REGISTERED NUMBER: 06138814 (England and Wales)

ETAIREIA INVESTMENTS PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2018

DIRECTORS:	M Cunliffe *Chairman* D Rogers *Chief Executive Officer* I Fallmann G Collier
SECRETARY:	Nominee Secretaries Limited
REGISTERED OFFICE:	2nd Floor 9 Portland Street Manchester M1 3BE
REGISTERED NUMBER:	06138814 (England and Wales)
INDEPENDENT AUDITORS:	Welbeck Associates Chartered Accountants and Statutory Auditors 30 Percy Street London W1T 2DB
SOLICITORS:	Strefford Tulips 118 Cadzow Street Hamilton ML3 6HP
REGISTRARS:	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR

I am pleased to present the results for Etaireia Investments plc for the year ended 31 March 2018.

Financial Overview

There was a loss from continuing operations for the year of £856,717 (2017: £622,085). The loss for the year includes a further impairment of the land at Roystonhill. The current valuation of this land reflects its expected sale value as community recreational space.

Previously in 2016, the property at Dalry was revalued on the basis that planning permission had been obtained. It was subsequently discovered that although much work had gone into obtaining planning permission, and despite indications from the local council that they had no objection to planning permission being granted, the actual planning application process had not been completed. In the circumstance your board have considered it prudent to reverse the uplift in value that would result if planning permission were to be granted.

The Group's net assets at the end of the period were £1,809,315 (2017: £1,971,282)

I draw your attention to the audit report in which the auditors refer to a number of matters connected with a former director of the company. The board have considered their comments and believe that the matters referred to do not affect the current operations of the Group and would not result in any material adjustment being made to the fair value of the Group's net assets as stated in the accounts. The auditors also refer to two properties not being independently valued as at the year end. The directors consider that the value of the properties have not materially changed since their acquisition in 2016, at which time they were independently valued, and that the additional cost of obtaining further valuations was not warranted.

Review of Activities

On 7 November 2017the Company announced that it had completed the acquisition of two modern office buildings at Whitehouse Office Park, Peterlee, County Durham.

The purchase price of £1,125,000 has been satisfied by the issue of 600,000,000 new ordinary shares of 0.01p each, at a price of 0.1p per new ordinary share and £525,000 cash consideration. The cash consideration has been deferred for 12 months.

The office buildings represent a combined area of approximately 58,000 sq.ft. of space and the ground floor of 2A representing approximately 14,500 sq ft is currently occupied by NHS who have recently signed a new 6 year lease, producing a rental income of £65,979 pa and expiring in 2023. The remaining office space of approximately 43,500 sq ft of is currently being marketed at a similar pro rata rental level that has already created interest and the Company is optimistic that this space will be let in the near future.

Until the deferred cash payment is paid, the Company has agreed to assign 75% of the rental income to the vendors that will be directly offset against the deferred sum.

On 19 March 2018, the Company announced that, following the publication of negative findings made in the course of divorce proceedings; Baron Bloom had decided to step down from his role as a director and Chairman of the Board with immediate effect.

On 27 March 2018, it was announced that the Company had raised £50,000 by way of a subscription for 83,333,333 new ordinary shares of at a price of 0.06p per share, to provide working capital for the Company.

There have been no other material events, transactions or developments during the period.

Post Balance Sheet Events

On 19 April 2018 it was announced that the Directors had commenced an independent investigation into a number of transactions that were undertaken by Mr Bloom during his tenure as a Director. The investigation focussed principally on purchases of property by the Company that represent 16% of the Company's assets of £2.8m and the movement of certain funds relating to these properties.

The Board believes that due to the nature of the findings during the divorce proceedings the interests of shareholders and the market would be best served by revisiting these transactions so that they can have confidence in the activities of the Company at that time.

The Board will make an announcement following the conclusion of the report in the near future.

On 26 April 2018, the Company announced my appointment as Executive Chairman. I started work in 1998 with a finance broker in the North West, JD Finance Limited. Over an eight year period I was involved with various finance brokers before founding Get Me Finance Limited in 2010. Get Me Finance has become one of the leading online brands in the car finance industry. Currently I am a Director of Goldmann and Sons PLC where I have been able to use my experience in the finance sector to assist clients within the property and development sector, overviewing different projects and offering specialist expertise and knowledge to help raise funds for them. I am committed to prioritise my time with Etaireia and I am looking to develop the Company's prospects over the coming year.

On 2 August 2018, Dennis Rogers was appointed as Chief Executive Officer. He has over 30 years' experience in property development, finance and strategic planning. He has worked in the private sector running a group of companies focusing on property development from new build to specialist listed building projects and is an expert at site acquisition and successfully gaining planning permissions throughout the UK. In the public sector he has partnered with various blue-chip operators in strategic sites and has constructed developments for Tesco PLC, Lucent international, and the Brunei Government to name but a few. In recent years Dennis has established himself as a business turnaround specialist and financial planning consultant. He has worked with The Prince's Trust as a Senior Advisor and also as a Strategic Business Advisor to the Isle of Man Government.

On the 29 August 2018, the Company announced the sale of the property at 89 Dalrymple Street, Girvan, KA26 9BS for a consideration of £47,000 + £1,000 contribution towards the Company's legal expenses, paid on completion. The property was acquired on 31 March 2017 by the issue of 25,000,000 new ordinary shares of 0.01p each, at a price of 0.1p per new ordinary share and £35,000 cash consideration. The cash consideration was deferred for 12 months, and has not been paid to date. This property has been held in the books at a valuation of £60,000, and its sale will result in a write-down in the accounts of £13,000. The Directors have decided to sell the business as the lease was signed with a tenant was breached and they did not adhere to the terms of that contract. As a result the executive board deemed that, as this small property was not core to the future aspirations of the Company, it was cost effective to dispose of this asset.

Outlook

I am pleased to have been appointed to the board of Etaireia and also pleased to have secured the appointment of Dennis Rogers. Dennis brings a depth of experience and knowledge on property development, management and planning expertise. We will continue to build on the Company's strong foundations and are currently evaluating a number of cash generative opportunities to achieve profitability for the Company over the coming months.

The Board continues to actively seek further high-quality investments and acquisition opportunities to enhance shareholder value and we expect to make further announcements in the near future.

Myles Cunliffe
Chairman
3 September 2018

The Directors present their Strategic report for the Group for the year ended 31 March 2018.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS
The operating loss for the year was £856,717 (2017: £622,085).

On 7 November 2017, the Company completed the acquisition of two modern office buildings at Whitehouse Office Park, Peterlee, County Durham.

The purchase price of £1,125,000 was satisfied by the issue of 600,000,000 new ordinary shares of 0.01p each, at a price of 0.1p per new ordinary share and £525,000 cash consideration. The cash consideration has been deferred for 12 months.

The office buildings represent a combined area of approximately 58,000 sq.ft. of space and the ground floor of 2A representing approximately 14,500 sq ft is currently occupied by NHS who have recently signed a new 6 year lease, producing a rental income of £65,979 pa and expiring in 2023. The remaining office space of approximately 43,500 sq ft of is currently being marketed at a similar pro rata rental level that has already created interest and the Company is optimistic that this space will be let in the near future.

Until the deferred cash payment is paid, the Company has agreed to assign 75% of the rental income to the vendors that will be directly offset against the deferred sum.

On 27 March 2018, the Company raised £50,000, by way of a subscription for 83,333,333 new ordinary shares of at a price of 0.06p per share, to provide working capital for the Company.

KEY PERFORMANCE INDICATORS
The Directors consider that the Group's Key Performance Indicators are:

COMPANY STATISTICS	31 March 2018	31 March 2017	Change %
Net assets	**£1,809,315**	£1,971,282	-8%
Net asset value – fully diluted per share	**0.08p**	0.11p	-27%
Gross investment assets (including cash)	**£2,918,386**	£2,264,823	+29%
Share price	**0.06p**	0.04p	+50%
Market capitalisation	**£1,559,000**	£746,000	+109%

PRINCIPAL RISKS AND UNCERTAINTIES
Currently the main risk that could affect the Group is that demand for residential property may decrease in the area where its real estate asset is located, which would have an adverse effect on the value of the asset.

GOING CONCERN BASIS
As set out in note 1 to the financial statements, the Directors have prepared cash forecasts which indicate that the Company has sufficient financial resources to meet its commitments for at least twelve months following the date of signing of these financial statements. The directors believe that should further funds be required, besides seeking new equity investment, loan finance secured against one or more property assets is a viable option. For these reasons, at the time of approving the financial statements, the Directors consider that the Company has sufficient funds to enable it to continue in existence for the foreseeable future, and they continue to adopt the going concern basis of accounting in preparing the financial statements.

ON BEHALF OF THE BOARD:

Dennis Rogers
Director
3 September 2018

The Directors present their report with the financial statements of the Group for the year ended 31 March 2018.

PRINCIPAL ACTIVITY

The Company is an investment company.

During the year the Company has continued its investment strategy, focused on the property and real estate sector, the objective being to provide shareholders with strong investment returns and a balanced exposure to lower risk, income generating assets and opportunities that will provide a higher capital return. The Company looks to invest in residential schemes as well as commercial, retail and industrial property within the UK. The Directors look to purchase assets significantly undervalued by the current market.

DIRECTORS

The Directors during the period under review were:

Greg Collier
Ian Fallmann
Baron Bloom (resigned 20 March 2018)

On 26 April 2018, Myles Cunliffe was appointed as a director, and on 2 August 2018, Dennis Rogers was appointed as a director

DIVIDENDS

No dividend will be distributed for the period ended 31 March 2018 (2017 - £Nil).

DIRECTORS' REMUNERATION

The details of the directors' remuneration are set out in note 3 to the financial statements.

PUBLICATION OF ACCOUNTS ON THE COMPANY WEBSITE

Financial statements are published on the Company's website: www.etaireia.co.uk. The maintenance and integrity of the website is the responsibility of the Directors. The Director's responsibility also extends to the *financial statements contained therein.*

SUBSTANTIAL SHAREHOLDINGS

On 22 August 2018, the following were the registered holders of 3% or more of the Company's ordinary share capital;

Shareholder	Ordinary Shares Number	Percentage of Capital
TaxSpecialeFX (Peterlee) LLP	600,000,000	23.10%
Castle Trust & Management Services Limited	459,190,692	17.68%
Jim Nominees Limited	307,639,724	11.84%
Mayer Management Limited	145,000,000	5.58%
W B Nominees Limited	120,860,000	4.65%
Baron Bloom	115,000,000	4.43%
Vanguard Group Limited	83,333,333	3.21%

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS
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 ("IFRSs") as adopted by the European Union. The financial statements are required by law to give a true and fair view of the state of affairs and of the profit or loss for the period.

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 the affairs 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 estimates that are reasonable and prudent;
- state whether the financial statements comply with IFRSs as adopted by the European Union; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

POST YEAR END EVENTS
Post year end events are disclosed in note 18 to the financial statements.

DISCLOSURE OF INFORMATION TO AUDITORS
In the case of each person who was a director at the time this report was approved:

- so far as that director was aware there was no relevant available information of which the Company's auditors were unaware; and
- that director had taken all steps that the director ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors were aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

AUDITORS
Welbeck Associates have indicated their willingness to continue in office and in accordance with the provisions of the Companies Act it is proposed that they be re-appointed as auditors to the Company for the ensuing year.

ON BEHALF OF THE BOARD:

Dennis Rogers
Director
3 September 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ETAIREIA INVESTMENTS PLC

Qualified opinion on financial statements

We have audited the group financial statements of Etaireia Investments Plc for the year ended 31 March 2018 which comprise the Group Income Statement and Statement of Comprehensive Income, the Group and Parent Company Statement of Financial Position, the Group and Parent Company Statement of Changes in Equity, the Group and Parent Company Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph:

- the consolidated financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2018 and of the group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with IFRS as adopted by the European Union; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for qualified opinion on financial statements

During the year under review, a former director, on behalf of the Group, entered into a verbal lease rental agreement with a tenant wanting to rent one of the company's properties. It appears that the tenant paid the rent in cash into the personal bank account of the former director. A sum of £6,230 over a fifteen-month period was not properly accounted for. We were informed that the director had utilised some of the cash proceeds to pay Company expenses. However, we were unable to gain supporting evidence of the specific administrative expenses in question.

As a result, we could not determine the completeness of revenue, trade debtors, trade payables and the director's related party transactions.

In addition, two of the Group's investment properties that were acquired in 2016 were not independently valued at the year end. We were unable to obtain sufficient appropriate audit evidence about the carrying amount of the these two properties as at 31 March 2018. Consequently, we were unable to determine whether any adjustments to the carrying amounts were necessary.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How we addressed it
Accounting Estimates Are prepared on a reasonable and consistent basis and are disclosed adequately in the financial statements.	We have considered the basis of the accounting estimates applied when preparing the financial statements and considered the responses to audit questions with professional skepticism. Refer to the basis of qualification with regards to the valuation of the investment properties
Related Parties We are required to consider if the disclosures made in the financial statements are complete and accurate and the processes for identifying related parties and related party transactions.	We have assessed the Company's procedures for identifying related parties and ensuring the completeness of the disclosures that are included in the audit planning pack. Refer to the basis of qualification with regards to the related party transactions involving the former director.
Management override We are required to consider how management biases could affect the results of the company.	We have considered the controls in place, remained alert for material and unusual items and tested a sample of journals to assess the risk.

Application of materiality

The materiality that we used for the consolidated financial statements was £71,000 (2017: £55,000). We determine materiality using 2.5% of the gross assets of the Group (2017: 2% of the benchmark of Gross Assets), which we have determined, in our professional judgment, to be one of the principal benchmarks within the financial statements relevant to members of the Company in assessing financial performance.

We report to the director's all corrected and uncorrected misstatements we identified through our audit with a value in excess of £3,550 (2017: £2,250), in addition to other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

An overview of the scope of our audit

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Chairman's statement, strategic report and Directors' report to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implication for our report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the group financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the group financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

Use of our audit report

This report is made solely to the parent company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jonathan Bradley-Hoare (Senior statutory auditor)
for and on behalf of Welbeck Associates
Chartered Accountants and Registered Auditors
London, United Kingdom

3 September 2018

GROUP INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2018

	Notes	2018 £	2017 £
CONTINUING OPERATIONS			
Turnover		**44,017**	2,355
Gross profit		**44,017**	2,355
Administrative expenses		**(288,003)**	(198,440)
Other operating costs		**(566,941)**	(426,000)
LOSS FROM OPERATIONS	5	**(810,927)**	(622,085)
Finance expense	6	**(45,790)**	-
LOSS FROM CONTINUING OPERATIONS BEFORE TAX		**(856,717)**	(622,085)
Income tax	7	**-**	-
LOSS FOR THE YEAR AND TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY		**(856,717)**	(622,085)
Earnings per share:			
Basic and diluted earnings per share from total operations	8	**(0.040)p**	(0.036)p

There are no recognised gains or losses in either period other than the profit for the year and therefore no statement of comprehensive income is presented.

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the parent Company profit and loss account. The loss for the Parent Company for the year was £866,297 (2017: £624,440).

The accounting policies and notes are an integral part of these financial statements.

ETAIREIA INVESTMENTS PLC – COMPANY NUMBER 06138814

GROUP AND COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2018

	Notes	GROUP 2018	GROUP 2017	COMPANY 2018	COMPANY 2017
		£	£	£	£
Non-current assets					
Investment properties	9	**2,868,530**	2,264,780	**2,029,530**	1,292,780
Investment in subsidiary undertakings	10	**-**	-	**827,065**	972,000
		2,868,530	2,264,780	**2,856,595**	2,264,780
Current assets					
Trade and other receivables	11	**62,021**	3,056	**62,021**	3,056
Cash and cash equivalents	12	**49,856**	43	**49,856**	43
		111,877	3,099	**111,877**	3,099
Current liabilities					
Trade and other payables	13	**971,092**	296,597	**971,092**	298,952
Borrowings	14	**200,000**	-	**200,000**	-
		1,171,092	296,597	**1,171,092**	298,952
Net current liabilities		**(1,059,215)**	(293,498)	**(1,059,215)**	(295,853)
NET ASSETS		**1,809,315**	1,971,282	**1,797,380**	1,968,927
Equity					
Issued share capital	15	**464,167**	390,862	**464,167**	390,862
Share premium account	15	**3,546,122**	2,924,677	**3,546,122**	2,924,677
Share option reserve		**116,187**	116,187	**116,187**	116,187
Accumulated losses		**(2,317,161)**	(1,460,444)	**(2,329,096)**	(1,462,799)
SHAREHOLDERS' FUNDS		**1,809,315**	1,971,282	**1,797,380**	1,968,927

The accounting policies and notes are an integral part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 3 September 2018.

Dennis Rodgers
Director

GROUP AND COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2018

	Notes	GROUP 2018 £	GROUP 2017 £	COMPANY 2018 £	COMPANY 2017 £
Cash flow from operating activities					
Loss before income tax		**(856,717)**	(622,085)	**(866,297)**	(624,440)
Adjusted for:					
Share based payment costs		**-**	14,954	**-**	14,954
Shares issued in settlement of fees		**-**	58,219	**-**	58,219
Impairment of property investment		**566,941**	426,000	**433,941**	426,000
Impairment of investment in subsidiaries		**-**	-	**133,000**	-
Finance expense		**45,790**	-	**45,790**	-
Increase/(decrease) in trade and other receivables		**(13,965)**	10,367	**(13,965)**	10,367
Increase in trade and other payables		**161,304**	53,955	**158,949**	56,310
Net cash outflow from operating activities		**(96,647)**	(58,590)	**(108,582)**	(58,590)
Cash flows from investing activities					
Purchase of investment property		**(45,750)**	-	**(45,750)**	-
Net cash outflow from investing activities		**(45,750)**	-	**(45,750)**	-
Cash flows from financing activities					
Net cash proceeds from share issues		**53,000**	45,000	**53,000**	45,000
Intercompany loan repayment		**-**	-	**11,935**	
Net proceeds of borrowings		**155,000**	-	**155,000**	-
Interest paid		**(15,790)**	-	**(15,790)**	-
Net cash inflow from financing activities		**192,210**	45,000	**204,145**	45,000
Net (decrease)/increase in cash and cash equivalents		**49,813**	(13,590)	**49,813**	(13,590)
Cash and cash equivalents at beginning of year		**43**	13,633	**43**	13,633
Cash and cash equivalents at year end	12	**49,856**	43	**49,856**	43

The accounting policies and notes are an integral part of these financial statements.

ETAIREIA INVESTMENTS PLC

GROUP STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018

	Share Capital £	Share premium £	Loan note equity reserve £	Share option reserve £	Accumulated losses £	Total equity £
At 1 April 2016	356,941	2,698,379	-	101,233	(838,359)	2,318,194
Total comprehensive income for the period	-	-	-	-	(622,085)	(622,085)
Share issues	33,921	226,298	-	-	-	260,219
Grant of options	-	-	-	14,954	-	14,954
At 31 March 2017	**390,862**	**2,924,677**	**-**	**116,187**	**(1,460,444)**	**1,971,282**
Total comprehensive income for the period	**-**	**-**	**-**	**-**	**(856,717)**	**(856,717)**
Share issues	**73,305**	**621,445**	**-**	**-**	**-**	**694,750**
At 31 March 2018	**464,167**	**3,546,122**	**-**	**116,187**	**(2,317,161)**	**1,809,315**

The accounting policies and notes are an integral part of these financial statements.

ETAIREIA INVESTMENTS PLC

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018

	Share Capital £	Share premium £	Loan note equity reserve £	Share option reserve	Accumulated losses £	Total equity £
At 1 April 2016	356,941	2,698,379	-	101,233	(838,359)	2,318,194
Total comprehensive loss for the period	-	-	-	-	(624,440)	(624,440)
Share issues	33,921	226,298	-	-	-	260,219
Grant of options	-	-	-	14,954	-	14,954
At 31 March 2017	**390,862**	**2,924,677**	**-**	**116,187**	**(1,462,799)**	**1,968,927**
Total comprehensive loss for the period	**-**	**-**	**-**	**-**	**(866,297)**	**(866,297)**
Share issues	**73,305**	**621,445**	**-**	**-**	**-**	**694,750**
At 31 March 2018	**464,167**	**3,546,122**	**-**	**116,187**	**(2,329,096)**	**1,797,380**

The accounting policies and notes are an integral part of these financial statements.

1. GENERAL INFORMATION

Etaireia Investments Plc is a public limited company incorporated in the United Kingdom (Registration Number 06138814). The address of the registered office is given on page 1.

As disclosed in the Report of the Directors, the Company is a property investment company.

GOING CONCERN

The Directors have prepared cash forecasts, which assume the directors, as agreed, will only draw salaries when the Company has funds surplus to that required for the management and maintenance of the business and the support of a director who has given the Group an undertaking to provide financial assistance if required. The forecasts indicate that the Company has sufficient financial resources to meet its commitments for at least twelve months following the date of signing of these financial statements. In any event, the directors believe should further funds be required, besides seeking new investors, a bank loan secured against the land or exiting one of the current land deals are viable options. For these reasons, at the time of approving the financial statements, the Directors consider that the Company has sufficient funds to enable it to continue in existence for the foreseeable future, and they continue to adopt the going concern basis of accounting in preparing the financial statements.

STATEMENT OF COMPLIANCE

The financial statements comply with International Financial Reporting Standards as adopted by the European Union. At the date of authorisation of these financial statements, the following Standards and Interpretations affecting the Group, which have not been applied in these financial statements, were in issue, but not yet effective (and in some cases, had not been adopted by the EU):

Standards issued not effective at 31 March 2018

	Effective for periods beginning on or after
IFRS 2 (amendments) Classification and Measurement of Share-based Payment Transactions	1 January 2018*
IFRS 9 Financial Instruments: Classification and Measurement	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018
IFRS 16 Leases	1 January 2019*
IAS 40 Transfers of Investment Property	1 January 2018*

The Directors anticipate that the adoption of the above Standards and Interpretations in future periods will have little or no impact on the financial statements of the Group when the relevant Standards come into effect for future reporting periods. The Group has adopted all new and amended standards and interpretation which are mandatory for the accounting periods beginning on 1 April 2016: The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

2. ACCOUNTING POLICIES

(a) Principal accounting policies

The Principal Accounting Policies applied in the preparation of these Group and Parent Company financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

(b) Basis of preparation of the financial statements

The financial statements of Etaireia Investments plc ("Etaireia" or the "Company") and its subsidiaries (the "Group") have been prepared under the historical cost convention and in accordance with International Financial Reporting Standards (IFRSs) and IFRIC interpretations as adopted by the European Union.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed later in these accounting policies.

The financial statements are presented in Pounds Sterling, which is the functional currency of all companies in the Group.

(c) Basis of consolidation

The Group's consolidated financial statements incorporate the financial statements of Etaireia Investments plc (the "Company") and entities controlled by the Company (its subsidiaries). Subsidiaries are entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

(d) Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method under IFRS 3. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for resale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

2. ACCOUNTING POLICIES - continued

(e) Investment properties

Investment properties are those properties that are held either to earn rental income or for capital appreciation or both.

Acquired investment properties are measured initially at cost, including related transaction costs. After initial recognition at cost, investment properties are carried at their fair values based on a professional valuation made as of each reporting date. Properties are treated as acquired at the point when the Company assumes the significant risks and returns of ownership and as disposed when these are transferred to the buyer. Additions to investment properties consist of costs of a capital nature.

The difference between the fair value of an investment property at the reporting date and its carrying amount prior to remeasurement is included in the Statement of Comprehensive Income as a valuation gain or loss. When the Group begins to redevelop an existing investment property for continued future use as an investment property, the property remains an investment property and is accounted for as such.

Financial assets

(f) Trade receivables, loans and other receivables

The Group classifies its financial assets as trade receivables, loans and other receivables which are initially measured at fair value, plus transaction costs. Loans and receivables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short term receivables when the recognition of interest would be immaterial.

Other receivables, that do not carry any interest, are measured at their nominal value as reduced by any appropriate allowances for irrecoverable amounts

(g) Cash and cash equivalents

Cash and cash equivalents comprise current and deposit account bank balances which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. This definition is also used for the cash flow statement.

(h) Revenue recognition

The Group's Revenue includes rental income from investment property. Revenue is measured at the fair value of the consideration received or receivable.

Interest is credited to income in the period in which they relate.

(i) Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

2. ACCOUNTING POLICIES - continued

(i) Taxation - continued

Deferred tax

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interest in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax are recognized as an expense or income in the income statement, except when they relate to items credited or debited directly to equity, in which case tax is also recognized directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or in determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination.

(j) Equity

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

The Convertible loan equity reserve represents the equity portion of the convertible loan notes currently in issue.

Retained earnings include all current and prior period results as disclosed in the statement of comprehensive income.

2. ACCOUNTING POLICIES - continued

(k) Financial liabilities

Financial liabilities are recognised in the Group and Company statements of financial position when the Group or Company becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance cost in the income statement using the effective interest rate method.

The Company's financial liabilities comprise convertible loan notes, and trade and other payables.

The fair value of the liability portion of the convertible loan notes is determined using a market interest rate for an equivalent non-convertible loan note. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the loan notes. The remainder of the proceeds is allocated to the conversion option, which is recognised and included in shareholders' equity, net of tax effects.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost less settlement payments.

(l) Accounting estimates and judgements

The Company makes estimates and judgements concerning the future and the resulting estimates may, by definition, vary from the related actual results.

(m) Share-based payments

The Group has applied the requirements of IFRS 2 Share-based payments
The Group operates a number of equity-settled share-based payment schemes under which share options are issued. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.
Fair value is measured by use of the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

3. EMPLOYEES AND DIRECTORS

The Company has no employees, apart from the directors. The remuneration of the directors is set out below.

	2018	2017
	£	£
Baron Bloom	60,000	60,000
Greg Collier	24,000	24,000
Ian Fallmann	12,000	6,000
Short-term employee benefits	96,000	90,000
Social security costs	10,000	10,000
	106,000	100,000

The average monthly number of persons employed:

	2018	2017
Office and management	3	3

4. SEGMENT REVENUES

A segment is a distinguishable component of the Group or Company's activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available.

As the chief operating decision-maker reviews financial information for and makes decisions about the Group's activities as a whole, the directors have identified a single operating segment, that of property investments and ancillary services. The Group operates in a single geographical segment which is the UK.

The results of the single activity are disclosed in the income statement, so no additional segmental analysis is disclosed.

5. OPERATING LOSS

The operating loss is stated after charging:

	2018	2017
	£	£
Auditors remuneration: - fees payable to the Company's auditors for the audit of the Company's annual accounts	10,000	8,500

6. FINANCE EXPENSE

	2018	2017
	£	£
Bridging loan finance costs	44,409	-
Other interest expense	1,381	-
	45,790	-

7. TAXATION

	2018	2017
	£	£
Tax expense comprises:		
Current tax	-	-
Loss from continuing operations	(856,717)	(622,085)
Income tax expense calculated at 19% (2017 – 20%)	(162,776)	(124,417)
Effect of expenses not deductible for tax purposes	4,750	5,600
Effect of unused tax losses and tax offsets	158,026	118,817
	-	-

The total amount of unused tax losses for which no deferred tax asset is recognised in the balance sheet is approximately £2,350,000 (2017 - £1,500,000). This asset has not been recognised on the basis that it will only be recoverable when sufficient profits have accrued and this is not expected to happen for the foreseeable future.

8. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the profit or loss for the financial period attributable to shareholders by the weighted average number of shares in issue.

	2018	2017
	£	£
Loss attributable to owners of the Company:	**(856,717)**	(622,085)
	Number	Number
Weighted average number of ordinary shares for calculating basic and diluted earnings per share	**2,121,022,254**	1,715,088,268
	Pence	Pence
Basic and diluted loss per share	**(0.040)p**	(0.036)p

9. INVESTMENT PROPERTY

	GROUP		COMPANY	
	2018	2017	**2018**	2017
Fair value	**£**	£	**£**	£
Brought forward	**2,264,780**	2,448,780	**1,292,780**	1,292,780
Purchases during the year	**1,170,750**	242,000	**1,170,750**	-
Decrease in fair value	**(566,941)**	(426,000)	**(433,941)**	-
Carried forward	**2,868,589**	2,264,780	**2,029,589**	1,292,780

During the year, the Company acquired two modern office buildings at Whitehouse Office Park, Peterlee, County Durham. External valuations of these properties were carried out at the time of purchase.

The impairment on the Roystonhill property was based on the agreed sale price of £400,000 which was completed on 31 August 2018.

A valuation was also carried out on the Ivy Leaf club on 11 January 2016 by MacDonald Hogg of Scarborough.

10. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

	COMPANY	
	2017	2017
Fair value	**£**	**£**
Total fair value brought forward	**972,000**	**1,156,000**
Acquisitions in the year	**-**	**242,000**
Intercompany loan repayment	**(11,935)**	**-**
Decrease in fair value during the year	**-**	**(175,151)**
Impairment of loan to subsidiary undertaking	**(133,000)**	**(250,849)**
Total fair value carried forward	**827,065**	**972,000**
Consisting of:		
Equity investment in subsidiary undertakings	**203**	**203**
Loans to subsidiary undertakings	**826,862**	**971,797**
	827,065	**972,000**

The loans to subsidiaries accrue no interest and there is no set term for repayment. As such they have been classified as non-current assets.

Expenses and costs incurred in running the individual group entities are all born by the Company. As such any increase or decrease in the fair value of the underlying properties within that specific group entity, will result in a comparable increase or decrease in the fair value of that entity, and thus the fair value of the Investment held by the Company.

The Directors consider the carrying amount of non-current receivables approximates to their fair value.

11. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2018	2017	**2018**	2017
	£	£	**£**	£
Trade receivables	**19,794**	-	**19,794**	-
Other receivables	**41,227**	1,960	**41,227**	1,960
Accrued income and prepayments	**1,000**	1,096	**1,000**	1,096
	62,021	3,056	**62,021**	3,056

The Directors consider the carrying amount of trade and other receivables approximates to their fair value.

12. CASH AND CASH EQUIVALENTS

	GROUP 2018 £	2017 £	COMPANY 2018 £	2017 £
Cash held on bank current accounts	**49,856**	43	**49,856**	43
Cash and cash equivalents	**49,856**	43	**49,856**	43

The Directors consider the carrying amount of cash and cash equivalents approximates to their fair value.

13. TRADE AND OTHER PAYABLES

	GROUP 2018 £	2017 £	COMPANY 2018 £	2017 £
Trade payables	**114,256**	44,034	**114,256**	44,034
Other payables	**620,496**	110,134	**620,496**	112,489
Accruals	**236,399**	142,429	**236,399**	142,429
	971,151	296,597	**971,151**	298,952

All trade and other payables are short term. The carrying values are considered to be a reasonable approximation of fair value.

14. BORROWINGS

	GROUP 2018 £	2017 £	COMPANY 2018 £	2017 £
Bridging loan	**200,000**	-	**200,000**	-
Total borrowings	**200,000**	-	**200,000**	-

In August 2017 the Company obtained a 12 month bridging loan, secured on the land at Roystonhill. The interest payable is at the rate of 1.5% per month.

15. ISSUED CAPITAL

	2018 £	2017 £
Share capital	**464,167**	**390,862**
Share premium	**3,546,122**	**2,924,677**
	4,010,289	**3,315,539**

Issued share capital comprises:		
2,597,672,178 ordinary shares of 0.01p each (2017: 1,864,616,622)	**259,767**	**186,462**
85,166,666 deferred ordinary shares of 0.24p each	**204,400**	**204,400**
	464,167	**390,862**

Fully paid ordinary shares

	No of shares	Share capital £	Share premium £
Balance at 1 April 2016	1,525,407,476	152,541	2,698,379
Shares issued	339,209,146	33,921	226,298
Balance at 31 March 2017	1,864,616,622	186,462	2,924,677
Shares issued	733,055,556	73,305	621,445
Balance at 31 March 2018	2,597,672,178	259,767	3,546,122

Ordinary share issues

On 15 June 2017, 3,333,334 ordinary shares were issued for cash at 0.09p per share as a result of the exercise of options.

On 7 November 2017, 600,000,000 ordinary shares were issued at 0.1p in connection with the acquisition of 2 office buildings in Whitehouse Office Park.

On 24 November 2017, the following share issues took place:

- 24,166,667 ordinary shares at 0.09p in settlement of a loan.
- 22,222,222 ordinary shares at 0.09p in settlement of a deferred cash payment relating to the acquisition of Pacha Cleator Ltd.

On 27 March 2018, 83,333,333 ordinary shares were issued for cash at 0.06p per share raising £50,000.

Deferred shares

The restricted rights attaching to the deferred shares are such that the deferred shares have no economic value.

16. SHARE OPTIONS

On 14 July 2016, the Company granted options to an investor over 333,333,334, exercisable at 0.09p per share and expiring on 9 April 2019. The fair value of the options granted during the year was determined using the Black-Scholes pricing model. The significant inputs to the model in respect of the options were as follows:

Date of grant	14 July 2016
Share price at date of grant	0.04p
Exercise price per share	0.09p
No. of options	333,333,334
Risk free rate	2%
Expected volatility	50%
Life of option	2.74 years
Calculated fair value per share option	0.0045p

Options outstanding at 31 March 2017 and their weighted average exercise price are as follows:

	2018	**2018**	2017	2017
	Weighted average exercise price (pence)	**Number**	Weighted average exercise price (pence)	Number
Outstanding at the beginning of the year	**0.13p**	**407,916,206**	0.30p	74,582,872
Granted during the year	**-**	**-**	0.09p	333,333,334
Exercised during the year	**0.09p**	**(3,333,334)**	-	-
Lapsed during the year	**0.30p**	**(74,582,872)**	-	-
Outstanding at the end of the year	**0.09p**	**330,000,000**	0.13p	407,916,206
Exercisable at the end of the year	**0.09p**	**330,000,000**	0.13p	407,916,206

The total share-based payment expense recognised in the income statement for the year ended 31 March 2018 in respect of options granted was £nil (2017: £14,954).