Merger Reserve £	Share Premium £	Profit and loss account
At 1 June 2014 Loss for the financial year	111,249	24,700	(105,274) (6,295)
At 31 May 2015	111,249 =======	24,700	(111,569) == <b>===</b> ==

# 12. Statement of movement on reserves (continued)

The	Comp	nany
	~~	

	Share Premium £	Profit and loss account
At 1 June 2014 Loss for the year	24,700	(7,886) (2,130)
At 31 May 2015	24,700 =======	(10,016)

# 13. Reconciliation of movements in shareholders' funds

	Group 2015	Company 2015	Group 2014 £	Company 2014 £
Loss for the financial year	(6,295)	(2,130)	(11,297)	(5,580)
Proceeds from issue of shares	-		10,000	10,000
Net depletion to shareholders' funds	(6,295)	(2,130)	(1,297)	4,420
Opening shareholders' funds	90,727	76,866	92,024	72,446
Closing shareholders' funds	84,432 ======	74,736	90,727	76,866 ======

# 14. Employees

# Number of employees

There were no employees during the year apart from the directors and no remuneration has been paid

#### 15. Control

The Company is not controlled by any one party

16.	Reconciliation of operating loss to net cash			
	outflow from operating activities		2015 £	2014 £
	Operating loss Decrease in debtors		(6,295) 6,530	(11,297)
	(Decrease)/increase in creditors		(1,655)	4,433
	Net cash outflow from operating activities		(1,420)	(6,864)
17.	Analysis of net funds			
		31 May 2014 £	Cash Flow	31 May 2015 £
	Net cash	£	£	ı
	Cash at bank and in hand	17,774	(1,420)	16,354
	Net funds	17,774	(1,420)	16,354
18.	Reconciliation of net cash flow to movements in net debt	:		
			2015 £	2014 £
	(Decrease)/increase in cash in the period		(1,420)	3,136
	Movement in net funds in the period		(1,420)	3,136
	Opening net funds		17,774	14,638
	Closing net funds		16,354	17,774

# 19. Related Parties

There were no related party transactions in the period other than those disclosed in note  $10\,$